

Date: January 8, 2024

To,
The Board of Directors
Sanghi Industries Limited
Sanghinagar P O,
Hayath nagar Mandal,
R.R District, Hyderabad,
Telangana, 501511

Dear Sir/Madam,

Sub: Open Offer by Ambuja Cements Limited ("Acquirer") to acquire up to 6,71,64,760 Equity shares of ₹ 10/- each for cash at a price of ₹ 121.90/- per Equity Share aggregating up to ₹ 818.74/- crores, to the Public shareholders of Sanghi Industries Limited ("Target Company") in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") ("Open Offer" / "Offer")

This has further reference to the captioned Open Offer, the public announcement dated August 03, 2023 and detailed public statement dated August 09, 2023, published on August 10, 2023 and Draft Letter of Offer dated August 21, 2023.

Please find enclosed copy of the Letter of Offer dated January 5, 2024 filed with the Securities and Exchange Board of India.

We request you to please take the above submission on record and disseminate it on your website.

For SBI Capital Markets Limited

Sambit Rath



Authorised Signatory

Place: Mumbai

Encl: a/a

LETTER OF OFFER

“THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION”

The Letter of Offer is being sent to you as a Public Shareholder (*as defined below*) of **SANGHI INDUSTRIES LIMITED** (“**Target Company**”). If you require any clarifications about the actions to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer (*as defined below*) or the Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*), please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement to the member of the Stock Exchange (*as defined below*) through whom the said sale was effected.

OPEN OFFER BY

AMBUJA CEMENTS LIMITED (“Acquirer”)

Registered Office: Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S.G. Highway, Khodiyar, Ahmedabad, Gujarat 382421
Telephone: 079-25555555; Fax: Not available

At a price of INR 121.90 (Indian Rupees One Hundred Twenty One and Ninety paise) (“**Revised Offer Price**”) per Equity Share (*as defined below*), payable in cash, to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) fully paid up equity shares (“**Offer Shares**”), constituting 26.00% (Twenty Six percent) of the Voting Share Capital (*as defined below*) pursuant to and in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”) from the Public Shareholders (“**Open Offer**” or “**Offer**”)

OF

SANGHI INDUSTRIES LIMITED (“Target Company”)

Registered office: P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana – 501 511
Tel: 08415-242240; Fax: 08415-242239

NOTE:

1. This Offer is being made by the Acquirer pursuant to and in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. Non-resident Indian (“**NRI**”) and overseas corporate body (“**OCB**”) holders of Equity Shares, if any, willing to tender their shares in the Offer must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the Reserve Bank of India (“**RBI**”)) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Public Shareholders, who are not persons resident in India including NRIs, OCBs, Foreign Portfolio Investors (“**FPIs**”) and Foreign Institutional Investors (“**FIIs**”), had required any approvals (including from the RBI or any other regulatory body) at the time of original investment in respect of the Equity Shares held by them currently, they will be required to submit such previous approvals along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
5. To the best of the knowledge of the Acquirer, there are no statutory approval(s) required to complete the Underlying Transaction (*as defined below*) and this Offer. However, if any statutory approval(s) are required or become applicable at a later date before the completion of this Offer, this Offer would be subject to the receipt of such statutory approvals(s). In the event such statutory approval(s) are refused, the Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations.
6. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Revised Offer Price or the number of Offer Shares, upwards, at any time prior to commencement of the last 1 (One) Working Day (*as defined*

below) before the commencement of the Tendering Period (*as defined below*), and the Acquirer shall (a) make corresponding increases to the escrow amounts, as more particularly set out in Part 5 (*Offer Price and Financial Arrangements*), (b) make a public announcement in the newspapers in which the DPS (*as defined below*) was published, and (c) simultaneously with the making of such announcement, inform Securities Exchange Board of India (“SEBI”), the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer 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 Letter of Offer.

7. There is no competing offer to this Offer as of the date of this Letter of Offer (“LOF”).
8. Unless otherwise stated, the information set out in this LOF reflects the position as of the date hereof.
9. A copy of the Public Announcement, Detailed Public Statement, Draft Letter of Offer, and this Letter Of Offer (including the Form of Acceptance-cum Acknowledgement) is also available on the website of SEBI (www.sebi.gov.in).

