

**LETTER OF OFFER (“LOF”)**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is being sent to you as a shareholder(s) of Aarti Surfactants Limited (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have recently sold your Equity Shares in the Target Company, please hand over the Letter of Offer to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER BY**

**MRS. JAYA CHANDRAKANT GOGRI (“Acquirer 1”)**

**Residing:** 1801 Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IIT, Powai, Mumbai - 400 076; **Email id:** [jcgfo@aarti-industries.com](mailto:jcgfo@aarti-industries.com); **Tel. No.:** +91 22 2570 6635; **Fax No.:** NA

**NIKHIL HOLDINGS PRIVATE LIMITED (“Acquirer 2”)**

**Registered Office:** A-1403 / Runwal Heights, L.B.S. Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai - 400 080; **Email id:** [parimal@aarti-industries.com](mailto:parimal@aarti-industries.com); **Tel. No.:** +91 22 2568 2899; **Fax No.:** NA;  
**Corporate Identification Number:** U65990MH1981PTC025109

To the Eligible Shareholder(s)  
of

**AARTI SURFACTANTS LIMITED (“Target Company”)**

**Registered Office:** 801, 801/23, GIDC Estate, Phase III Vapi, Valsad, Gujarat, 396195, India.  
**Tel. No.:** +91 22 6797 6666/661; **Email:** [investors@aarti-surfactants.com](mailto:investors@aarti-surfactants.com); **Website:** [www.aarti-surfactants.com](http://www.aarti-surfactants.com)  
**Corporate Identification Number:** U24100GJ2018PLC102891

to acquire upto **19,71,965** (Nineteen Lakhs Seventy One Thousand Nine Hundred Sixty Five only) fully paid Equity Shares of face value **₹ 10/-** each (“**Offer Shares**”) representing **26%** (Twenty Six per cent) of the fully paid-up equity share capital and voting capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, for cash at a price of **₹ 284/-** (Rupees Two Hundred Eighty Four only) per equity share (“**Offer Price**”).

**Please Note:**

1. This Offer is being made by the Acquirers pursuant to Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. **There has been no competing offer as on the date of this Letter of Offer.**
5. To the best of the knowledge of the Acquirers, as on the date of this Letter of Offer, there are no statutory approvals required for the purpose of implementing this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
6. If there is any upward revision in the Offer Price and/or Offer Size by the Acquirers, at any time upto 1 (one) working day prior to the commencement of the Tendering Period i.e. **Thursday, October 1, 2020** the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirers for all the Offer Shares validly tendered anytime during the Tendering Period of the Open Offer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the Detailed Public Statement was published.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and Letter of Offer are also available on SEBI’s website: [www.sebi.gov.in](http://www.sebi.gov.in).

All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the address mentioned below:

 <b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b> 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059, India; <b>Tel. No.:</b> +91 22 4082 0914/915; <b>Fax No.:</b> +91 22 4082 0999; <b>Email id:</b> <a href="mailto:openoffers@saffronadvisor.com">openoffers@saffronadvisor.com</a> ; <b>Website:</b> <a href="http://www.saffronadvisor.com">www.saffronadvisor.com</a> ; <b>Investor grievance:</b> <a href="mailto:investorgrievance@saffronadvisor.com">investorgrievance@saffronadvisor.com</a> ; <b>SEBI Registration Number:</b> INM 000011211; <b>Validity:</b> Permanent <b>Contact Person:</b> Mr. Amit Wagle	 <b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 <b>Tel. No.:</b> + 91 22 49186200 <b>Fax:</b> + 91 22 49186195 <b>Email id:</b> <a href="mailto:aartisurfactants.offer@linkintime.co.in">aartisurfactants.offer@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Investor Grievance:</b> <a href="mailto:aartisurfactants.offer@linkintime.co.in">aartisurfactants.offer@linkintime.co.in</a> <b>SEBI Registration Number:</b> INR000004058 <b>Validity:</b> Permanent <b>Contact Person:</b> Mr. Sumeet Deshpande
<b>OFFER OPEN ON: MONDAY, OCTOBER 5, 2020</b>	<b>OFFER CLOSURES ON: FRIDAY, OCTOBER 16, 2020</b>

## SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Original Day and Date	Revised Day and Date
Public Announcement (PA)	Monday, August 10, 2020	Monday, August 10, 2020
Publication of DPS in the newspapers	Saturday, August 15, 2020	Saturday, August 15, 2020
Filing of the draft letter of offer with SEBI	Friday, August 21, 2020	Friday, August 21, 2020
Last date for a competitive bid	Friday, September 4, 2020	Friday, September 4, 2020
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Friday, September 11, 2020	Thursday, September 17, 2020
Identified Date*	Tuesday, September 15, 2020	Friday, September 18, 2020
Letter of Offer to be dispatched to Eligible Shareholders	Tuesday, September 22, 2020	Friday, September 25, 2020
Last date for revising the Offer price/ number of shares	Monday, September 28, 2020	Thursday, October 1, 2020
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Friday, September 25, 2020	Wednesday, September 30, 2020
Date of publication of Offer Opening Public Announcement	Monday, September 28, 2020	Thursday, October 1, 2020
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, September 29, 2020	Monday, October 5, 2020
Date of Expiry of Tendering Period (Offer Closing Date)	Tuesday, October 13, 2020	Friday, October 16, 2020
Last Date for completion of all requirements including payment of consideration	Tuesday, October 27, 2020	Monday, November 2, 2020

\* Identified Date is only for the purpose of determining the Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by Email / Post. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirers, Sellers and Promoter and Promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.

## **RISK FACTORS**

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### **I. RISK FACTORS RELATING TO THE TRANSACTION**

- As of the date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals. As per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirers shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
- In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

### **II. RISKS RELATING TO THE OFFER**

- This Open Offer is an offer to acquire not more than 26% of the of the fully paid-up equity share capital and voting capital of the Target Company from the Eligible Shareholders. In the case of Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.
- In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirers from performing their obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity Shares not accepted under the Offer by the Acquirers may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the validly tendering Shareholders.
- The Equity Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation on behalf of Eligible Shareholders till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirers make no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.
- The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Letter of Offer /Draft Letter of Offer / Detailed Public Statement / Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirers, or the Manager to the Offer) would be doing so at his/her/their own risk.
- Eligible Shareholders should note that the shareholders who tender the Equity Shares in

acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.

- This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

### **III. Risks relating to Acquirers and the Target Company**

- Acquirers make no assurance with respect to the continuation of the past trend in the financial performance of the Target Company and make no assurance with respect to the future performance of the Target Company.
- The Acquirers cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and the Acquirers expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Eligible Shareholder on whether to participate or not to participate in the Offer.

*The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by an Eligible Shareholder. The Eligible Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.*

## INDEX

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<i>Sr. No.</i>	<i>Description</i>	<i>Page No.</i>
1.	Key Definitions	6
2.	Disclaimer Clause	9
3.	Details of the Offer	10
4.	Object of the Acquisition/Offer	14
5.	Background of the Acquirers	15
6.	Background of the Target Company	19
7.	Terms & Conditions of the Offer	27
8.	Procedure for Acceptance and Settlement of the Offer	29
9.	Documents for Inspection	35
10.	Declaration by the Acquirers	36
	Form of Acceptance-cum-Acknowledgement	
	SH-4 for Physical Shareholders	

## I. KEY DEFINITIONS

<b>Acquirer 1</b>	Mrs. Jaya Chandrakant Gogri residing at 1801 Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IIT, Powai, Mumbai - 400 076.
<b>Acquirer 2</b>	Nikhil Holdings Private Limited having registered office at A-1403 / Runwal Heights, L.B.S. Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai - 400 080
<b>Acquirers</b>	Acquirer 1 and Acquirer 2 collectively referred to as Acquirers
<b>Board of Directors</b>	Board of Directors of the Target company
<b>BSE</b>	BSE Limited
<b>Buying Broker</b>	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. Ghalla Bhansali Stock Brokers Private Limited
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Companies Act</b>	The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
<b>Depositories</b>	CDSL and NSDL
<b>Deemed Person Acting in Concert</b>	As per the definition under Regulation 2(1)(q) of SEBI (SAST) Regulations, all others members forming part of promoter and promoter group of the Target Company, excluding the Acquirers and Sellers are deemed to be acting in concert with the Acquirers. None of the Deemed Person Acting in Concert is concerned or interested in the Offer.
<b>Detailed Public Statement/ DPS</b>	Detailed Public Statement dated August 14, 2020 issued by the Manager to the Offer, on behalf of the Acquirers, in relation to the Offer and published in all editions of Financial Express (English), Janasatta (Hindi), Mumbai Lakshadeep (Marathi) and Gujarat Today (Gujarati) on August 15, 2020 in accordance with the Regulation 3(2) read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the SEBI (SAST) Regulations.
<b>DIN</b>	Director Identification Number
<b>DP</b>	Depository participant
<b>DLOF/ Draft Letter of Offer</b>	The Draft Letter of Offer dated August 19, 2020
<b>Eligible Shareholders / Public Shareholders</b>	All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirers, Sellers and Promoter and Promoter Group members of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer
<b>EPS</b>	Earnings Per Share calculated as Profit after tax divided by Number of equity shares issued
<b>Equity Share(s)/ Share(s)</b>	The fully paid up equity share(s) of the Target Company having a face value of ₹ 10 (Rupees Ten) per equity share
<b>Equity Share Capital</b>	The Issued, Subscribed and Paid Up Equity Share Capital of the Target Company is ₹ 7,58,44,770 comprising of 75,84,477 Equity Shares of face value ₹ 10 each of the Target Company as on the date of this Letter of Offer
<b>Escrow Agreement</b>	Escrow Agreement dated August 10, 2020 entered between the Acquirers, Escrow Agent and Manager to the Offer
<b>Escrow Bank / Escrow Agent</b>	ICICI Bank Limited
<b>FEMA</b>	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
<b>FII(s)</b>	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, 1961 which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors

