

February 1, 2022

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001, India

Dear Sir(s)

Sub: Public Announcement dated February 1, 2022 (the “Public Announcement”) in relation to an open offer for acquisition of up to 25,93,500 (twenty five lakh ninety three thousand and five hundred) fully paid-up equity shares of face value of Re. 10/- (Rupee ten only) each (“Offer Shares”), representing 26.00% (twenty six percent) of the Voting Capital (as defined in the Public Announcement) of Tanfac Industries Limited (“Target Company”), from the Public Shareholders (as defined in the Public Announcement) by Anupam Rasayan India Limited (“Acquirer”) pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”) (the “Open Offer” or “Offer”). No person is acting in concert with the Acquirer for the purpose of this Open Offer.

The Acquirer has announced the Open Offer to acquire the Offer Shares from the Public Shareholders of the Target Company, at a price of Rs. 595 /- (Rupees five hundred and ninety five only) per Offer Share aggregating to total consideration of Rs. 1,54,31,32,500 (Rupees one hundred and fifty four crore thirty one lakh thirty two thousand and five hundred only) payable in cash.

The Offer is being made pursuant to and in compliance with Regulations 4 read with Regulations 13, 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (the “**SEBI (SAST) Regulations**”).

With regards to the captioned Open Offer, we are pleased to announce that Edelweiss Financial Services Limited has been appointed as the Manager to the Open Offer pursuant to and in accordance with Regulation 12(1) of the SEBI (SAST) Regulations.

In accordance with Regulation 14(1) of the SEBI (SAST) Regulations, we hereby enclose a copy of the Public Announcement for the Open Offer.

All capitalised terms not defined herein shall have the same meaning, as specified in the enclosed Public Announcement. We request you to kindly upload the Public Announcement on your website at the earliest.

Yours faithfully

For **Edelweiss Financial Services Limited**



Authorized signatory

Name: Neetu Ranka

Designation: Director

Edelweiss Financial Services Limited

Corporate Identity Number: L99999MH1995PLC094641

Registered Office: Edelweiss House, off. C.S.T. Road, Kalina, Mumbai - 400 098 Tel No.: +91 22 4009 4400 Fax: +91 22 4019 4890 www.edelweissfin.com

PUBLIC ANNOUNCEMENT UNDER REGULATION 4 READ WITH REGULATIONS 13, 14 and 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF TANFAC INDUSTRIES LIMITED.

Open offer for acquisition of up to 25,93,500 fully paid-up equity shares of face value of ₹ 10 each (“Equity Shares”), representing 26.00% of the Voting Share Capital (*as defined below*) of Tanfac Industries Limited (“Target Company”), from the Public Shareholders (*as defined below*) of the Target Company by Anupam Rasayan India Limited (“Acquirer”), pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”) (the “Open Offer” or “Offer”). No person is acting in concert with the Acquirer for the purpose of this Open Offer.

This public announcement (this “**Public Announcement**” or “**PA**”) is being issued by Edelweiss Financial Services Limited, the manager to the Open Offer (the “**Manager to the Offer**”), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulation 4 read with Regulations 13, 14 and 15(1) and other applicable regulations of the SEBI (SAST) Regulations.

For the purposes of this Public Announcement, the following terms shall have the meanings assigned to them below:

- a) “**Public Shareholders**” means all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding: (i) the Acquirer; (ii) the existing members of the promoter and promoter group of the Target Company; (iii) the parties to the JVA, Share Purchase Agreement and Amendment to the JVA (*as set out in paragraphs 2.1 and 2.2 of this Public Announcement*), and (iv) the persons deemed to be acting in concert with the persons set out in (i) to (iii) pursuant to and in compliance with the SEBI (SAST) Regulations;
- b) “**Sellers**” means certain individuals and entities disclosed as members of the promoter and promoter group of the Target Company as per the shareholding pattern of the Target Company for the quarter ended 31 December 2021 namely: (i) Birla Group Holdings Private Limited; (ii) Pilani Investment and Industries Corporation Limited; and (iii) Askaran Agarwala, each of whom are parties to the Share Purchase Agreement (*as defined below*);
- c) “**Tendering Period**” has the meaning given to it under the SEBI (SAST) Regulations;
- d) “**Voting Share Capital**” means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (tenth) Working Day from the closure of the Tendering Period for the Open Offer, i.e., 99,75,000 Equity Shares of the Target Company; and
- e) “**Working Day**” means any working day of the Securities and Exchange Board of India (“**SEBI**”).

