

Friday, June 28, 2024

To,
BSE Limited.
P.J. Towers, Dalal Street,
Mumbai – 400001,
Maharashtra, India

Respected Sir/ Madam,

Subject : Open offer made by M/S Onelife Capital Advisors Limited for acquisition of up to 15,98,027 Offer Shares representing 26.00% of the Voting Share Capital of Continental Controls Limited, at an offer price of ₹4.00/- per Offer Share to the Public Shareholders of Continental Controls Limited.

We would like to inform you that, M/S Onelife Capital Advisors Limited, the Acquirer, has entered into a Share Purchase Agreement dated Wednesday, March 06, 2024 with Mr. Navinchandra Gordhandas Thakkar, Mrs. Saroj Navinchandra Thakkar, Mr. Samir Navinbhai Thakkar, Shree Krishna Controls Private Limited, the present Promoters and member of the promoter group of the Target Company (hereinafter collectively referred to as the '**Selling Promoter Shareholders**'), for acquisition of 15,09,604 Sale Shares, representing 24.56% of the Voting Share Capital of Continental Controls Limited, at a negotiated price of ₹4.00/- per Sale Share for an aggregate consideration of ₹60,38,416.00/-, subject to the statutory approvals, if any and satisfaction of conditions precedent specified in the Share Purchase Agreement ('**Share Purchase Agreement**').

In culmination of the aforesaid facts, we would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments thereto ('**SEBI (SAST) Regulations**'), we, Swaraj Shares and Securities Private Limited, have been appointed as the Manager to the Offer ('**Manager**'). In pursuance of the execution of the Share Purchase Agreement, the Acquirer has announced an open offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 15,98,027 Offer Shares representing 26.00% of the Voting Share Capital of Continental Controls Limited, at an offer price of ₹4.00/- per Offer Share determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹63,92,108.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.

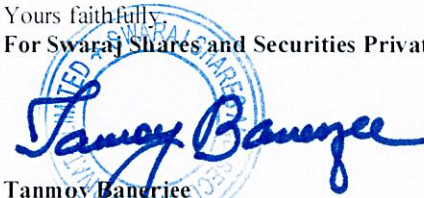
In light of the above and in accordance with the provisions of Regulations 18(7) of SEBI (SAST) Regulations, the Pre-Open Offer Advertisement ('**Pre-Open Offer**') for the aforesaid Offer has been published today, i.e., Friday, June 28, 2024, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions) and Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition) ('**Newspaper**') and the same has been enclosed herewith for your kind perusal.

Terms not defined herein shall have the meaning ascribed to them under the Pre-Open Offer Advertisement.

We hope your good self will find the above in order and we request you to kindly upload the Pre-Open Offer Advertisement on your website at the earliest.

Thanking you,

Yours faithfully,
For Swaraj Shares and Securities Private Limited


Tanmoy Banerjee
Director

Encl.: As above **Swaraj Shares and Securities Private Limited**

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Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India
Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,
Maharashtra, India

CONTINENTAL CONTROLS LIMITED

Corporate Identification Number: L1939M11985P10288040
Registered Office: Gata No.202, Krishna House, Shailesh Ujagar, Opposite Nicholas Saraga, Sattivali Road, Waly, Vasai (East) - 401208, Thane, Maharashtra, India; Tel: 0250-2454945, 2456946; Website: www.newkrishna.com; Email ID: info@continentalcontrols.net

PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement is issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer, on behalf of OneLife Capital Advisors Limited, the Acquirer, for acquisition of up to 15,80,027 fully paid-up equity shares of face value of Rs.10.00/- each, representing 26.00% of the Voting Share Capital of Continental Controls Limited ("Target Company"), at an Offer Price of Rs.4.00/- per Offer Share, payable in cash, to the Public Shareholders of the Target Company, in accordance with the provisions of Regulation 18(7) of SEBI (SAST) Regulations (Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement).

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Wednesday, March 06, 2024 ("Public Announcement"), (b) Detailed Public Statement dated Monday, March 11, 2024, in connection with this Offer, published on behalf of the Acquirer on Tuesday, March 12, 2024, in Financial Express (English Daily) (All India Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakhadeep (Marathi Daily) (Mumbai Edition) (Newspapers) ("Detailed Public Statement"), (c) Draft Letter of Offer dated Tuesday, March 19, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16(1) of the SEBI (SAST) Regulations ("Draft Letter of Offer"), (d) Letter of Offer dated Thursday, June 20, 2024, along with the Form of Acceptance-cum-Acknowledgement ("Letter of Offer"), (e) Recommendations of the Independent Directors of the Target Company which were approved on Wednesday, June 26, 2024, and published in the Newspapers on Thursday, June 27, 2024 ("Recommendations of the Independent Directors of the Target Company") (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as "Offer Documents") issued by the Manager on behalf of the Acquirer.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as "Definitions and Abbreviations" on page 7 of the Letter of Offer.

A. Offer Price
The Offer is being made at a price of Rs.4.00/- per Offer Share, payable in cash and there has been no revision in the Offer Price.