<b>Identified Date</b>	Friday, September 18, 2020 i.e., the date falling on the 10 <sup>th</sup> (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
<b>Letter of Offer/ LOF</b>	The Letter of Offer dated September 22, 2020, duly incorporating SEBI's comments on the Draft Letter of Offer
<b>Manager to the Offer</b>	Saffron Capital Advisors Private Limited
<b>NRI</b>	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended.
<b>NSE</b>	National Stock Exchange of India Limited
<b>NSDL</b>	National Securities Depository Limited
<b>OCB</b>	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
<b>Offer/Open Offer</b>	19,71,965 (Nineteen Lakhs Seventy One Thousand Nine Hundred Sixty Five only) fully paid-up equity share of face value of ₹ 10/- each representing 26% of fully paid-up equity share capital and voting capital of the Target Company at a price of ₹ 284/- (Rupees Two Hundred Eighty Four Only) per Equity Share payable in cash.
<b>Offer Consideration</b>	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 56,00,38,060/- (Rupees Fifty Six Crores Thirty Eight Thousand and Sixty only)
<b>Offer Period</b>	Period commencing from August 10, 2020 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
<b>Offer Price</b>	₹ 284 (Rupees Two Hundred Eighty Four Only) per Equity Share.
<b>Offer Size / Offer Shares</b>	19,71,965 (Nineteen Lakhs Seventy One Thousand Nine Hundred Sixty Five only) fully paid-up equity share of face value of ₹ 10/- each representing 26% of fully paid-up equity share capital and voting capital of the Target Company.
<b>Public Announcement/PA</b>	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers on August 10, 2020 in accordance with SEBI (SAST) Regulations.
<b>Preference Share Capital</b>	Preference Share Capital is ₹ 1,08,23,870 comprising of 10,82,387 Redeemable Preference Shares of ₹ 10 each.
<b>Promoter and Promoter Group</b>	Shall mean (i) Mrs. Jaya Chandrakant Gogri, (ii) Nikhil Holdings Private Limited, (iii) Mr. Rajendra Vallabhaji Gogri, (iv) Rajendra Vallabhaji Gogri (HUF), (v) Ms. Arti Rajendra Gogri, (vi) Alchemie Finserv Private Limited, (vii) Tulip Family Trust, (viii) Orchid Family Trust, (ix) Safechem Enterprises Private Limited, (x) Mr. Mirik Rajendra Gogri, (xi) Mr. Renil Rajendra Gogri, (xii) Mr. Chandrakant Vallabhaji Gogri, (xiii) Mr. Rashesh Chandrakant Gogri, (xiv) Ms. Hetal Gogri Gala, (xv) Ms. Manisha Rashesh Gogri, (xvi) Mr. Aarnav Rashesh Gogri, (xvii) Mr. Aashay Rashesh Gogri, (xviii) Ms. Pooja Renil Gogri, (xix) Late Dhanvanti Vallabhaji Gogri, (xx) Ms. Indira Madan Dedhia, (xxi) Ms. Bhanu Pradip Savla, (xxii) Labdhi Business Trust, (xxiii) Anushakti Enterprise Private Limited, (xxiv) Alchemie Financial Services Limited, (xxv) Gogri Finserv Private Limited, (xxvi) Dilesh Roadlines Private Limited, (xxvii) Mr. Parimal Hasmukhlal Desai, (xxviii) Mr. Nikhil Parimal Desai, (xxix) Ms. Sarla Shantilal Shah, (xxx) Mr. Shantilal Tejshi Shah, (xxxi) Ms. Nehal Garewal, (xxxii) Ms. Bhavna Shah Lalka, (xxxiii) Ms. Ratanben Premji Gogri, (xxxiv) Shantilal Tejshi Shah (HUF), (xxxv) Ms. Heena Bhatia, (xxxvi) Ms. Tarla Parimal Desai, (xxxvii) Ms. Gunvanti Navin Shah, (xxxviii) Ms. Prasadi Yogesh Banatwala, (xxxix) Mr. Dilip Tejshi Dedhia, (xxxx) Heena Family Private Trust and (xxxxi) Valiant Organics Limited.
<b>RBI</b>	Reserve Bank of India
<b>Registrar to the Offer</b>	Link Intime India Private Limited
<b>SCRR</b>	Securities Contract (Regulations) Rules, 1957, as amended

<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992, as amended
<b>SEBI (SAST) Regulations, 1997</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereof
<b>SEBI (SAST) Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
<b>Sellers</b>	Mr. Rajendra Vallabhaji Gogri (“ <b>Seller 1</b> ”), Rajendra Vallabhaji Gogri (HUF) (“ <b>Seller 2</b> ”), Ms. Aarti Rajendra Gogri (“ <b>Seller 3</b> ”), Alchemie Finserv Private Limited (“ <b>Seller 4</b> ”), Tulip Family Trust (“ <b>Seller 5</b> ”), Orchid Family Trust (“ <b>Seller 6</b> ”), Safechem Enterprises Private Limited (“ <b>Seller 7</b> ”), Mr. Mirik Rajendra Gogri (“ <b>Seller 8</b> ”), Mr. Renil Rajendra Gogri (“ <b>Seller 9</b> ”)
<b>Selling Broker</b>	Respective stock brokers of all Eligible Shareholders who desire to tender their Shares under the Open Offer
<b>Stock Exchanges</b>	BSE Limited and National Stock Exchange of India Limited
<b>SEBI LODR Regulations</b>	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
<b>SPA</b>	Share Purchase Agreement dated August 10, 2020, executed between, the Acquirers and the SPA Sellers to acquire 6,91,606 Equity Shares (“ <b>SPA Shares</b> ”) representing 9.12% of fully paid-up equity share capital and voting capital of the Target Company at a price of ₹ 284 (Rupees Two Hundred Eighty Four only) per Equity Share aggregating to ₹ 19,64,16,104/- (Rupees Nineteen Crore Sixty Four Lakhs Sixteen Thousand One Hundred and Four only).
<b>SPA Sellers</b>	Seller 1 to Seller 7 collectively referred to as SPA Sellers
<b>Target Company</b>	Aarti Surfactants Limited having its registered office at 801, 801/23, GIDC Estate, Phase III Vapi, Valsad, Gujarat – 396195
<b>Tendering Period</b>	Monday, October 5, 2020 to Friday, October 16, 2020
<b>Working Day</b>	Working days of SEBI



## II. DISCLAIMER CLAUSE

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“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF AARTI SURFACTANTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 19, 2020 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

### III. DETAILS OF THE OFFER

#### A) Background of the Offer

1. This Open Offer is being made pursuant to the SPA and market purchase in accordance with Regulation 3(2) of the SEBI (SAST) Regulations as a result of a direct substantial acquisition of Equity Shares and voting rights of the Target Company by the Acquirers.
2. Preceding the date of PA, the Promoter and Promoter Group held 36,90,817 Equity Shares representing 48.66% of fully paid-up equity share capital and voting capital of the Target Company and the Acquirers held 6,05,322 Equity Shares representing 7.98% of fully paid-up equity share capital and voting capital of the Target Company as below:

Sr. No.	Name of Promoter and Promoter Group	No. of Equity Shares	% of total equity / voting capital
<b>A</b>	<b>Acquirers</b>		
1.	Jaya Chandrakant Gogri	6,05,322	7.98
2.	Nikhil Holdings Private Limited	Nil	NA
	<b>Total A</b>	<b>6,05,322</b>	<b>7.98</b>
<b>B</b>	<b>Sellers</b>		
1.	Rajendra Vallabhaji Gogri	1,55,489	2.05
2.	Rajendra Vallabhaji Gogri (HUF)	30,827	0.41
3.	Arti Rajendra Gogri	53,425	0.70
4.	Alchemie Finserv Private Limited	26,410	0.35
5.	Tulip Family Trust	1,39,473	1.84
6.	Orchid Family Trust	1,39,682	1.84
7.	Safechem Enterprises Private Limited	1,46,300	1.93
8.	Mirik Rajendra Gogri	3,62,500	4.78
9.	Renil Rajendra Gogri	3,62,500	4.78
	<b>Total B</b>	<b>14,16,606</b>	<b>18.68</b>
<b>C</b>	<b>* Deemed Person Acting in Concert</b>		
1.	Chandrakant Vallabhaji Gogri	1,85,302	2.44
2.	Rashesh Chandrakant Gogri	3,83,438	5.06
3.	Hetal Gogri Gala	2,61,553	3.45
4.	Manisha Rashesh Gogri	55,000	0.73
5.	Aarnav Rashesh Gogri	54,999	0.73
6.	Aashay Rashesh Gogri	54,999	0.73
7.	Pooja Renil Gogri	38	0.00
8.	Late Dhanvanti Vallabhaji Gogri	8,984	0.12
9.	Indira Madan Dedhia	17,380	0.23
10.	Bhanu Pradip Savla	13,072	0.17
11.	Labdhi Business Trust	2,50,000	3.30
12.	Anushakti Enterprise Private Limited	2,49,250	3.29
13.	Alchemie Financial Services Limited	67,300	0.89
14.	Gogri Finserv Private. Limited	26,410	0.35
15.	Dilesh Roadlines Private Limited	831	0.01
16.	Parimal Hasmukhlal Desai	Nil	NA
17.	Nikhil Parimal Desai	40,333	0.53
18.	Sarla Shantilal Shah	Nil	NA
19.	Shantilal Tejshi Shah	Nil	NA
20.	Nehal Garewal	Nil	NA
21.	Bhavna Shah Lalka	Nil	NA
22.	Ratanben Premji Gogri	Nil	NA
23.	Shantilal Tejshi Shah (HUF)	Nil	NA
24.	Heena Bhatia	Nil	NA
25.	Tarla Parimal Desai	Nil	NA
26.	Gunvanti Navin Shah	Nil	NA
27.	Prasadi Yogesh Banatwala	Nil	NA
28.	Dilip Tejshi Dedhia	Nil	NA

29.	Heena Family Private Trust	Nil	NA
30.	Valiant Organics Limited	Nil	NA
	<b>Total C</b>	<b>16,68,889</b>	<b>22.00</b>
	<b>Total (A+B+C)</b>	<b>36,90,817</b>	<b>48.66</b>

\*All others members forming part of Promoter and Promoter Group of the Target Company are deemed to be acting in concert with the Acquirers as per the definition 2(1)(q) of SEBI (SAST) Regulations, however none of the Deemed Person Acting in Concert is concerned or interested in the Offer.

