



AARTI SURFACTANTS LIMITED

Registered Office: 801, 801/23, GDC Estate, Phase III Vapi, Valsad, Gujarat, 396195, India; Tel. No.: +91 22 6797 6666/661; Email: investors@aarti-surfactants.com; Website: www.aarti-surfactants.com; Corporate Identification Number: U24100GJ2018PLC102891; Contact Person: Mr. Prashant Balasaheb Gaikwad, Company Secretary & Compliance Officer.

OPEN OFFER FOR ACQUISITION OF UP TO 19,71,965 (NINETEEN LAKH SEVENTY ONE THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF AARTI SURFACTANTS LIMITED ("TARGET COMPANY"), REPRESENTING 26% OF FULLY PAID-UP EQUITY SHARE CAPITAL AND VOTING CAPITAL, FROM PUBLIC SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹ 284 (RUPEES TWO HUNDRED EIGHTY FOUR ONLY) PER EQUITY SHARE, BY MRS. JAYA CHANDRAKANT GOGRI ("ACQUIRER 1") AND M/S NIKHIL HOLDINGS PRIVATE LIMITED ("ACQUIRER 2") (COLLECTIVELY REFERRED TO AS "ACQUIRERS") 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, ("SEBI (SAST) REGULATIONS") ("OFFER" OR "OPEN OFFER").

THIS DETAILED PUBLIC STATEMENT ("DPS") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED, THE MANAGER TO THE OFFER ("MANAGER"), FOR AND ON BEHALF OF THE ACQUIRERS IN COMPLIANCE WITH REGULATION 13(4) OF THE SEBI (SAST) REGULATIONS, PURSUANT TO THE PUBLIC ANNOUNCEMENT ("PA") FILED WITH BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), (COLLECTIVELY REFERRED TO AS "STOCK EXCHANGES") ON AUGUST 10, 2020 IN TERMS OF REGULATION 3(2) OF THE SEBI (SAST) REGULATIONS. THE PA WAS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") AND SENT TO THE TARGET COMPANY AT ITS REGISTERED OFFICE ON AUGUST 10, 2020, IN TERMS OF REGULATION 14(2) OF THE SEBI (SAST) REGULATIONS.

For the purpose of this DPS, the following terms would have the meaning assigned to them herein below:

- 1. "Deemed Person Acting in Concert" 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;
2. "Equity Shares" or "Shares" shall mean the fully paid-up equity shares of face value of ₹ 10 (Rupees Ten only) each of the Target Company;
3. "Public Shareholders" shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except: (i) Acquirers; (ii) Sellers and (iii) Deemed Person Acting in Concert with parties as set out in (i) and (ii);
4. "Promoter and Promoter Group" 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) Orchard 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. Aamav Rashesh Gogri, (xvii) Mr. Aashay Rashesh Gogri, (xviii) Ms. Pooja Renil Gogri, (xix) Late Dhnanvanti Vallabhaji Gogri, (xx) Ms. Indira Madan Dedhia, (xxi) Ms. Bharu Pradip Savia, (xxii) Labdhi Business Trust, (xxiii) Anushakti Enterprise Private Limited, (xxiv) Alchemie Financial Services Limited, (xxv) Gogri Finserv Private Limited, (xxvi) Dillesh Roadlines Private Limited, (xxvii) Mr. Parimal Hasmukhlal Desai, (xxviii) Mr. Nikhil Parimal Desai, (xxix) Ms. Sarla Shantilal Shah, (xxx) Mr. Shantilal Tejsi Shah, (xxxi) Ms. Nehal Garewal, (xxxii) Ms. Bhavna Shah Laika, (xxxiii) Ms. Ratanben Premji Gogri, (xxxiv) Shantilal Tejsi Shah (HUF), (xxxv) Ms. Heena Bhatia, (xxxvi) Ms. Tarla Parimal Desai, (xxxvii) Ms. Gunvanti Navin Shah, (xxxviii) Ms. Prasad Yogesh Banatwala, (xxxix) Mr. Dilip Tejsi Dedhia, (xxxx) Heena Family Private Trust and (xxxxi) Valiant Organics Limited.
5. "Sellers" shall mean Seller 1 to Seller 9 as defined in point 3 below.
6. "Sale Shares" means 6,91,606 Equity Shares of the Target Company held by the Seller 1 to Seller 7 on the SPA Date, constituting 9.12% of fully paid-up equity share capital and voting capital of the Target Company;
7. "SPA" means the share purchase agreement dated August 10, 2020 executed between the Acquirers and the Seller 1 to Seller 7, pursuant to which the Acquirers have agreed to acquire 6,91,606 Equity Shares of the Target Company, representing 9.12% of the total 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;
8. "SPA Date" means the execution date of the SPA;
9. "Tendering Period" means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;
10. "Voting Share Capital" means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10 (ten) Working Day from the closure of the Tendering Period of the Open Offer; and
11. "Working Day" has the same meaning as ascribed to it in the SEBI (SAST) Regulations.

ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER

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 IT, Powai, Mumbai -400 076.

1.2 Acquirer 1 is a Bachelor of Arts (Special) from university of Bombay.

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 network 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 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.

1.6 Acquirer 1 confirms that she is not categorized as a "willful defaulter" in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.

1.7 Acquirer 1 confirms that she is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

1.8 Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where she is made party to.

1.9 Acquirer 1 is not related to Acquirer 2.

2. INFORMATION ABOUT THE ACQUIRER 2:

(a) 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.

(b) The Registered Office of Acquirer 2 is situated at A-1403 / Runwal Heights, L.B.S. Marg, Opp. Nirml Lifestyle, Mulund (West), Mumbai - 400 080.

(c) The Acquirer 2 is engaged in the business of investments in activities such as shares, private equity, intercorporate loans etc.

(d) Acquirer 2 belongs to the Aarti Group.

(e) 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.

(f) Details of the key shareholders/ persons in control / promoters of the Acquirer 2:

Sr. No.	Name of the Shareholders	No. of Shares	%
1	Mr. Parimal Hasmukhlal Desai	376	31.33
2	Ms. Tarla Parimal Desai	269	22.42
3	Mr. Nikhil Parimal Desai	555	46.25
	Total	1,200	100.00

(g) None of the securities of Acquirer 2 are listed on any of the stock exchanges in India or outside India.

(h) Acquirer 2 is not related to Acquirer 1.

(i) Acquirer 2 has confirmed that it is not categorized as a "willful defaulter" in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.

(j) 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.

(k) 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.

(l) 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:

(₹ in Lakhs except EPS)

Particulars	For the financial year ended March 31,		
	2019 (Audited)	2018 (Audited)	2017 (Audited)
Total Revenue (including other income)	155.13	128.62	14.24
Profit/(loss) after tax (after minority interest)	142.69	118.95	1.26
Earnings Per Share (₹)	11,891.03	9,912.35	105.41
Shareholders' Funds	400.92	258.23	139.28

(m) Acquirer 2 confirms that there are no pending litigations pertaining to securities market where it is made party to.

(n) 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.

3. INFORMATION ABOUT THE SELLERS

Sr. No.	Name of the Sellers	Address/ Registered Office	Transaction through SPA/ market	Details of shares/ voting rights held by the Sellers Pre Transaction		
				Number	%	
Seller 1	Mr. Rajendra Vallabhaji Gogri	2402, Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IT, Powai, Mumbai -400 076	SPA	1,55,489	2.05%	
Seller 2	Rajendra Vallabhaji Gogri (HUF)	2402, Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IT, Powai, Mumbai -400 076		30,827	0.41%	
Seller 3	Ms. Arti Rajendra Gogri	2401, Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IT, Powai, Mumbai -400 076		53,425	0.70%	
Seller 4	Alchemie Finserv Private Limited	Gala No. 127, 1st Floor, Udyog Kshetra Mulund Goregaon Link Road, Mulund West Mumbai MH 400080 IN		26,410	0.35%	
Seller 5	Tulip Family Trust	127, 1st Floor, Udyog Kshetra Mulund, Goregaon Link Road, Mulund (West), Mumbai - 400080		1,39,473		
Seller 6	Orchid Family Trust	127, 1st Floor, Udyog Kshetra Mulund, Goregaon Link Road, Mulund (West), Mumbai - 400080		1,39,682	1.84%	
Seller 7	Safechem Enterprises Private Limited	Gala No. 127, 1st Floor, Udyog Kshetra Mulund Goregaon Link Road, Mulund West Mumbai MH 400080 IN		1,46,300	1.93%	
Seller 8	Mr. Mirik Rajendra Gogri	2401, Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IT, Powai, Mumbai -400 076		Market	3,62,500	4.78%
Seller 9	Mr. Renil Rajendra Gogri	2402, Richmond Towers, Cliff Avenue, Near Hiranandani School, Hiranandani Gardens, Powai IT, Powai, Mumbai -400 076			3,62,500	4.78%
	TOTAL			14,16,606	18.68%	