B. Recommendations of the Independent Directors
A Committee of Independent Directors of the Target Company comprising of Pradeep Chhotlani Gagliani, as the Chairperson of the IDC, and Karanlal Shantil Thakkar, Hareshkumar Shantil Thakkar and Keta Poojara Rajesh, as the members of the IDC who approved their recommendation on the Offer on Wednesday, June 26, 2024, and the said was published in the Newspapers on Thursday, June 27, 2024. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

C. Other details with respect to Offer

- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
- The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appear on Friday, June 14, 2024, being the Identified Date:
 - On Saturday, June 22, 2024, through electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories/Target Company.
 - On Monday, June 24, 2024, through registered post and speed post to those Public Shareholders who have not registered their e-mail addresses with the Depositories/Target Company.
- The Draft Letter of Offer dated Tuesday, March 19, 2024, was filed and submitted with SEBI pursuant to the provisions of Regulation 16(1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of vide 20/03/2024, the observations received from SEBI vide letter bearing reference number SEBI/OFCF/DCR/II/CIRP/2021/144 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. Accordingly, Public Shareholders holding Equity Shares in physical form as well as those eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations, Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferees (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signatures), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.12, titled as "Procedure for tendering Equity Shares held in Physical Form" on page 50 of the Letter of Offer.
- Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.newkrishna.com, the Registrar to the Offer at www.punjabshare.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com from which the Public Shareholders can download/print the same.

D. Instructions for Public Shareholders

- In case of Equity Shares are held in Dematerialized Form:** The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to the Paragraph 8.13, titled as "Procedure for tendering Equity Shares held in Dematerialized Form" on page 51 of the Letter of Offer.
- In case of Equity Shares are held in Physical Form:** As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference number PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIRP/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. Accordingly, Public Shareholders holding Equity Shares in physical form as well as those eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations, Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferees (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signatures), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.12, titled as "Procedure for tendering Equity Shares held in Physical Form" on page 50 of the Letter of Offer.
- Procedure for tendering the Shares in case of non-receipt of the Letter of Offer:** Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (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. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholders, stating name, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.15, titled as "Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer" on page 52 of the Letter of Offer.

E. Status of Statutory and Other Approvals
As of date, to the best of the knowledge of the Acquirer, no statutory approvals are required for the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.6, titled as "Statutory Approvals and conditions of the Offer" at page 47 of Letter of Offer.

F. Procedure for Acceptance and Settlement of Offer
The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by BSE Limited in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICY/CELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular DCR/CFD/CIRP/2018/14 dated 9 December 2018, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR/II/CIRP/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR/II/CIRP/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as "Procedure for Acceptance and Settlement of the Offer" on page 46 of the Letter of Offer.

G. Revised Schedule of Activities

Schedule of Activities (Day and Date)	Tentative Schedule of Activities (Day and Date)	Actual Schedule of Activities (Day and Date)
Issue date of the Public Announcement	Wednesday, March 06, 2024	Wednesday, March 06, 2024
Publication date of the Detailed Public Statement in the Newspapers	Tuesday, March 12, 2024	Tuesday, March 12, 2024
Last date for filing of the Draft Letter of Offer with SEBI	Tuesday, March 19, 2024	Tuesday, March 19, 2024
Last date for public announcement for a competing offer(s)	Thursday, April 04, 2024	Thursday, April 04, 2024
Last Date for receipt of comments from SEBI on the Draft Letter of Offer will be received	Monday, April 15, 2024	Wednesday, June 12, 2024
Identified Date*	Thursday, April 18, 2024	Friday, June 14, 2024
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Thursday, April 25, 2024	Monday, June 24, 2024
Last date by which a committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Offer	Tuesday, April 30, 2024	Thursday, June 27, 2024
Last date for upward revision of the Offer Price and / or the Offer Size	Thursday, May 02, 2024	Friday, June 28, 2024
Last date of publication of opening of Offer public announcement in the Newspapers	Thursday, May 02, 2024	Friday, June 28, 2024
Date of commencement of Tendering Period	Friday, May 03, 2024	Monday, July 01, 2024
Date of closing of Tendering Period	Thursday, May 16, 2024	Friday, July 12, 2024
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders@	Friday, May 31, 2024	Monday, July 29, 2024

Note:
- The date of being in receipt of SEBI Observation Letter.
@ To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.
There has been no competing offer.
* Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the promoters) are eligible to participate in this Offer any time before the closure of this Offer.

H. Documents for Inspection
The copies of the following documents will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Arium, Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Monday, July 01, 2024, to Friday, July 12, 2024. Further, in light of SEBI Circular SEBI/HO/CFD/DCR/II/CIRP/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/HO/CFD/DCR/II/CIRP/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line ["Documents for Inspection - CONTICON Open Offer"], to the Manager to the Open Offer at takeover@swarajshares.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents. For further information, kindly refer to the Paragraph 10 titled as "Documents for inspection" on page 59 of the Letter of Offer.
The Acquirer accepts full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirer will be responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of Acquirer has been duly and legally authorized to sign the Letter of Offer.
This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.newkrishna.com, the Registrar to the Offer at www.punjabshare.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com.

Issued by the Manager to the Offer on behalf of the Acquirer

SWARAJ
SHARES & SECURITIES PVT. LTD.
Swaraj Shares and Securities Private Limited
Unit No 304, A Wing, 215 Arium, Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India
Telephone Number: +91-22-69649999
Email Address: takeover@swarajshares.com
Investors Grievance Email Address: investorrelations@swarajshares.com
Website: www.swarajshares.com
Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Pate
SEBI Registration Number: NM00012980
Validity: Permanent

On behalf of the Board of the Directors
OneLife Capital Advisors Limited
Sd/-
Prabhakara Naig
DIN: 00716975
Executive Director-Chairperson

Date: Thursday, June 27, 2024
Place: Mumbai