3. On August 10, 2020:

- i. The Acquirers have entered into a SPA with Seller 1 to Seller 7 (forming part of Promoter and Promoter Group of the Target Company) (“SPA Sellers”) to acquire 6,91,606 (Six Lakhs Ninety One Thousand Six Hundred and Six) Equity Shares (“SPA Shares”) representing 9.12% of fully paid-up equity share capital and voting capital of the Target Company, at a price of ₹ 284 (Rupees Two Hundred Eighty Four only) per Equity Share of the Target Company aggregating to ₹ 19,64,16,104/- (Rupees Nineteen Crore Sixty Four Lakhs Sixteen Thousand One Hundred and Four only) payable in cash as below:

Sr. No.	Name of SPA Sellers	Number of Equity Shares offered under SPA	%
1	Mr. Rajendra Vallabhaji Gogri (“Seller 1”)	1,55,489	2.05%
2	Rajendra Vallabhaji Gogri (HUF) (“Seller 2”)	30,827	0.41%
3	Ms. Aarti Rajendra Gogri (“Seller 3”)	53,425	0.70%
4	Alchemie Finserv Private Limited (“Seller 4”)	26,410	0.35%
5	Tulip Family Trust (“Seller 5”)	1,39,473	1.84%
6	Orchid Family Trust (“Seller 6”)	1,39,682	1.84%
7	Safechem Enterprises Private Limited (“Seller 7”)	1,46,300	1.93%
	<b>Total</b>	<b>6,91,606</b>	<b>9.12%</b>

**Salient features of SPA:**

- The Acquirers agree to take steps to comply with the SEBI (SAST) Regulations and to comply with all laws that may be required to give effect to the SPA Shares.
- In the event of non-compliance of any provisions of the SEBI (SAST) Regulations the SPA shall not be acted upon by the SPA Sellers or Acquirers.
- Post completion of the Open Offer the SPA Sellers will be reclassified under public category as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For some of the above terms more specifically defined in the SPA and other details of SPA, Public Shareholders of the Target Company may refer SPA, which would be available to them for inspection during the Tendering Period at the office of the Manager to the Offer.

- ii. Acquirer 1 had placed a purchase order with her broker to acquire 7,25,000 (Seven Lakhs Twenty Five Thousand) Equity Shares representing 9.56% of fully paid-up equity share capital and voting capital of the Target Company from Seller 8 and Seller 9, (3,62,500 Equity Shares each representing 4.78% of fully paid-up equity share capital and voting capital of the Target Company) through block deal, at a price of ₹ 284 (Rupees Two Hundred Eighty Four only) per Equity Share aggregating to ₹ 20,59,00,000/- (Rupees Twenty Crore Fifty Nine Lakhs only) paid in cash (“Purchase Order”). The block deal has been consummated and as per Regulation 22(2A) of the SEBI (SAST) Regulations, these Equity Shares has been kept in an escrow account and the Acquirer 1 shall not exercise the voting rights on these Equity Shares. Currently Seller 8 and Seller 9 do not hold any Equity Shares of the Target Company.
- iii. Acquirers had placed a purchase order with their respective brokers to acquire upto 5,00,000 (Five Lakhs) Equity Shares representing upto 6.59% of fully paid-up equity share capital and voting capital of the Target Company from the open market, at a price not exceeding ₹ 284 (Rupees Two Hundred Eighty Four only) per Equity Share of the Target Company aggregating to upto ₹ 14,20,00,000/- (Rupees Fourteen Crore Twenty Lakhs only) payable in cash

(“**Market Purchase**”). As on the date of this Letter of Offer, Acquirers have not acquired any Equity Shares through this purchase order.

4. Pursuant to the above mentioned Purchase Order, Market Purchase and execution of SPA, the acquisition of the Equity Shares is more than 5% of fully paid-up equity share capital and voting capital of the Target Company in one financial year by the Acquirers, the shareholding of the Promoter and Promoter Group may increase to 55.26% from 48.66% of fully paid-up equity share capital and voting capital of the Target Company. Accordingly, this mandatory Offer is being made by the Acquirers, in compliance with Regulation 3(2) and other applicable provisions of the SEBI (SAST) Regulations.
5. The Committee of Independent Directors on the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Wednesday, September 30, 2020.
6. Acquirers are already in the control of the Target Company and hence there is no change in management control contemplated pursuant through this Open Offer.
7. The Offer is not a result of global acquisition resulting in indirect acquisition of Equity Shares of the Target Company.

**B) Details of the proposed Offer:**

1. The Public Announcement announcing the Open offer, under Regulation 3(2) was made on August 10, 2020 to BSE and NSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office on August 10, 2020.
2. The Acquirers have published the DPS on Saturday, August 15, 2020 which appeared in the following newspapers:

<i>Sr. No.</i>	<i>Newspapers</i>	<i>Language</i>	<i>Editions</i>
1	Financial Express	English	Nation wide
2	Jansatta	Hindi	Nation wide
3	Mumbai Lakshadeep	Marathi	Regional
4	Gujarat Today	Gujarati	Registered Office

A copy of the DPS is also available on the SEBI’s website: [www.sebi.gov.in](http://www.sebi.gov.in). Simultaneously, in accordance with the provisions of Regulation 14(4) of SEBI (SAST) Regulations, a copy of the DPS was sent through the Manager to the Offer to: (i) SEBI; (ii) BSE; (iii) NSE and (iv) the registered office of the Target Company on August 15, 2020.

3. This Open Offer is being made to all the equity shareholders of Target Company other than Acquirers, Sellers and member of Promoter and Promoter Group of the Target Company to acquire up to 19,71,965 (Nineteen Lakhs Seventy One Thousand Nine Hundred Sixty Five) fully paid Equity Shares of the Target Company, of face value ₹ 10 each (“**Offer Shares**”) representing 26% (Twenty Six per cent) of fully paid-up equity share capital and voting capital of the Target Company, at a price of ₹ 284 (Rupees Two Hundred Eighty Four only) per Equity Share (“**Offer Price**”), aggregating to ₹ 56,00,38,060/- (Rupees Fifty Six Crores Thirty Eight Thousand and Sixty only), (“**Open Offer**”).
4. The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
5. There are no partly paid-up Equity Shares in the Target Company.
6. This Offer is not conditional on any minimum level of acceptance and is not a competing offer in terms of Regulations 19 and 20 respectively of the SEBI (SAST) Regulations. Further, there is no competing offer as on the date of this LOF in terms of Regulation 20 of the SEBI (SAST) Regulations.
7. There is no differential pricing for this Offer.

8. There are no conditions as stipulated in the SPA, the meeting of which would be outside the reasonable control of the Acquirers, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
9. The Equity Shares of the Target Company will be acquired by the Acquirers under the Offer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
10. To the best of the knowledge and belief of the Acquirers, as on the date of this Letter of Offer, there are no statutory or other approvals required to implement the Offer other than as indicated in section VII of this Letter of Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, BSE, NSE and to the Target Company at its registered office.
11. The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this Letter of Offer. The Manager to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
12. The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.
13. To the extent the post offer holding of the Acquirers, along with other member of Promoter and Promoter Group of the Target Company, exceeds the maximum permissible non-public shareholding in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**") read with Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto ("**SCRR**"), the Acquirers undertake to reduce its shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
14. If the Acquirers 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 shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose 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 shares of the Target Company in any form.
15. Acquirer 1 has inherited 8,984 equity shares constituting 0.12% of the total paid up capital of the Target Company from Late Dhanvanti Vallabhji Gogri. Except as disclosed in this LOF the Acquirers have not acquired any Equity Shares of the Target Company after the date of PA, i.e. August 10, 2020 and upto the date of this LOF

#### **IV. OBJECT OF THE ACQUISITION/ OFFER**

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1. The primary objective of the Acquirers for the above mentioned acquisition is substantial acquisition of shares and voting rights in the Target Company and to consolidate the shareholding. Acquirers do not have any plan to make major changes in existing line of business of the Target Company.
2. The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

## **V. BACKGROUND OF THE ACQUIRERS**

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### **1. INFORMATION ABOUT THE ACQUIRER 1:**

- 1.1 Acquirer 1, aged 72 years, w/o Mr. Chandrakant Vallabhaji Gogri is residing at 1801 Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IIT, Powai, Mumbai - 400 076.
- 1.2 Acquirer 1 is a Bachelor of Arts (Special) from university of Bombay. Currently she is a housewife.
- 1.3 Acquirer 1 belongs to the Aarti Group and is one of the members of Promoter and Promoter Group of the Target Company.
- 1.4 The networth of Acquirer 1 as on June 30, 2020 is ₹ 263.78 Crores (Rupees Two Hundred Sixty Three Crores Seventy Eight Lakhs only) and the same is certified by Mr. Hitesh K Pasad, Partner of GBCA & Associates LLP, Chartered Accountants (Membership No.:106944, Firm Registration No.: 103142W/W100292) having office at Benefice Business House, 3rd Level, 126, Mathuradas Mills Compound, N. M. Joshi Marg, Lower Parel (West), Mumbai - 400013, India; Email id: hitesh@gbcaindia.com; vide certificate dated August 10, 2020.
- 1.5 Acquirer 1 is not a wholetime director in any company.
- 1.6 Acquirer 1 does not hold any positions on the board of director of any listed company.
- 1.7 Acquirer 1 confirms that she has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 1.8 Acquirer 1 confirms that she is not categorized as a “willful defaulter” in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.
- 1.9 Acquirer 1 confirms that she is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 1.10 Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where she is made party to.
- 1.11 Acquirer 1 is not related to Acquirer 2.
- 1.12 Acquirer 1 confirms that she has complied with SEBI (SAST) Regulations for all the acquisitions made by till the date of this Letter of Offer.