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

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>SBI Capital Markets Limited Unit No. 1501, 15th Floor, A & B Wing, Parinee Crescenzo Building, Plot C-38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India Tel. No.: +91 22 4006 9807 Website: www.sbicaps.com Email ID: sanghi.openoffer@sbicaps.com Contact Person: Janardhan Wagle / Sambit Rath / Karan Savardekar SEBI Registration Number: INM000003531</p>	 <p>Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel. No.: +91 810 811 4949 Fax No.: + 91 22 49186195 Website: www.linkintime.co.in Email ID: sanghi.offer2023@linkintime.co.in Contact Person: Pradnya Karanjekar SEBI Registration Number: INR000004058</p>

TENTATIVE SCHEDULE OF MAJOR ACTIVITIES OF OPEN OFFER

The schedule of major activities under the Offer is set out below:

Sr. No	Activities	Original Schedule of Activities (Day and Date)	Revised Schedule of Activities (Day and Date)
1	Issue of Public Announcement	Thursday, August 03, 2023	Thursday, August 03, 2023
2	Publication of the Detailed Public Statement in newspapers	Thursday, August 10, 2023	Thursday, August 10, 2023
3	Last date for filing of the draft letter of offer with SEBI	Monday, August 21, 2023	Monday, August 21, 2023
4	Last date for public announcement for competing offer(s)	Monday, September 04, 2023	Monday, September 04, 2023 [@]
5	Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, September 11, 2023	Thursday, December 28, 2023 ^{**}
6	Identified Date* for determining shareholders to whom LOF shall be sent	Wednesday, September 13, 2023	Monday, January 01, 2024
7	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Thursday, September 21, 2023	Monday, January 08, 2024
8	Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Tuesday, September 26, 2023	Thursday, January 11, 2024
9	Last date for upward revision of the Offer Price/ the size of the Open Offer	Tuesday, September 26, 2023	Thursday, January 11, 2024
10	Date of publication of opening of Open Offer public announcement in the newspapers in which the DPS has been published	Wednesday, September 27, 2023	Friday, January 12, 2024
11	Date of commencement of the Tendering Period (“Offer Opening Date”)	Friday, September 29, 2023	Monday, January 15, 2024
12	Date of closure of the Tendering Period (“Offer Closing Date”)	Friday, October 13, 2023	Monday, January 29, 2024
13	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares	Monday, October 30, 2023	Monday, February 12, 2024

Sr. No	Activities	Original Schedule of Activities (Day and Date)	Revised Schedule of Activities (Day and Date)
	to the Public Shareholders		
14	Last date for publication of post-Open Offer public announcement in the newspapers in which this Detailed Public Statement was published	Monday, November 06, 2023	Tuesday, February 20, 2024
15	Last date for filing the post Offer report with SEBI	Monday, November 06, 2023	Tuesday, February 20, 2024

** The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all Public Shareholders (i.e., holders (registered or unregistered) of Equity Shares (except the Acquirer, Sellers and persons deemed to be acting in concert with parties to the SPA)) are eligible to participate in the Offer any time during the Tendering Period.*

@There has been no competing offer.

***Actual date of receipt of SEBI observations.*

Note: *The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.*

RISK FACTORS

The risk factors set forth below pertain to this Offer, the Underlying Transaction contemplated under the Share Purchase Agreement and association with the Acquirer, and do not pertain to the present or future business or operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer, but are merely indicative. Public Shareholders are advised to consult their legal advisor, stock broker and investment consultant and/ or tax advisors, for analyzing all the risks with respect to their participation in the Offer.

For capitalised terms used herein please refer to the section on Key Definitions set out below

1. Risk factors relating to the Underlying Transaction and/or the Open Offer

- 1.1. The Open Offer is an open offer under the SEBI (SAST) Regulations to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) fully paid-up Equity Shares representing 26.00% (Twenty Six percent) of the Voting Share Capital, from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the Offer Size (*as defined below*), then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares, representing 26.00% of the Voting Share Capital. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The lien marked against the unaccepted Equity Shares tendered by the Public Shareholders shall be released in accordance with the schedule of activities for the Open Offer.
- 1.2. To best of the knowledge of the Acquirer, there are no statutory approval(s) required by the Acquirer to complete the Underlying Transaction or this Offer. In the event any statutory approvals become applicable at a later date before the completion of this Offer, this Offer would be subject to the receipt of such statutory approval(s). In the event such statutory approval(s) are refused, the Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 1.3. In case of delay/ non-receipt of any approval which may be required at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of the requisite approval was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Where the statutory approval(s) extend to some but not all Public Shareholders, the Acquirer will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory approval(s) are required in order to complete this Offer.
- 1.4. The acquisition of Equity Shares tendered by NRIs and OCBs is subject to approval from the RBI. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by