1. Offer Details

- 1.1 **Offer Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 25,93,500 Equity Shares of the Target Company (collectively, the “**Offer Shares**”), constituting 26.00% of the Voting Share Capital, at a price of ₹ 595 per Offer Share aggregating to a total consideration of ₹ 1,54,31,32,500 (assuming full acceptance) (the “**Offer Size**”), in accordance with the terms and conditions mentioned in this Public Announcement, and to be set out in the detailed public statement (the “**DPS**”) and the letter of offer (the “**LoF**”) to be issued in relation to the Open Offer pursuant to the SEBI (SAST) Regulations.
- 1.2 **Price/ Consideration:** The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations. The Open Offer is being made at a price of ₹ 595 per Offer Share (the “**Offer Price**”), which is determined in accordance with Regulation 8(1) and Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirer under the Open Offer will be ₹ 1,54,31,32,500.
- 1.3 **Mode of Payment (cash/ security):** The Offer Price will be paid in cash by the Acquirer, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4 **Type of Offer (Triggered offer, voluntary offer/ competing offer, etc.):** Triggered Offer. This Open Offer is a mandatory open offer by the Acquirer under Regulation 4 of the SEBI (SAST) Regulations pursuant to the execution of the Amendment to the JVA and the Share Purchase Agreement (*as each of the documents are defined in paragraphs 2.1 and 2.2 below*). This Open Offer is not subject to any minimum level of acceptance.

2. Transaction which has triggered the Open Offer obligations (the “Underlying Transaction”)

- 2.1 The Acquirer has entered into a share purchase agreement dated 1 February 2022 with the Sellers (the “**Share Purchase Agreement**” or “**SPA**”), pursuant to which the Acquirer has agreed to purchase 24,89,802 Equity Shares of the Target Company representing 24.96% of the Voting Share Capital from the Sellers and acquire joint control over the Target Company along with Tamil Nadu Industrial Development Corporation Limited, a continuing promoter of the Target Company (“**TIDCO**”/“**Continuing Promoter**”), subject to the satisfaction of certain conditions precedent as set out under the SPA. The sale of such Equity Shares under the SPA is proposed to be executed at a price of ₹ 595 per Equity Share (the “**SPA Price**”). The SPA also sets forth the terms and conditions agreed between the Acquirer and the Sellers, and their respective rights and obligations.
- 2.2 TIDCO and Hindustan Aluminium Corporation Limited (“**HACL**”) had executed a joint venture agreement dated 4 October 1980 (“**JVA**”) pursuant to which TIDCO and HACL had set out the mutual rights and obligations as shareholders of the Target Company and with respect to the management and control of the Target Company. Birla Group Holdings Private Limited is the successor-in-interest to the rights and obligations of HACL under the said JVA by virtue of acquisition of shares including an order of the National Company Law Tribunal, Mumbai dated 9 May 2019, sanctioning the scheme of amalgamation and further by acting upon the terms and conditions of the JVA since then. TIDCO, Birla Group Holdings Private Limited, the Acquirer and the Target Company have executed an amendment to the JVA dated 1 February 2022 (“**Amendment to the JVA**”), pursuant to which the Acquirer shall, on and from the date when the Acquirer completes the purchase of 24,89,802 Equity Shares of the Target Company from the Sellers (“**Effective**

Date) in accordance with the terms and conditions under the SPA and in compliance with the SEBI (SAST) Regulations, have the right to exercise all the rights and obligations that Birla Group Holdings Private Limited is entitled to exercise under the JVA. Further, in terms of the Amendment to the JVA, upon completion of the Effective Date and subject to completion of the Open Offer, TIDCO has the right to require the Acquirer to purchase all the Equity Shares of the Target Company held by TIDCO (i.e., 25,95,000 Equity Shares representing 26.02% of the equity share capital of the Target Company) (“**Put Option Shares**”) and the Acquirer has the obligation to purchase all the Put Option Shares from TIDCO (“**Put Option**”) in accordance with the pricing mechanism set out under the Amendment to the JVA. In the event TIDCO exercises its Put Option under the Amendment to the JVA, the Acquirer shall acquire the Put Option Shares in compliance with applicable law, including the SEBI (SAST) Regulations.