### **2. INFORMATION ABOUT THE ACQUIRER 2:**

- 2.1 The Acquirer 2 was incorporated on August 29, 1981 under the Companies Act 1956 as under the name and style of “Nikhil Holdings Private Limited” vide Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. The Company Identification Number of the Acquirer 2 is U65990MH1981PTC025109. There has been no change in the name of Acquirer 2 since incorporation.
- 2.2 The Registered Office of Acquirer 2 is situated at A-1403 / Runwal Heights, L.B.S. Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai - 400 080.
- 2.3 The Acquirer 2 is engaged in the business of investments in activities such as shares, private equity, intercorporate loans etc.
- 2.4 Acquirer 2 belongs to the Aarti Group and is one of the members of Promoter and Promoter Group of the Target Company.
- 2.5 Mr. Parimal Hasmukhlal Desai, Mr. Nikhil Parimal Desai and Ms. Tarla Parimal Desai are the promoter and director of Acquirer 2 and are also a member of Promoter and Promoter Group of the

Target Company. Further, Mr. Nikhil Parimal Desai is the Managing Director of the Target Company. Except as disclosed in the LOF, none of the directors of Acquirer 2 have any representation on the board of director of the Target Company.

**2.6 Details of the key shareholders/ persons in control / promoters of the Acquirer 2:**

Sr. No.	Name of the Shareholders	No. of Shares	%
1	<b>Promoters</b>		
	i. Mr. Nikhil Parimal Desai	555	46.25
	ii. Mr. Parimal Hasmukhlal Desai	376	31.33
	iii. Ms. Tarla Parimal Desai	269	22.42
2	FII/ Mutual-Funds/FIs/Banks	NIL	NA
3	Public	NIL	NA
	<b>Total</b>	<b>1,200</b>	<b>100.00</b>

**2.7 Details of board of directors of Acquirer 2:**

Sr. No.	Name of the Directors	\$ DIN	Qualification and Experience	\$ Date of Appointment
1	Parimal Hasmukhlal Desai	00009272	He is a Chemical Engineer from UDCT Mumbai and has an experience of over 34 years in development and project implementation in the chemical industry.	August 29, 1981
2	Nikhil Parimal Desai	01660649	He is a Master of Science in Telecommunications & Networking and holds a degree of Business Management from USA and has an experience of 10 years in the field of project management, technical sales, vendor management, team building, process improvement, business strategy and change management etc.	November 11, 2011
3	Tarla Parimal Desai	02741929	She holds a degree of BSC (Biology) and LLB. Currently she is housewife.	August 29, 1981

<sup>\$</sup> Source: [www.mca.gov.in](http://www.mca.gov.in)

*Mr. Nikhil Parimal Desai is the Managing Director of the Target Company. Apart from Mr. Nikhil Parimal Desai none of the director of Acquirer 2 is on the board of directors of Target Company.*

- 2.8 None of the securities of Acquirer 2 are listed on any of the stock exchanges in India or outside India.
- 2.9 Acquirer 2 is not related to Acquirer 1.
- 2.10 Acquirer 2 confirms that it is not categorized as a “willful defaulter” in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.
- 2.11 Acquirer 2 confirms that it has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 2.12 Acquirer 2 confirms that none of its promoters or directors or persons in control has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 2.13 Key financial information of Acquirer 2 based on its audited financial statements for the financial year ended March 31, 2019, March 31, 2018 and March 31, 2017 is as given below:

Profit & Loss Statement	(Amount in ₹)		
	For the year ended March 31,		
	2019	2018	2017



Revenue from Operations	-	-	-
Other Income	1,55,13,580	1,28,61,888	14,23,769
<b>Total Income</b>	<b>1,55,13,580</b>	<b>1,28,61,888</b>	<b>14,23,769</b>
<b>Total Expenditure</b>	<b>7,85,382</b>	<b>6,03,242</b>	9,37,656
Profit Before Depreciation Interest and Tax	1,47,28,197	1,22,58,646	4,86,113
Depreciation	2,08,964	2,88,821	3,44,621
Interest	-	-	-
Profit / (Loss) before Exceptional items and Tax	1,45,19,234	1,19,69,825	1,41,492
Exceptional Items	-	-	-
<b>Profit Before Tax</b>	<b>1,45,19,234</b>	<b>1,19,69,825</b>	<b>1,41,492</b>
Provision for Tax	2,50,000	75,000	15,000
<b>Profit After Tax</b>	<b>1,42,69,234</b>	<b>1,18,94,825</b>	<b>1,26,492</b>
<b>Balance Sheet Statement</b>	<b>For the year ended March 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>Sources of Funds</b>			
Paid up share capital	1,20,000	1,20,000	1,20,000
Reserves and Surplus	3,99,72,235	2,57,03,002	1,38,08,176
<b>Networth</b>	<b>4,00,92,235</b>	<b>2,58,23,002</b>	<b>1,39,28,176</b>
Long Term Borrowings	2,85,000	2,85,000	2,85,000
Non Current Liabilities – Provisions	-	-	-
Deferred Tax Liabilities	-	-	-
Trade Payables	-	-	-
Other Financial Liabilities	-	-	-
Other Current Liabilities	-	-	-
Current Liabilities – Provisions	5,63,250	2,86,045	1,57,028
<b>Total</b>	<b>4,09,40,485</b>	<b>2,63,94,046</b>	<b>1,43,70,204</b>
<b>Use of Funds</b>			
Non Current Assets	5,68,717	7,77,681	9,81,713
Non-current investments	3,49,84,120	2,32,91,402	1,30,12,712
Other Non-current assets	-	-	-
Long Term Loans & Advances	-	-	-
Non Current – Other Financial Assets	-	-	-
Current Investments	-	-	-
Inventories	-	-	-
Trade Receivables	-	-	-
Cash and Bank Balances	33,67,450	6,87,776	2,80,205
Short term loans & advances	-	-	-
Other Financial Assets	-	-	-
Current Tax Assets (Net)	43,975	43,975	43,975
Other current assets	19,76,223	15,93,212	51,599
<b>Total</b>	<b>4,09,40,485</b>	<b>2,63,94,046</b>	<b>1,43,70,204</b>
<b>Other Financial Data</b>	<b>For the year ended March 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
Dividend (%)	-	-	-
Earnings Per Share (₹)	11,891.03	9,912.35	105.41
Return on Net worth (%)	35.59%	46.06%	0.91%
Book Value per share (₹)	33,410	21,519	11,607

- 2.14 Acquirer 2 confirms that there are no contingent liabilities pending as on the date of this Letter of Offer.
- 2.15 Acquirer 2 confirms that there are no pending litigations pertaining to securities market where it is made party to.
- 2.16 Acquirer 2 confirms that none of its promoters or directors or persons in control are parties to any pending litigation pertaining to the securities market.
- 2.17 Acquirer 2 does not hold any Equity Shares of the Target Company. Hence compliance with Chapter V of SEBI (SAST) Regulations is not applicable.

### 3. Details of Equity Shareholding of the Acquirers in the Target Company:

Details	Acquirer 1	Acquirer 2
	Number of Equity Shares and (%)	Number of Equity Shares and (%)
Shareholding as on the PA date	6,05,322 (7.98%)	Nil (NA)
Equity Shares acquired through SPA	2,66,151 (3.51%)	4,25,455 (5.61%)
Shares acquired between the PA date and the Letter of Offer date		
- 7,25,000 Equity Shares through block deal	7,25,000 (9.56%) <sup>^</sup>	Nil (NA)
- 8984 Equity Shares through inheritance from Late Dhanvanti Vallabhji Gogri	8,984 (0.12)	
Equity Shares proposed to be acquired in the Offer (assuming full acceptance)	19,71,965 (26.00%)	
<b>Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period</b>	<b>45,02,877* (59.37%)</b>	

*\*Assuming completion of acquisition of 5,00,000 Equity Shares representing 6.59% of fully paid-up equity share capital and voting capital of the Target Company to be acquired by the Acquirers for which the purchase order has been placed as on August 10, 2020.*

*<sup>^</sup>These Equity Shares has been kept in an escrow account and the Acquirer 1 shall not exercise the voting rights on these Equity Shares as per Regulation 22(2A) of the SEBI (SAST) Regulations.*

## **VI. BACKGROUND OF THE TARGET COMPANY**

*(The disclosures mentioned under this section have been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)*

1. The Target Company was incorporated on June 18, 2018 under the Companies Act 2013 as “Arti Surfactants Limited” vide Certificate of Incorporation issued by Registrar of Companies. The name of the Target Company was changed to “Aarti Surfactants Limited” and a fresh Certificate of Incorporation pursuant to such change in name was issued on July 8, 2019 by Registrar of Companies, Ahmedabad, Gujarat. The Company Identification Number of the Target Company is U24100GJ2018PLC102891.
2. The Registered Office of the Target Company is situated at 801, 801/23, GIDC Estate, Phase III Vapi, Valsad, Gujarat – 396 195, India; Email: [investors@aarti-surfactants.com](mailto:investors@aarti-surfactants.com); Website: [www.aarti-surfactants.com](http://www.aarti-surfactants.com).
3. The Equity Shares of Target Company are currently listed on BSE and NSE since July 14, 2020, and having Scrip Code 543210 and Symbol: AARTISURF respectively. The ISIN of Equity Shares of Target Company is INE09EO01013. Currently, trading of Target Company’s Equity Shares are not suspended from the Stock Exchanges. (Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com))
4. There are no Equity Shares of the Target Company that are issued, allotted, but not listed on the Stock Exchanges.
5. The objects of the Target Company as per its Memorandum of Association include:

“To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, exporters and/or otherwise dealers in surfactant and speciality chemicals and allied chemicals like fine chemicals, industrial and pure chemicals, organic and inorganic chemicals and allied products, perfumes, flavors, pure drug solvents, dyes and drug intermediates, cosmetics, insecticides, pesticides, heavy chemicals, alkalies, acids, chemical, industrial preparations, chemicals for plastic, pigment, varnishes, paints, alcohols, dyes and colours, agrochemicals, petrochemicals and chemical preparations required by different industries such as sugar tanning, textiles, metallurgical and process industries, proofing, materials, disinfectants, oils, cotton, detergents, wetting out agents, soap, tallow, gums, varnishes, synthetics, resins, catalytic agents, petro-chemicals and other petroleum products and articles and compounds, makers and dealers in preparatory formulations and articles of the above nature and of chemicals”.
6. Target Company is engaged in the business of ionic and non-ionic surfactants and specialty products, serving Home & Personal Care, Industrial Applications, Agro and Oil industries in India and overseas. (Source: [www.aarti-surfactants.com](http://www.aarti-surfactants.com))
7. The National Company Law Tribunal, Ahmedabad Branch sanctioned the Composite Scheme of Arrangement between Aarti Industries Limited and Target Company and Nascent Chemical Industries Limited and Their Respective Shareholders through its order dated June 10, 2019. Accordingly, the Equity Shares of the Target Company got listed on the Stock Exchanges w.e.f July 14, 2020. Other than the aforesaid, there are no other instances of merger / demerger / spin off involving the Target Company during the last three years.
8. The Authorized Share Capital of the Target Company is ₹ 40,00,00,000/- (Rupees Forty Crore only) comprising of 3,18,70,000 Equity Shares of face value ₹ 10 each and 81,30,000 Redeemable Preference Shares of face value ₹ 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 8,66,68,640 comprising of 75,84,477 Equity Shares of face value ₹ 10 each and 10,82,387 Redeemable Preference Shares of ₹ 10 each (“RPS”).
9. As on the date of this Letter of Offer, there are no outstanding partly paid up shares of the Target Company and there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.
10. The Equity Shares of the Target Company are infrequently traded on BSE and NSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. (Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

11. Target Company confirms that it is in compliance with various regulations of SEBI LODR Regulations and no penal actions have been take against it by Stock Exchanges.