- a. Post consummation of the SPA Shares, Seller 1 to Seller 7 shall not hold any Equity Shares of the Target Company. Further, Seller 8 and Seller 9 had sold their Equity Shares to Acquirer 1 on August 10, 2020 through block deal 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.
b. Seller 2 is a Hindu Undivided Family of Seller 1. Seller 1 is the karta of Seller 2.
c. Seller 4 private limited company was incorporated under the Companies Act, 1956 on January 8, 2013. Equity shares of Seller 4 are not listed at any of the stock exchanges. There has been no change in the name of Seller 4 since incorporation.
d. Seller 5 and 6 are private trusts.
e. Seller 7 a private limited company was incorporated under the Companies Act, 1956 on July 23, 2003. Equity shares of Seller 7 are not listed at any of the stock exchanges. There has been no change in the name of Seller 7 since incorporation.
f. The Sellers belong to the Aarti group.
g. Sellers belong to the Promoter and Promoter Group of the Target Company
h. None of the Sellers as mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

4. INFORMATION ABOUT THE TARGET COMPANY

4.1 The Target Company was incorporated on June 18, 2018 under the Companies Act 2013 as "Aarti 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.

4.2 The Registered Office of the Target Company is situated at 801, 801/23, GDC Estate, Phase III Vapi, Valsad, Gujarat - 396195, India; Email: investors@aarti-surfactants.com; Website: www.aarti-surfactants.com.

4.3 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 INE09E001013. (Source: www.bseindia.com and www.nseindia.com)

4.4 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 specialty 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, talow, 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".

4.5 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)

4.6 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.

4.7 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.

4.8 As on the date of this DPS, there are no outstanding partly paid up shares of the Target Company.

4.9 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 and www.nseindia.com)

4.10 The brief audited standalone of the Target Company for the financial years ended March 2019 and 2020 and consolidated financial information of the Target Company for the financial year ended March 2020 are as under:

(₹ In Lakhs, except EPS)

Particulars	For the financial year ended March 31,		
	Consolidated Audited	Standalone Audited	
	2020	2020	2019
Total Income	32,607.30	32,607.30	26,439.14
Profit/(Loss) After Tax	208.61	209.11	(647.94)
Earnings Per Share- Basic (₹)	2.75	2.76	(8.54)
Earnings Per Share- Diluted (₹)	2.75	2.76	(7.48)
Shareholders Fund	11,094.96	11,095.46	13,596.71

Target Company was incorporated on June 18, 2018.

5. DETAILS OF THE OFFER

5.1 This 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), ("Offer Size").

5.2 The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

5.3 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.

5.4 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.

5.5 The Equity Shares of the Target Company will be acquired by the Acquirers 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 therefor.

5.6 To the best of the knowledge and belief of the Acquirers, as on the date of this DPS, there are no statutory or other approvals required to implement the Offer other than as indicated in section VI of this DPS. 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 this 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.

5.7 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 DPS. 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 Offer.

5.8 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.

5.9 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.

5.10 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.

II. BACKGROUND TO 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 Promoters hold 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 hold 6,05,322 Equity Shares representing 7.98% of fully paid-up equity share capital and voting capital of the Target Company. All others members forming part of promoter and promoter group of the Target Company deemed to be acting in concert with the Acquirers as per the definition under Regulation 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	%
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. Arti 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%
	Total	6,91,606	9.12%

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. 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. As on the date of this DPS, none of the Acquirers have acquired any Equity Shares through this purchase order.

4. Pursuant to the above, 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 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.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed equity shareholding of the Acquirers in the Target Company and the details of the acquisition are as follows:

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 DPS date - 7,25,000 Equity Shares through block deal	7,25,000 (9.56%)	Nil (NA)
Equity Shares proposed to be acquired in the Offer (assuming full acceptance)		19,71,965 (26.00%)
Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period		44,93,893* (59.25%)

* 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.