2.3 Since the Acquirer will acquire and exercise joint control of and over the Target Company pursuant to the Underlying Transaction and therefore, will be classified as a promoter of the Target Company along with the Continuing Promoter in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI (LODR) Regulations**”) following the completion of the Underlying Transaction, this mandatory Open Offer is being made by the Acquirer in compliance with Regulation 4 of the SEBI (SAST) Regulations. Further, the Sellers shall be declassified from the “promoter and promoter group” category of the Target Company subject to receipt of necessary approvals required in terms of Regulation 31A(10) of the SEBI (LODR) Regulations and satisfaction of the conditions prescribed therein. The Acquirer has no intention to delist the Target Company pursuant to this Open Offer.

2.4 A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of transaction (direct/ indirect)	Mode of transaction (agreement/ allotment/ market purchase)*	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ Voting Rights (VR) acquired (Rupees in crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis-à-vis total Equity/ Voting Share Capital			
Direct	1. Share Purchase Agreement – The Acquirer has entered into the SPA with the Sellers pursuant to which the Acquirer has agreed to acquire 24,89,802 Equity Shares of the Target Company and acquire joint control over the Target Company along with the Continuing Promoter, subject to the satisfaction of certain conditions precedent as set out under the SPA.	Acquisition of 24,89,802 Equity Shares from the Sellers.	24.96% of the Voting Share Capital.	₹ 1,48,14,32,190	Cash.	Regulation 4 of the SEBI (SAST) Regulations.

Details of Underlying Transaction						
Type of transaction (direct/ indirect)	Mode of transaction (agreement/ allotment/ market purchase)*	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ Voting Rights (VR) acquired (Rupees in crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis-à-vis total Equity/ Voting Share Capital			
	2. <u>Amendment to the JVA</u> - TIDCO, Birla Group Holdings Private Limited, the Acquirer and the Target Company have executed the Amendment to the JVA pursuant to which the Acquirer shall, on and from the Effective Date in accordance with the terms and conditions under the SPA and in compliance with the SEBI (SAST) Regulations, have the right to exercise all the rights and obligations that Birla Group Holdings Private Limited is entitled to exercise under the JVA.					

* Please refer to paragraphs 2.1 to 2.3 of this Public Announcement above for further details in connection with the Underlying Transaction.

3. **Acquirer/PAC**:**

Details	Acquirer	Total
Name of Acquirer/PAC	Anupam Rasayan India Limited	-
Address	8110, GIDC Industrial Estate, Sachin, District- Surat, Gujarat – 394230.	-
Name(s) of persons in control/ promoters of Acquirer/PAC where Acquirer/PAC are companies	The Acquirer is a public listed company incorporated under the laws of India. The following persons form part of the promoter and promoter group of the Acquirer: (i) Anand Sureshbhai Desai;	-

Details	Acquirer	Total
	(ii) Mona Ananadbhai Desai; (iii) Meenaben Bharatbhai Desai; (iv) Panna Divyesh Vaidya; (v) Shraddha Anand Desai; (vi) Dr. Kiran Chhotubhai Patel (vii) Rehash Industrial and Resins Chemicals Private Limited; and (viii) Kiran Pallavi Investments LLC.	
Name of the Group, if any, to which the Acquirer/ PAC belongs to	None.	-
Pre-transaction shareholding • Number • % of total share capital	Nil.	Nil.
Proposed shareholding after the acquisition of control/ shares which triggered the Open Offer (assuming entire 26% is tendered in the Open Offer)	50,83,302 Equity Shares representing 50.96% of the issued and outstanding equity share capital of the Target Company. &&	50,83,302 Equity Shares representing 50.96% of the issued and outstanding equity share capital of the Target Company. &&
Proposed shareholding after the acquisition of control/ shares which triggered the Open Offer (assuming no Equity Shares are tendered in the Open Offer)	24,89,802 Equity Shares representing 24.96% of the issued and outstanding equity share capital of the Target Company. &&	24,89,802 Equity Shares representing 24.96% of the issued and outstanding equity share capital of the Target Company. &&
Any other interest in the Target Company	None	None.