12. The share capital structure of the Target Company as of the date of this Letter of Offer is:

**a. Equity Share Capital**

<i>Issued and Paid-up Equity Share of Target Company</i>	<i>Pre – Open Offer</i>		<i>Post – Open Offer</i>	
	<i>Number of Equity Shares /Voting Rights</i>	<i>% of Equity Shares/Voting Rights</i>	<i>Number of Equity Shares /Voting Rights</i>	<i>% of Equity Shares/Voting Rights</i>
Fully paid-up Equity Shares	75,84,477	100.00	75,84,477	100.00
Partly paid-up Equity Shares	NIL	NIL	NIL	NIL
Total paid-up Equity Shares	75,84,477	100.00	75,84,477	100.00
Total Voting Rights in Target Company	75,84,477	100.00	75,84,477	100.00

**b. Preference Share Capital**

<i>Issued and Paid-up RPS of Target Company</i>	<i>Pre – Open Offer</i>		<i>Post – Open Offer</i>	
	<i>Number of RPS</i>	<i>% of RPS</i>	<i>Number of RPS</i>	<i>% of RPS</i>
Fully paid-up RPS	10,82,387	100.00	10,82,387	100.00
Partly paid-up RPS	NIL	NIL	NIL	NIL
Total paid-up RPS	10,82,387	100.00	10,82,387	100.00
Total Voting Rights in Target Company	NIL	NIL	NIL	NIL

13. As on the date of this Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

<i>Sr. No.</i>	<i>Name and Address</i>	<i>Designation</i>	<i>DIN</i>	<i>Date of Appointment</i>
1.	Mr. Chandrakant V. Gogri 1801, Richmond Tower, Cliff Avenue, Hiranandani Garden, Near Hiranandani School, Powai Mumbai – 400 076	Non – Executive Director	00005048	June 18, 2018
2.	Mr. Dattatray Sidram Galpalli B-301, Rajhans Complex, Chharwada Road, Opp Macromol, Vapi-Pardi, Valsad – 396 191	Non – Executive Director	01853463	June 18, 2018
3.	Mr. Mulesh Manilal Savla 604, Kavita, R. B. Mehta Marg, Ghatkopar East, Mumbai – 400 077	Independent Director and Chairman	07474847	June 13, 2019
4.	Ms. Misha Gala 335, Bldg No. 9, Shailendra Nagar, S. V. Road, Dahisar East, Mumbai – 400 068	Independent Director	08523865	August 20, 2019
5.	Mr. Santosh Kakade Plot No. 75, Aditi Vihar Colony, Mhowgaon, Bhatkhedi, Mhow - 453441, Madhya Pradesh	Whole – Time Director	08505234	August 20, 2019
6.	Mr. Nikhil Parimal Desai A-1403, Runwal Heights, L.B.S. Road, opp. Nirmal Lifestyle, Mulund west, Mumbai – 400 080	Managing Director	01660649	June 18, 2018

(Source: www.mca.gov.in)

14. Except Mr. Nikhil Parimal Desai who is also one of the current promoters and directors of Acquirer 2 and Managing Director of the Target Company, the Acquirer 2 does not have any representative on the Board of Directors of the Target Company as on the date of this Letter of Offer.
15. **Brief financial details of the Target Company, as obtained from its audited consolidated financial statements as at and for the financial years ended March 31, 2020 and standalone financial statements as at and for the financial years ended March 31, 2020 and March 31, 2019 are as follows:**

#### 15.1 Consolidated Financials

(₹ in Lakhs, except EPS)

<b>Profit &amp; Loss Statement</b>	<b>For the year ended March 31, 2020</b>
Revenue from Operations	32,586.40
Other Income	20.90
<b>Total Income</b>	<b>32,607.30</b>
<b>Total Expenditure</b>	<b>30,227.28</b>
Profit Before Depreciation Interest and Tax	2,380.02
Depreciation	1,057.55
Interest	1,027.95
Profit / (Loss) before Exceptional items and Tax	294.52
Exceptional Items	--
<b>Profit Before Tax</b>	<b>294.52</b>
Provision for Tax	85.91
<b>Profit After Tax</b>	<b>208.61</b>
<b>Balance Sheet Statement</b>	<b>For the year ended March 31, 2020</b>
<b>Sources of Funds</b>	
Paid up share capital	758.45
Reserves and Surplus	10,336.51
<b>Networth</b>	<b>11,094.96</b>
Long Term Borrowings	4,877.93
Non Current Liabilities – Provisions	--
Deferred Tax Liabilities	762.06
Trade Payables	1,924.40
Other Financial Liabilities	6,042.77
Other Current Liabilities	1,125.19
Current Liabilities – Provisions	402.40
<b>Total</b>	<b>26,229.71</b>
<b>Use of Funds</b>	
Non Current Assets	16,530.67
Non-current investments	0.03
Other Non-current assets	263.13
Long Term Loans & Advances	--
Non Current – Other Financial Assets	--
Current Investments	--
Inventories	5,648.84
Trade Receivables	1,791.99
Cash and Bank Balances	10.48
Short term loans & advances	--
Other Financial Assets	36.45
Current Tax Assets (Net)	--
Other current assets	1,948.12
<b>Total</b>	<b>26,229.71</b>
<b>Other Financial Data</b>	<b>For the year ended March 31, 2020</b>
Dividend (%)	--
Earnings Per Share (₹)	2.75

Return on Net worth (%)	1.88%
Book Value per share (₹)	146.28

## 15.2 Standalone Financials

(₹ in Lakhs, except EPS)

Profit & Loss Statement	For the year ended March 31,	
	2020	2019
Revenue from Operations	32,586.40	26,432.32
Other Income	20.90	6.82
<b>Total Income</b>	<b>32,607.30</b>	<b>26,439.14</b>
<b>Total Expenditure</b>	<b>30,226.78</b>	<b>25,915.99</b>
Profit Before Depreciation Interest and Tax	2,380.52	523.15
Depreciation	1,057.55	879.73
Interest	1,027.95	241.60
Profit / (Loss) before Exceptional items and Tax	295.02	(598.18)
Exceptional Items	--	--
<b>Profit Before Tax</b>	<b>295.02</b>	<b>(598.18)</b>
Provision for Tax	85.91	49.76
<b>Profit After Tax</b>	<b>209.11</b>	<b>(647.94)</b>
Balance Sheet Statement	For the year ended March 31,	
	2020	2019
<b>Sources of Funds</b>		
Paid up share capital	758.45	5.00
Share Capital Pending Allotment upon Scheme of Arrangement	--	866.69
Reserves and Surplus	10,337.01	12,725.02
<b>Networth</b>	<b>11,095.46</b>	<b>13,596.71</b>
Long Term Borrowings	4,877.93	3,000.00
Non Current Liabilities - Provisions	--	--
Deferred Tax Liabilities	762.06	727.69
Trade Payables	1,924.40	3,844.91
Other Financial Liabilities	6,042.77	6,665.29
Other Current Liabilities	1,125.19	8.93
Current Liabilities - Provisions	401.90	148.84
<b>Total</b>	<b>15,134.25</b>	<b>14,395.66</b>
<b>Use of Funds</b>		
Non Current Assets	16,530.67	14,234.42
Non-current investments	0.53	3,149.67
Other Non-current assets	263.13	105.90
Long Term Loans & Advances	--	--
Non Current – Other Financial Assets	--	--
Current Investments	--	--
Inventories	5,648.84	5,269.90
Trade Receivables	1,791.99	3,056.23
Cash and Bank Balances	9.23	2.01
Short term loans & advances	--	--
Other Financial Assets	37.20	21.63
Current Tax Assets (Net)	--	--
Other current assets	1,948.12	2,152.61
<b>Total</b>	<b>26,229.71</b>	<b>27,992.37</b>
Other Financial Data	For the year ended March 31,	
	2020	2019
Dividend (%)	--	--
Earnings Per Share (₹)	2.76	(8.54)
Return on Net worth (%)	1.88%	(4.76%)
Book Value per share (₹)	146.29	2,7193.42

**16. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Letter of Offer is and shall be as follows:**

Shareholders' Category	Shareholding & voting rights prior to the acquisition and Open Offer		Equity Shares/ voting rights agreed to be acquired which has triggered the SEBI (SAST) Regulations		Equity Shares/ voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
<b>(1) Promoter and Promoter Group</b>								
a. Parties to the:								
i. SPA; and	6,91,606	9.12	(6,91,606)	(9.12)	NIL	NA	NIL	NA
ii. Purchase Order	7,25,000	9.56	(7,25,000)	(9.56)	NIL	NA	NIL	NA
b. Promoters other than (a) above, excluding Acquirers	16,68,889	22.00	NIL	NA	NIL	NA	16,68,889	22.00
<b>Total (1)</b>	<b>30,85,495</b>	<b>40.68</b>	<b>(14,16,606)</b>	<b>(18.68)</b>	<b>NIL</b>	<b>NA</b>	<b>16,68,889</b>	<b>22.00</b>
<b>(2) Acquirers</b>								
i. Acquirer 1	6,05,322	7.98	12,41,151	16.36	19,71,965	26.00	44,93,893	59.25
ii. Acquirer 2	NIL	NA	6,75,455	8.91				
<b>Total (2)</b>	<b>6,05,322</b>	<b>7.98</b>	<b>19,16,606</b>	<b>25.27</b>	<b>19,71,965</b>	<b>26.00</b>	<b>44,93,893</b>	<b>59.25</b>
<b>(3) Parties to SPA and Purchase Order other than (1)(a) &amp; (2)</b>	NIL	NA	NIL	NA	NIL	NA	NIL	NA
<b>(4) Public (other than SPA, Purchase Order and Acquirers)</b>	38,93,660	51.34	(5,00,000)	(6.59)	(19,71,965)	(26.00)	14,21,695	18.75
<b>Total (4)</b>	<b>38,93,660</b>	<b>51.34</b>	<b>(5,00,000)</b>	<b>(6.59)</b>	<b>(19,71,965)</b>	<b>(26.00)</b>	<b>14,21,695</b>	<b>18.75</b>
<b>Grand Total (1+2+3+4)</b>	<b>75,84,477</b>	<b>100.00</b>	<b>NIL</b>	<b>NA</b>	<b>NIL</b>	<b>NA</b>	<b>75,84,477</b>	<b>100.00</b>

**Notes:**

- To the extent the post-offer holding of the Acquirers in the Target Company exceeds the maximum permissible non-public shareholding in terms of Regulation 38 of the SEBI LODR Regulations read with Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto (the "SCRR"), the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.