2. Mr. Nikhil Parimal Desai, director of Acquirer 2 holds 40,333 Equity Shares representing 0.53% of fully paid-up equity share capital and voting capital of the Target Company. Apart from this and as mentioned above, Acquirer 1, Acquirer 2 and its directors, do not hold any Equity Share of the Target Company.

IV. OFFER PRICE

- 1. The Equity Shares of the Target Company are listed on BSE and NSE only.
2. 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 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</	

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Public Announcement (PA)	Monday, August 10, 2020
Publication of DPS in the newspapers	Saturday, August 15, 2020
Filing of the draft letter of offer with SEBI	Friday, August 21, 2020
Last date for a competitive bid	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
Identified Date*	Tuesday, September 15, 2020
Letter of Offer to be dispatched to shareholders	Tuesday, September 22, 2020
Last date for revising the Offer price/ number of shares	Monday, September 28, 2020
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Friday, September 25, 2020
Date of publication of Offer Opening Public Announcement	Monday, September 28, 2020
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, September 29, 2020
Date of Expiry of Tendering Period (Offer Closing Date)	Tuesday, October 13, 2020
Last Date for completion of all requirements including payment of consideration	Tuesday, October 27, 2020

* The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the equity shares of the Target Company (except the Acquirers and Promoters of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

VIII. ELIGIBILITY TO PARTICIPATE IN THE OFFER AND PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All the Public Shareholders of the Target Company whether holding the Equity Shares in physical form or dematerialized form are eligible to participate in this Offer at any time during the tendering period for this Offer.
- Persons 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 Draft Letter of Offer, may also participate in this Offer.
- The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 issued by SEBI.



- BSE shall be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- The Acquirers have appointed Buying Broker for the Open Offer through whom the purchases and the settlement of the Open Offer shall be made during the tendering period. The contact details of the Buying Broker are as mentioned below:
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
- The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available to the Stock Exchange in the form of a separate window ("**Acquisition Window**").
- The Equity Shareholders will have to ensure that they keep a Demat Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- All the shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock broker ("**Selling Broker**") during the normal trading hours of the secondary market during the Tendering Period. Upon placing the bid, the Selling Broker(s) shall provide the Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc
- Shareholders who wish to bid /offer their physical shares in the Offer are requested to send their original documents as mentioned in the LOF to the Registrar to the Offer so as to reach them within 2 days from closure of the TP. It is advisable to email scanned copies of the original documents mentioned in the LOF, first to the Registrar to the Offer then send physical copies to the Registrar's address as provided in the LOF.
- In the event Seller Broker of shareholder is not registered with BSE then that shareholder can approach the Buying Broker as defined in the Point # 5 above and tender the shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI regulations.
- The process of tendering Equity Shares by the Equity Shareholders holding in demat and physical Equity Shares will be separately enumerated in the Letter of Offer.
- 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 May 28, 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.
- It must be noted that the detailed procedure for tendering the shares in the offer will be available in the Letter of Offer

("LOF"). Kindly read it carefully before tendering Equity Shares in the Offer. Equity Shares once tendered in the Offer cannot be withdrawn by the Shareholders.

IX. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

X. OTHER INFORMATION

- The Acquirers and the directors of Acquirer 2 accept the full and final responsibility for the information contained in the Public Announcement and the DPS and for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations.
- The Public Announcement, the DPS and the Letter of Offer would also be available on the SEBI website: www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059; Tel. No.: +91 22 4082 0914/906; Fax No.: +91 22 4082 0999; Email id: openoffers@saffronadvisor.com; Website: www.saffronadvisor.com; Investor Grievance: investorgrievance@saffronadvisor.com; SEBI Registration Number: INM000011211 Validity: Permanent Contact Person: Mr. Amit Wagle	 LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel. No.: + 91 22 4918 6200 Fax No.: + 91 22 4918 6195 Email id: aartisurfactants.offer@linkintime.co.in Website: www.linkintime.co.in Investor Grievance: aartisurfactants.offer@linkintime.co.in SEBI Registration Number: INR000004058 Validity: Permanent Contact Person: Mr. Sumeet Deshpande

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

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

Place: Mumbai

Date: August 14, 2020

CONCEPT

Size: 32.9x10cm