** No person is acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (“Deemed PACs”), however, such Deemed PACs are not acting in concert with the Acquirer for the purpose of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

&& Please refer to paragraphs 2.1 to 2.3 of this Public Announcement above for further details in connection with the Underlying Transaction.

4. **Details of the selling shareholders, if applicable:**

4.1 The details of the Sellers under the Share Purchase Agreement are as follows:

S.No.	Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the Sellers			
			Pre-Transaction		Post Transaction	
			Number of Equity Shares	% of Voting Share Capital	Number of Equity Shares	% Voting Share Capital
1.	Birla Group Holdings Private Limited	Yes	19,90,652	19.96%	0	0.00%
2.	Pilani Investment and Industries Corporation Limited	Yes	4,98,000	4.99%	0	0.00%
3.	Askaran Agarwala	Yes	1,150	0.01%	0	0.00%

4.2 Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire joint control over the Target Company and the Acquirer shall become the promoter of the Target Company along with the Continuing Promoter, including in accordance with the provisions of the SEBI (LODR) Regulations, and each of the Sellers will cease to be part of the promoter and promoter group of the Target Company. Accordingly, the Sellers will be de-classified from the “promoter and promoter group” category of the Target Company, subject to receipt of necessary approvals as required in terms of the SEBI (LODR) Regulations and satisfaction of the conditions prescribed therein.

5. **Target Company**

Name: Tanfac Industries Limited.

Registered Office: Plot No.14, SIPCOT Industrial Complex, Kudikadu, Cuddalore, Tamil Nadu, 607005.

Exchanges where listed: The Equity Shares of the Target Company are listed on BSE Limited (Scrip Code: 506854).

The ISIN of the Target Company is INE639B01015.

6. **Other Details**

6.1 The Public Announcement is made in compliance with Regulation 13(1) of the SEBI (SAST) Regulations.

6.2 The DPS to be issued under the SEBI (SAST) Regulations shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place

where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the Equity Shares of the Target Company are listed, within five (5) Working Days from this Public Announcement, in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, i.e., on or before 8 February 2022. The DPS, shall, *inter alia*, contain details of the Open Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the Sellers, the background to the Open Offer, details of the Share Purchase Agreement and Amendment to the JVA, including the conditions precedent thereunder, and details of financial arrangements, and other terms of the Open Offer and the conditions thereto.

- 6.3 The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.4 The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5 The Acquirer and their directors accept full responsibility for the information contained in this Public Announcement. The Acquirer undertakes that it is aware of and will comply with the obligations under the SEBI (SAST) Regulations and that it has adequate financial resources for meeting its obligations under the SEBI (SAST) Regulations.
- 6.6 This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LoF, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 6.7 All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Sellers contained in this Public Announcement has been obtained from the Sellers.
- 6.8 In this Public Announcement, all references to “₹” are references to Indian Rupees.
- 6.9 In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.

Issued by the Manager to the Open Offer:



Edelweiss Financial Services Limited

6th Floor, Edelweiss House

Off. C.S.T Road, Kalina

Mumbai 400 098.

Tel: +91 22 4009 4400

Email: tanfac.openoffer@edelweissfin.com

Contact person: Lokesh Shah

SEBI Registration Number: INM0000010650

Validity Period: Permanent

CIN: L99999MH1995PLC094641

For and on behalf of the Acquirer

Anupam Rasayan India Limited (Acquirer)

Place: Surat

Date: 1 February 2022