- Acquirer 1 has inherited 8,984 equity shares constituting 0.12% of the total paid up capital of the Target Company from Late Dhanvanti Vallabhji Gogri. Except as stated aforesaid and provided in the table above, the Acquirers have not acquired any Equity Shares after date of PA till the date of Letter of Offer.

## 18. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### A) JUSTIFICATION FOR THE OFFER PRICE

- The Equity Shares of the Target Company are listed on BSE and NSE since July 14, 2020, and having Scrip Code 543210 and Symbol: AARTISURF respectively. The ISIN of Equity Shares of Target Company is INE09EO01013.
- The annualized trading turnover in the Equity Shares of the Target Company on BSE and NSE based on trading volume during the twelve calendar months prior to the month of PA is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of Equity Shares listed)
BSE	12,057	75,84,477	0.16
NSE	39,432	75,84,477	0.52

*Equity Shares of the Target Company are listed on the Stock Exchanges since July 14, 2020.  
(Source: www.bseindia.com and www.nseindia.com)*

- Based on the information provided in point above, the Equity Shares of the Target Company are infrequently traded on the BSE and NSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Offer Price of ₹ 284 (Rupees Two Hundred Eighty Four only) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
a)	Highest Negotiated price per Equity Share under SPA and purchase order issued to their respective broker.	₹ 284
b)	The volume-weighted average price paid or payable for acquisition, by the Acquirers, during the fifty two weeks immediately preceding the date of PA;	₹ 245.90
c)	The highest price paid or payable for any acquisition, by the Acquirers, during the twenty six weeks immediately preceding the date of PA	₹ 245.90
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	₹ 188
<b>Other Financial Parameters as at March 31, 2020</b>		
	Return on Networth (%) – Consolidated	1.88
	Return on Networth (%) – Standalone	1.88
	Book Value per share (₹) – Consolidated	146.29
	Book Value per share (₹) – Standalone	146.29
	Earnings per share (Diluted) (₹) - Consolidated	2.75
	Earnings per share (Diluted) (₹) - Standalone	2.76

*# Mr. Sanka Hari Surya IBBI Registered Valuer (Registration No: IBBI/RV/07/2019/12576) having office at Shree Mahavir Sadhana CHS, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705; Email id: ca.harisurya@gmail.com, vide certificate dated August 8, 2020, has certified that he has in terms of Supreme Court decision in the case of Hindustan Lever Employee*



*Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30), considered the (i) Net Assets Value (“NAV”) Method (ii) Comparables Multiples Method and (iii) Market Price Method and accorded weight of 50% to NAV and 25% each to Comparables Method and Market Price Method for the purpose of arriving at the fair value for the Equity Shares of the Target Company. As per the certification given, the Fair Value has been arrived at ₹ 188 per Equity Share.*

5. In view of the above parameters considered and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 284 per equity share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.
6. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Letter of Offer.
8. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last one working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraphs V of the DPS; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE, NSE and the Target Company at its registered office of such revision.

## **B) FINANCIAL ARRANGEMENTS**

1. Assuming full acceptance, the total funds requirement to meet this Offer is ₹ 56,00,38,060/- (Rupees Fifty Six Crores Thirty Eight Thousand and Sixty only).
2. The liquid assets of Acquirer 1 as on June 30, 2020 is ₹ 116.36 Crores (Rupees One Hundred Sixteen Crores Thirty Six Lakhs Only) and the same is certified by Mr. Hitesh K Pasad, Partner of GBCA & Associates LLP, Chartered Accountants (Membership No.106944, Firm Registration No.: 103142W/W100292) having office at Benefice Business House, 3<sup>rd</sup> Level, 126, Mathuradas Mills Compound, N.M.Joshi Marg, Lower Parel (West), Mumbai - 400013, India; Email id: hitesh@gbcaindia.com; vide certificate dated August 10, 2020.
3. The liquid bank balance of Acquirer 2 as on August 4, 2020 is ₹ 15.66 Crores (Rupees Fifteen Crores Sixty Six Lakhs only) and the same is certified by Mr. Bhavin Parikh, Proprietor, M/s B. P. Parikh & Associates, Chartered Accountants (Membership No. 041906, Firm Registration No.: 107535W) having office at 111, 11<sup>th</sup> floor, Sai Dwar Society, Above Shabri Restaurant, Sab TV Lane, Near Laxmi Industrial Estate, Andheri (W), Mumbai - 400 053; Email Id: bparikhassociates@yahoo.co.in, vide certificate dated August 10, 2020.
4. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirers have opened an escrow cash account bearing Account No: 000405123737 (“**Escrow Cash Account**”) with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 and have made a cash deposit of ₹ 14,00,20,000 (Rupees Fourteen Crores Twenty Thousand only) in the Escrow Cash Account. The cash deposited in Escrow Cash Account represents more than 25% of the total consideration payable to the Eligible Shareholders under this Offer. The Acquirers have empowered the Manager to the Offer to operate and to realize the value of the Escrow Cash Account in terms of the SEBI (SAST) Regulations.
5. The Acquirers have confirmed that they have adequate financial resources to meet their obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

6. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirers, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
7. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to implement the Open Offer in full accordance with the SEBI (SAST) Regulations.

## **VII. TERMS AND CONDITIONS OF THE OFFER**

1. The tendering period will commence on Monday, October 5, 2020 and will close on Friday, October 16, 2020.
2. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is Friday, September 18, 2020.
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE299N01013. (Source: [www.bseindia.com](http://www.bseindia.com))
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 1. (Source: [www.bseindia.com](http://www.bseindia.com))
7. None of the Equity Shares of the Target Company are subject to Lock-in.
8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

### **A) ELIGIBILITY FOR ACCEPTING THE OFFER**

1. The Letter of Offer shall be mailed to all Eligible Shareholders/Beneficial Owners (except the Acquirers, Sellers and present Promoter and Promoter Group) whose names appear in register of Target Company as on Friday, September 18, 2020, the Identified Date.
2. The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Public Shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
3. All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date ("**Tendering Period**") for this Open Offer. Further, 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, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in). In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, or the Form of Acceptance from the SEBI's website.
4. The acceptance of this Offer by the Eligible Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

5. The acceptance of this Offer is entirely at the discretion of the Eligible Shareholder(s)/Beneficial owner(s) of Target Company.
6. The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
7. The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 1 (one) Working Day prior to the commencement of the Tendering Period, i.e., up to Thursday, October 1, 2020, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

## **B) STATUTORY AND OTHER APPROVALS**

1. As on the date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
2. If any of the Public Shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter alia from the Reserve Bank of India or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
3. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
4. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in paragraph VII (B) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, BSE, NSE and the registered office of the Target Company.

## **VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER**

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1. All Public Shareholders holding the Equity Shares in dematerialized and physical form registered or unregistered are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date (“Tendering Period”) for this Open Offer.
2. The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9,2016.
3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”).
4. For implementation of the Open Offer, the Acquirers have appointed Ghalla Bhansali Stock Brokers Private Limited (“**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:  
  
**Name:** Ghalla Bhansali Stock Brokers Private Limited;  
**Address:** Devansh, 133 D.S.P Road, Dadar (East), Mumbai 400014;  
**Contact Person:** Mr. Paresh Visharia;  
**Tel. No.:** +91 22 40497000/200/ 24147000/24157000;  
**Email:** pareshv@ghallabhansali.com; **Website:** www.ghallabhansali.com;  
**SEBI Registration Number:** INZ000236038  
**Corporate Identity Number:** U67120MH1996PTC100233
5. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
6. The Acquisition Window provided by BSE shall facilitate placing of sell orders.
7. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
8. Modification/cancellation of orders will not be allowed during the Tendering Period
9. Public Shareholders who wish to bid /offer their physical shares in the Offer are requested to send their original documents as mentioned in the Letter of Offer to the Registrar to the Offer so as to reach them within 2 days from closure of the Tendering Period. It is advisable to email scanned copies of the original documents mentioned in the Letter of Offer, first to the Registrar to the Offer then send physical copies to the Registrar to the Offer’s address as provided in the Letter of Offer.
10. In the event Selling Broker of Public Shareholder is not registered with BSE then that Public Shareholder can approach the Buying Broker as defined in the Point # 4 above and tender the Equity Shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI (SAST) Regulations.

### **Procedure for tendering Equity Shares held in dematerialised form**

- a. The Eligible Shareholders who are holding Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares they intend to tender in this Offer.
- b. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Eligible Shareholders intending to tender Equity Shares are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Ltd. (“Clearing Corporation”). Such Eligible Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before

their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.

c. For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d. Eligible Shareholders shall submit Delivery Instruction Slips (DIS) duly filled in specifying market type as “Open Offer” and execution date along with all other details to their respective depository participant / Selling Broker so that Equity Shares can be tendered in this Offer.

e. Upon placing the bid, the Selling Broker(s) shall provide transaction registration slip generated by the Designated Stock Exchange bidding system (“TRS”) to the Eligible Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.

f. The Eligible Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.

g. The Eligible Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement, unless required by their respective Selling Broker. The Eligible Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

#### **Procedure for tendering Equity Shares held 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, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

a. Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.

b. Original share certificate(s).

c. Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.

d. Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).

e. Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).

f. Self-attested copy of address proof such as valid Aadhar Card, Voter I.D., Passport.

g. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

h. After placement of order, as mentioned above in Point (g), the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or

courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**Aarti Surfactants Limited Open Offer**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

i. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

j. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.

k. Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Eligible Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.

### **Acceptance of Equity Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in nonmarketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

### **Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer**

a. Eligible Shareholders who have acquired 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 also participate in this Offer.

b. An Eligible Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Letter of Offer or in the relevant Form of Acceptance-cum Acknowledgment. The Letter of Offer along with a Form of Acceptance-cum-Acknowledgment will be dispatched to all the Eligible Shareholders of the Target Company, whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date to the Offer.

c. In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. The Letter of Offer along with the Form of Acceptance cum Acknowledgment (FOA) would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and Eligible Shareholders can also apply by downloading such forms from the said website.

### **Settlement Process**

a. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.

b. The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.

- c. For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- d. The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- e. The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.
- f. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- g. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders'/unregistered owners' sole risk to the sole/ first Public Shareholder/unregistered owner.
- h. The direct credit of Equity Shares will be given to the demat account of Acquirers as indicated by the Buying Broker.
- i. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirers.
- j. In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- k. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- l. If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.
- m. Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- n. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders who have accepted the Open Offer



within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

## **NOTE ON TAXATION**

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW. THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS (“DTAA”) WITH RESPECTIVE COUNTRIES. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS AND MANAGER TO OFFER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS SUMMARY. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF EQUITY SHARES IN THE OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA AS SET OUT ABOVE AND THE SAME SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

a. The basis of charge of Indian income-tax depends upon the residential status of the person subject to tax (“Taxpayer”) during a Financial Year and the taxpayer has to pay their taxes in the following year (Assessment Year). The Financial Year for Indian Residents starts from April 01 and ends on March 31. A person who is a resident in terms of Indian Income Tax Act, 1961, (“**IT Act**”) he is liable to pay income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act itself. A person who is treated as a non-resident for the purpose of Indian income-tax purposes is generally subject to tax in India only on such person’s India sourced income (i.e. income which accrues or arises or deemed to be accrued or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the “Situs” of such shares. “Situs” of the shares is generally where a company is “incorporated”.

b. Accordingly, since the Target Company is incorporated in India, the Target Company’s shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under IT Act.

c. A Taxpayer who is non-resident for tax purpose under Indian IT Act can avail benefits of the Double Taxation Avoidance Agreement (“DTAA”), between India and the respective country of which the Taxpayer is a resident for tax purpose subject to satisfying relevant conditions including: a. those set out in limitation of benefits provisions present in the said DTAA (if any), b. the non-applicability of General Anti-Avoidance Rules, and c. providing and maintaining necessary information and documents as prescribed under the Income-tax Act.

d. The summary of income-tax implications on tendering of listed equity shares on the recognized stock exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

e. As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge and health and education cess are also leviable. The applicable rate of surcharge is dependent on the category of the shareholder and for individual shareholders, income slab rates is applicable. The health and education cess is levied at the rate of 4% of the income tax and surcharge.

f. Gains arising from the transfer of equity shares may be treated either as “Capital Gains” or as “Business Income” for income-tax purposes, depending upon whether such equity shares were held as a capital asset or business asset (i.e. stock-in-trade).

g. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

h. Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the financial year. The summary of income tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

#### **Taxability of Capital Gain in the hands of the Public Shareholders:**

i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to Securities Transaction Tax (“STT”) upon both buy and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the Capital Gains tax would be computed on gains exceeding ₹ 1,00,000 (Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any Capital Gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long term capital asset acquired on or before \*January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset (lower of consideration on 35 transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

*\* Shareholders may please note that the Target Company was incorporated on June 18, 2018 and listed on Stock Exchanges on July 14, 2020.*

ii. As per section 111A of the IT Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).

iii. Any applicable surcharge and education cess would be in addition to above applicable tax rates.

iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirers shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.

v. In case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.

THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE IT ACT AS APPLICABLE AS ON DATE OF THIS LETTER OF OFFER. IN CASE OF ANY AMENDMENT MADE EFFECTIVE PRIOR TO THE DATE OF CLOSURE OF THIS OFFER, THEN THE PROVISIONS OF THE IT ACT AS AMENDED WOULD APPLY. NOTWITHSTANDING THE DETAILS GIVEN ABOVE, ALL PAYMENTS WILL BE MADE TO THE PUBLIC SHAREHOLDERS SUBJECT TO COMPLIANCE WITH PREVAILING TAX LAWS. THE FINAL TAX LIABILITY OF THE PUBLIC SHAREHOLDER SHALL REMAIN OF SUCH PUBLIC SHAREHOLDER AND THE SAID PUBLIC SHAREHOLDER WILL APPROPRIATELY DISCLOSE THE AMOUNTS RECEIVED BY IT, PURSUANT TO THIS OFFER, BEFORE THE INDIAN INCOME TAX AUTHORITIES.

## **IX. DOCUMENTS FOR INSPECTION**

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Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6<sup>th</sup> floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate of Incorporation, Memorandum and Articles of Association of Aarti Surfactants Limited.
- Certificate dated August 10, 2020 issued by Mr. Hitesh K Pasad, Partner of GBCA & Associates LLP, Chartered Accountants (*Membership No. 106944, Firm Registration No.: 103142W/W100292*) having office at Benefice Business House, 3<sup>rd</sup> Level, 126, Mathuradas Mills Compound, N. M. Joshi Marg, Lower Parel (West), Mumbai - 400013, India; Email id: hitesh@gbcaindia.com, certifying the net worth of the Acquirer 1.
- Certificate dated August 10, 2020 issued by Mr. Hitesh K Pasad, Partner of GBCA & Associates LLP, Chartered Accountants (*Membership No. 106944, Firm Registration No.: 103142W/W100292*) having office at Benefice Business House, 3<sup>rd</sup> Level, 126, Mathuradas Mills Compound, N. M. Joshi Marg, Lower Parel (West), Mumbai - 400013, India; Email id: hitesh@gbcaindia.com, certifying the liquid assets of the Acquirer 1.
- Certificate dated August 10, 2020 issued by Mr. Bhavin Parikh, Proprietor, M/s B. P. Parikh & Associates, Chartered Accountants (*Membership No. 041906, Firm Registration No.: 107535W*) having office at 111, 11<sup>th</sup> floor, Sai Dwar Society, Above Shabri Restaurant, Sab TV Lane, Near Laxmi Industrial Estate, Andheri (W), Mumbai - 400 053; Email Id: bpparikhassociates@yahoo.co.in, certifying the liquid assets of the Acquirer 2.
- Annual report of the Target Company for the financial year ending March 31, 2019.
- Audited financials of the Target Company for the financial year ending March 31, 2020.
- Audited financials of the Acquirer 2 for the financial years ending March 31, 2019, March 31, 2018 and March 31, 2017.
- Copy of Escrow Agreement between the Acquirers, Manager to the Offer and Escrow Bank.
- Statement of funds deposited with the Escrow Bank.
- Copy of Share Purchase Agreement dated August 10, 2020 between the Acquirers and Seller 1 to Seller 7.
- Copy of Demat Escrow Agreement dated August 10, 2020 between Acquirers, Buying Broker and Manager to the Offer.
- Copy of Public Announcement dated August 10, 2020, published copy of the Detailed Public Statement dated August 14, 2020.
- Observation letter bearing reference number SEBI/HO/CFD/DCR-1/OW/P/2020/15416/1 dated September 17, 2020 received from SEBI.
- A copy of the recommendation to be published latest by September 30, 2020 made by the Committee of Independent Directors (IDC) of the Target Company.
- Copy of Pre Offer Advertisement.

## **X. DECLARATION BY THE ACQUIRERS**

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For the purpose of disclosures in this Letter of Offer relating to the Target Company the Acquirers have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers, accept full responsibility for the information contained in this Letter of Offer and also accept responsibility for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations. The Acquirers shall be jointly and severally responsible for ensuring compliance with the SEBI (SAST) Regulations.

### **ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS**

<b>ACQUIRER 1</b>	<b>ACQUIRER 2</b>
1801 Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IIT, Powai, Mumbai -400 076 <b>Sd/-</b>	<b>Registered Office Address:</b> A-1403 / Runwal Heights, L.B.S. Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai - 400 080; <b>Sd/-</b>

**Place:** Mumbai

**Date:** September 22, 2020

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*(Please send this form along with TRS generated by broker/selling member and enclosures to Link Intime India Private Limited, the Registrar to the Offer, at their registered office address provided in the Letter of Offer)*

*(Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)*

<b>TENDERING PERIOD FOR THE OFFER</b>	
<b>OPENS ON</b>	Monday, October 5, 2020
<b>CLOSES ON</b>	Friday, October 16, 2020

To,  
The Acquirers  
**C/o Link Intime India Private Limited**  
Unit: Aarti Surfactants Limited - Open Offer  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400 083, India  
Contact Person: Mr. Sumeet Deshpande  
Tel: +91 22 4918 6200,  
Fax: +91 22 4918 6195  
Email: [aartisurfactants.offer@linkintime.co.in](mailto:aartisurfactants.offer@linkintime.co.in)

Dear Sir/Madam,

**Sub: Proposed Open Offer by the Acquirers to acquire upto 19,71,965 Equity shares of Rs. 10/- each for cash at a price of Rs. 284/- aggregating upto Rs. 56,00,38,060/- (Rupees Fifty Six Crores Thirty Eight Thousand and Sixty only), to the Public shareholders of Aarti Surfactants Limited (“Target Company”) in accordance with the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) (“Open Offer”).**

I/We refer to the Letter of Offer for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Draft Letter of Offer, Letter of Offer and the Open offer opening public announcement, and understood its contents, terms and conditions, and unconditionally accept these terms and conditions.

I/We acknowledge and confirm that all the particulars/statements given by me/us, herein are true and correct.

**Details of Public Shareholder:**

<b>Name (in BLOCK LETTERS)</b>	<b>Holder</b>	<b>Name of the Shareholder</b>	<b>Permanent Account Number (PAN)</b>
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/demat account)	Sole/First		
	Second		
	Third		
<b>Contact Number(s) of the First Holder</b>	<b>Tel No. (with ISD/STD Code):</b>		<b>Mobile No.:</b>
<b>Full Address of the First Holder</b> (with pin code)			
<b>Email address of the First Holder</b>			
<b>Date &amp; Place of incorporation</b> (if applicable)			

**FOR EQUITY SHARES HELD IN PHYSICAL MODE:**

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

- Resident
- Non-Resident

I/We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				TOTAL	

Enclosures (whichever is applicable)

- Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
- Original Equity Share certificate(s)
- Valid Equity Share transfer deed(s)
- Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- Self-attested copy of PAN card of all the transferor(s)
- Other relevant documents (please specify)

**FOR ALL PUBLIC SHAREHOLDERS:**

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to.

My/Our execution of this Form of Acceptance-cum-Acknowledgement shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are sold and transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/we will hold the Acquirers harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these Equity Shares.

I/We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.

I/We agree that the Acquirers will pay the consideration as per secondary market mechanism, only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance-cum-Acknowledgment by the Public Shareholders, and subject to the adherence of the aforementioned Instructions. I/We undertake to return to the Acquirers any Open Offer consideration that may be wrongfully received by me/us.

I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.

I/We confirm that I/We am/are not persons acting in concert with the Acquirers.

I/We give my/our consent to the Acquirers, to file any statutory documents, if any, on my/our behalf in relation to accepting the Offer Shares in this Open Offer.

I/We confirm that I/we am/are in compliance with the terms of the Open Offer set out in the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and the Letter of Offer.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers, to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in shares or securities.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, including but not limited to Section 281 of the Income Tax Act. I/We confirm that no notice has been issued by the income tax authorities impacting the rights to transfer the shares.

I/We note and understand that the Offer Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirers make payment of consideration as mentioned in the Letter of Offer, or the date by which other documents are dispatched to the Public Shareholders, as the case may be.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the income arising from tendering of the Offer Shares, I/We will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I/We authorize the Acquirers to acquire all the Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it/they may decide to accept, in consultation with the Manager to the Offer, and in terms of the Letter of Offer.

I/We authorize the Acquirers, and the Registrar to the Offer to return to me/us by registered post or ordinary post, unaccepted documents, if any, at my/our sole risk, without specifying the reasons thereof.

I/We, confirm that our residential status for the purposes of tax is:

Resident       Non-resident, if yes please state country of tax residency: \_\_\_\_\_

(If none of the above box is ticked, the residential status of the Public Shareholder will be considered as non-resident, for withholding tax purposes).

I/We, confirm that my/our status as a shareholder is: *(Please tick whichever is applicable)*

<input type="checkbox"/> Individual	<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others
<input type="checkbox"/> QFI	<input type="checkbox"/> FVCI	<input type="checkbox"/> Partnership /Proprietorship firm/LLP	<input type="checkbox"/> Private Equity Fund/AIF	<input type="checkbox"/> Pension/Provident Fund
<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non-repatriable
<input type="checkbox"/> Insurance Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Banks	<input type="checkbox"/> Association of person/Body of Individual
<input type="checkbox"/> Any others, please specify:	_____			

**FOR NRIs/OCBs/FIIs, FPIs AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS:**

I/We, confirm that my/our investment status is: *(Please provide supporting documents and tick whichever is applicable)*

- FDI Route  
 PIS Route  
 Any other - please specify \_\_\_\_\_

I/We, confirm that the Offer Shares tendered by me/us are held on: *(Please tick whichever is applicable)*

- Repatriable basis
- Non-Repatriable basis

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under the general permission of the RBI
- Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer
- Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith

-----Tear along this line -----

**All future correspondence, if any, should be addressed to the respective Selling Broker, or the Registrar to the Offer at:**

**Link Intime India Private Limited**

Unit: Aarti Surfactants Limited – Open Offer  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, India  
Contact person: Mr. Sumeet Deshpande  
Tel: +91 22 4918 6200, Fax: +91 22 4918 6195  
Email: [aartisurfactants.offer@linkintime.co.in](mailto:aartisurfactants.offer@linkintime.co.in)

**Additional confirmations and enclosures for all Public Shareholders, as applicable:**

I/We, have enclosed the following documents: *(Please tick whichever is applicable)*

- Self-attested copy of PAN card
- Self-declaration form in Form 15G/Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)
- Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum-Acknowledgement
- Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- For Mutual funds/Banks/Notified Institutions under Section 194A(3)(iii) of the Income Tax Act, attested copy of relevant registration or notification
- Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- SEBI Registration Certificate for FIIs/FPIs (mandatory to be submitted by FIIs/FPIs).
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he/it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- NOC/Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate/NIL rate on income from sale of shares and interest income, if any, wherever applicable
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
- Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction
- Other relevant documents (Please specify) \_\_\_\_\_



**BANK DETAILS**

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.

Yours faithfully, Signed and Delivered,

	<b>Full name(s) of the holder</b>	<b>PAN</b>	<b>Signature(s)</b>
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed, and certified copies of the necessary Board resolutions/Corporate authorizations should be attached.

Place: \_\_\_\_\_ Date: \_\_\_\_\_

-----Tear along this line -----

**Acknowledgement Slip – Aarti Surfactants Limited - Open Offer**

Received from Mr./Ms./M/s. \_\_\_\_\_

Address: \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement for Aarti Surfactants Limited – Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. \_\_\_\_\_ for \_\_\_\_\_ Equity Shares

Date of Receipt: \_\_\_\_\_ Place of Receipt: \_\_\_\_\_

Stamp of Selling Broker: \_\_\_\_\_ Signature of Official: \_\_\_\_\_

## INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated September 22, 2020.

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI LODR REGULATIONS AND SEBI PR 49/2018 DATED 3 DECEMBER 2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALIZED FORM WITH A DEPOSITORY W.E.F. 1 APRIL 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED 31 JULY 2020, 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.**
5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
  - a) Original share certificate(s)
  - b) Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
  - c) Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)
  - d) This Form - for Public Shareholders holding Equity Shares in physical mode, duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
  - e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
  - f) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.

**Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.**

6. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgment with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).
9. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer : i.e. Link Intime India Private Limited within 2 (two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is **Monday, October 19, 2020** (by 5.00 p.m.(IST)), at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.
10. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc
11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the offer.

12. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
13. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in Section VIII (*Procedure for Acceptance and Settlement of the Offer*).
15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer ([www.saffronadvisor.com](http://www.saffronadvisor.com)), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.
16. All the Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
17. All the Public Shareholders are advised to refer to Section VIII (*Note on Taxation*) in the Letter of Offer. However, it may be noted that Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances, as the details provided in Section VIII (*Note on Taxation*), as referred to above, are indicative and for guidance purposes only.
18. All documents/remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
19. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
20. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
21. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Section VIII (*Procedure for Acceptance and Settlement of the Offer*).
22. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Public Shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)), or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares. The Letter of Offer will also be available on the website of the, the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer ([www.saffronadvisor.com](http://www.saffronadvisor.com)), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
23. The Tender Form and TRS in case of shares held in dematerialized form are not required to be submitted to the Acquirers, the Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill the Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Holders of Equity Shares under lock-in will be required to fill the Form of Acceptance-cum-Acknowledgment.
24. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
25. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.
26. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.
27. For resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G/Form 15H (in duplicate), if applicable
- For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);

28. For non-resident Public Shareholders:

- Self-attested copy of PAN card
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers before remitting the amount of interest
- Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement
- Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
- Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirers.

**FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LETTER OF OFFER.**

**All future correspondence, if any, should be addressed to the respective Selling Broker, or to the Registrar to the Offer at the following address:**



LINK INTIME INDIA PRIVATE LIMITED  
 C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083  
 Tel: +91 22 4918 6200 Fax: +91 22 4918 6195  
 Email: [aartisurfactants.offer@linkintime.co.in](mailto:aartisurfactants.offer@linkintime.co.in)  
 Contact Person: Mr. Sumeet Deshpande  
 SEBI Registration No.: INR000004058

## FORM OF TRANSFER DEED

### Form No. SH-4 - Securities Transfer Form

(Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014)

Date of execution: /\_\_\_\_\_/\_\_\_\_\_

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: 

U	2	4	1	0	0	G	J	2	0	1	8	P	L	C	1	0	2	8	9	1
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): AARTI SURFACTANTS LIMITED

Name of the Stock Exchange where the company is listed, (if any): BSE Limited and National Stock Exchange of India Limited

#### DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)		Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)	
Equity		₹ 10.00	₹ 10.00	₹ 10.00	
No. of Securities being Transferred			Consideration received (Rs.)		
In figures	In words		In words		In figures
Distinctive Number	Form				
	To				
Corresponding Certificate Nos.					

#### Transferors' Particulars

Registered Folio Number: \_\_\_\_\_

Name(s) in full

Signature(s)

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

I, hereby conform that the transferor has signed before me. Signature of the

Witness: \_\_\_\_\_

Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_

**Transferees' Particulars**

Name in full (1)	Father's/Mother's/Spouse Name (2)	Address & E-mail id (3)
Occupation (4)	Existing Folio No., if any (5)	Signature (6)

**Folio No. of Transferee**

\_\_\_\_\_

Value of Stamp affixed: Rs. \_\_\_\_\_

**Specimen Signature of Transferee(s)**

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

**Enclosures:**

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, \_\_\_\_\_

**STAMPS** \_\_\_\_\_

**For Office Use Only**

Checked by \_\_\_\_\_

Signature Tallied by \_\_\_\_\_

Entered in the Register of Transfer on \_\_\_\_\_ vide  
Transfer no \_\_\_\_\_

Approval Date \_\_\_\_\_

Power of attorney/Probate/Death certificate/Letter of  
Administration

Registered on \_\_\_\_\_ at No  
\_\_\_\_\_