them in this Offer (including without limitation, the approval from the RBI or the relevant government authorities) and submit copies of such approvals, along with the other documents required in terms of this LOF. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, Qualified Foreign Investors, FIIs and FPIs) had required any approvals (including from the RBI) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, to tender the Equity Shares held by them along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on a repatriable basis or a non-repatriable basis.

- 1.5. The completion of the acquisition of the Promoter Seller Shares (*as defined below*) under the SPA (*as defined below*) in one or more tranches is subject to the terms and conditions of the SPA, including fulfilment of conditions precedent by the Target Company and the Sellers and completion risks as would be applicable.
- 1.6. The Public Shareholders should note that under the SEBI (SAST) Regulations, once the Public Shareholders have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer even in the event of a delay in the acceptance of the Equity Shares under the Offer and/ or the dispatch of consideration. A lien shall be marked against the Equity Shares tendered in the Offer by the Public Shareholders until the completion of the formalities of this Offer and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares during such period, even if the acceptance of the Equity Shares in this Offer and/ or payment of consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. Accordingly, neither the Acquirer nor the Manager to the Offer make any assurance with respect to the market price of the Equity Shares and disclaim any responsibility with respect to any decision by any Public Shareholder on whether or not to participate in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 1.7. In terms of circular issued by SEBI bearing reference number SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 144 dated July 31, 2020, Public Shareholders holding Equity Shares in physical form are allowed to tender their Equity Shares in the Open Offer. However, the acceptance of the Equity Shares in physical form tendered in this Open Offer would be conditional on the Public Shareholders holding the physical Equity Shares and wishing to tender the same in the Open Offer, following the process laid out in more detail in the Letter of Offer, diligently and submitting all the required documents for the purpose of ensuring that their physical Equity Shares can be verified and confirmed by the Registrar to the Offer.
- 1.8. Neither the Acquirer nor the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Offer acceptance forms, copies of delivery instruction slips, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 1.9. The information contained in this LOF is as of the date of this LOF unless expressly stated otherwise. The Acquirer and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this LOF.

- 1.10. The Public 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 Acquirer and the Manager to the Offer do not accept any responsibility in this regard, including for the accuracy or otherwise of the tax provisions set forth in this LOF.
- 1.11. This Offer is subject to completion risks as would be applicable to similar transactions.
- 1.12. The information pertaining to the Target Company and/ or the Sellers contained in the PA, DPS, DLOF, Corrigendum or this LOF or any other advertisement/ publications made in connection with the Open Offer has been compiled from publicly available sources or information provided by the Target Company or the Sellers, as the case may be. The Acquirer has not independently verified such information and does not accept any responsibility with respect to any information pertaining to the Target Company and/ or the Sellers.
- 1.13. In the event that either: (a) there is any litigation leading to a stay order or an injunction on the Offer or that restricts or restrains the Acquirer from performing its obligations hereunder, or (b) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be withdrawn or may be delayed beyond the schedule of activities indicated in this LOF. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly tendered and accepted under this Offer as well as the return of Equity Shares not validly tendered and accepted under this Offer, may be delayed. In the event SEBI instructs the Acquirer to not proceed with this Offer, then this Offer process shall be withdrawn and the Acquirer (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 1.14. Any person placing reliance on any source of information other than the PA, the DPS, the DLOF, the Corrigendum, this LOF or any other advertisement or materials issued by or on behalf of the Acquirer, will be doing so at its own risk. The Acquirer and the Manager to the Offer accept no responsibility for statements made in connection with this Offer, other than those they expressly take responsibility for in the PA, the DPS, the DLOF, the Corrigendum, this LOF or in any advertisement or other materials issued by or on behalf of the Acquirer.
- 1.15. This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this LOF residing 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 Acquirer or the Manager to the Offer to any new or additional registration requirements. This LOF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.
- 1.16. The Offer is being made for securities of an Indian company and Public Shareholders of the Target Company in the U.S. (*as defined below*) should be aware that this LOF and any other documents relating to the Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the offer timetable and timing of payments, all of which differ from those in the U.S. Any financial information included in this LOF or in any other documents relating to the Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies

whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

- 1.17. The receipt of cash pursuant to the Offer by a Public Shareholder of the Target Company may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Public Shareholder of the Target Company is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Offer.
- 1.18. Neither the U.S. Securities Exchange Commission nor any U.S. state securities commission has approved or disapproved the Offer or passed any comment upon the adequacy or completeness of this Offer. Any representation to the contrary is a criminal offence in the U.S.
- 1.19. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Corrigendum, this Letter of Offer, or in the advertisement or any materials issued by or at the instance of the Acquirer, excluding such information pertaining to the Target Company, which has been obtained from publicly available sources or provided or confirmed by the Target Company. Any person placing reliance on any other source of information will be doing so at his/her/its own risk. Information relating to the Target Company has not been independently verified by the Acquirer or the Manager.

2. Risk factors relating to the Acquirer

- 2.1. Neither the Acquirer nor the Manager to the Offer make any assurance with respect to its investment/ divestment decisions relating to the proposed shareholding in the Target Company.
- 2.2. Neither the Acquirer nor the Manager to the Offer make any assurance with respect to the continuation of past trends in the financial performance of the Target Company.
- 2.3. Neither the Acquirer nor the Manager to the Offer make any assurance with respect to the future financial performance of the Target Company.
- 2.4. Neither the Acquirer nor the Manager to the Offer can provide any assurance with respect to the market price of the Equity Shares, before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.
- 2.5. For the purpose of disclosures in the LOF relating to the Target Company and the Sellers, the Acquirer has relied on the information provided by the Target Company and the Sellers and has not independently verified the accuracy of details of the Target Company and the Sellers.
- 2.6. As per Regulation 38 of the SEBI (LODR) Regulations (*as defined below*), as amended, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (“SCRR”), the Target Company is required to maintain at least 25.00% (Twenty Five percent) public shareholding (“MPS”), as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer and the Underlying Transaction contemplated under the SPA, the public shareholding in the Target Company may fall below such MPS requirement. In such an event, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within

a maximum period of 12 (twelve) months from the date of such fall, being the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines.

The risk factors set forth above are not a complete analysis of all risks in relation to the Underlying Transaction, Offer or in association with the Acquirer but are only indicative in nature. The risk factors set forth above are limited to the Underlying Transaction and the Offer and do not pertain 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 participation or otherwise by Public Shareholders in the Offer. Public Shareholders are advised to consult their stock brokers, tax advisors or investment consultants for understanding further risks with respect to their participation in the Offer.

3. CURRENCY OF PRESENTATION

In this LOF, all references to “**Rs.**” / “**INR**” are to Indian Rupee(s), the official currency of India. In this LOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

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KEY DEFINITIONS/ ABBREVIATIONS

Acquirer	Ambuja Cements Limited
Board of Directors	Board of Directors of the Acquirer or the Target Company, as the case may be
BSE	BSE Limited
Buying Broker	SBICAP Securities Limited
Clearing Corporation	Indian Clearing Corporation Limited
Corrigendum	Corrigendum to the PA, DPS, and DLOF dated December 05, 2023, which was published on December 06, 2023 in all the newspapers in which the DPS was published viz. all editions of Financial Express and Jansatta, Hyderabad edition of Surya, and Mumbai edition of Navshakti, issued by the Manager to the Offer, on behalf of the Acquirer, in accordance with Regulation 18(5)(b) of the SEBI (SAST) Regulations
Crore	1,00,00,000 units
Detailed Public Statement / DPS	Detailed Public Statement dated August 09, 2023, which was published on August 10, 2023 in all editions of Financial Express and Jansatta, Hyderabad edition of Surya, and Mumbai edition of Navshakti issued by the Manager to the Offer, on behalf of the Acquirer, in compliance with the SEBI (SAST) Regulations
DIN	Director Identification Number
Draft Letter of Offer / DLOF	Draft Letter of Offer dated August 21, 2023, as filed with SEBI
DTAA	Double Taxation Avoidance Agreement
DP	Depository Participant
Eligible Shareholders or Public Shareholders	All the public shareholders of the Target Company who are eligible to tender their shares in the Open Offer, excluding: (i) the Acquirer; (ii) Sellers; and (iii) persons deemed to be acting in concert with parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations
EPS	Earnings per share
Equity Share(s) / Share(s)	Each fully paid-up equity share of the Target Company, having face value of INR 10 each

FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FI	Financial Institutions
FII / FPI	Foreign Institutional Investor or Foreign Portfolio Investor, as defined in FEMA
Form of Acceptance	Form of Acceptance- <i>cum</i> -Acknowledgement, which shall accompany the Letter of Offer.
Identified Date	10th (Tenth) Working Day prior to commencement of the Tendering Period for purpose of determining the Public Shareholders to whom the LOF shall be sent
Letter of Offer / LOF	This Letter of Offer dated January 05, 2024 issued to Public Shareholders in connection with this Open Offer
Manager to the Offer	SBI Capital Markets Limited
MF	Mutual Funds
NRI	Non-resident Indian
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body as defined in Foreign Exchange Management (Deposit) Regulations, 2000
Offer Period	Period between the date of entering into an agreement, formal or informal, to acquire shares, voting rights in, or control over a target company requiring a public announcement, or the date of the public announcement, as the case may be, and the date on which the payment of consideration to shareholders who have accepted the open offer is made, or the date on which open offer is withdrawn, as the case may be
Original Offer Price	Price of INR 114.22 (Indian Rupees One Hundred Fourteen and Twenty Two paise) per Equity Share determined in accordance with Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations.
Offer Size	Up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares, constituting 26.00% (Twenty Six percent) of the Voting Share Capital
PAN	Permanent Account Number

Promoter Seller Shares	Up to 14,65,78,491 (Fourteen Crore Sixty Five Lakh Seventy Eight Thousand Four Hundred and Ninety One) Equity Shares constituting up to 56.74% (Fifty Six point Seven Four percent) of the Voting Share Capital
Public Announcement / PA	Public Announcement dated August 03, 2023 issued by the Manager to the Offer on behalf of the Acquirer, in relation to this Offer and filed with the Stock Exchanges, SEBI and the Target Company in accordance with the SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Revised Offer Price	Price of INR 121.90 (Indian Rupees One Hundred Twenty One and Ninety paise) per Equity Share, being the price as revised upwards by the Acquirer in terms of Regulation 18(4) of the SEBI (SAST) Regulations
Rs./Indian Rupees/INR	The lawful currency of the Republic of India
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
Sellers	Collectively, Ravi Sanghi, Anita Sanghi, Ekta Gupta, Aditya Sanghi, Alok Sanghi, Sanghi Polymers Private Limited, Samruddhi Investors Services Private Limited, Flarezeal Solutions LLP and Thinkfar Tradelink Private Limited
SPA	Share purchase agreement dated August 03, 2023 executed between the Acquirer, the Sellers and the Target Company read with letters dated August 09, 2023, September 10, 2023, November 29, 2023 and December 05, 2023
STT	Securities Transaction Tax
Stock Exchanges	Collectively refers to BSE and NSE
Target Company	Sanghi Industries Limited

Tendering Period	Period from Monday, 15 January, 2024 to Monday, 29 January, 2024 (both days inclusive)
TRS	Transaction Registration Slip
U.S.	United States of America
Underlying Transaction	Acquisition of Promoter Seller Shares in one or more tranches, pursuant to and subject to the terms and conditions set out under the SPA, including fulfilment of conditions precedent by the Target Company and the Sellers (including obtaining any regulatory approvals, if any) at a consideration of up to INR 114.22 (Indian Rupees One Hundred Fourteen and Twenty Two paise) or such other lower or higher amount as the parties to the agreement may mutually agree, per Promoter Seller Share, in compliance with applicable law, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Voting Share Capital	Total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer (which may change on account of any future corporate actions)
Working Day	Any working day of the SEBI, as defined under the SEBI (SAST) Regulations

Note: All capitalized terms used in this LOF, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations.

1. DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT 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. THE DRAFT 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 SANGHI INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER SBI CAPITAL MARKETS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 21, 2023 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

UNITED STATES OF AMERICA

THE OFFER IS BEING MADE FOR SECURITIES OF AN INDIAN COMPANY AND PUBLIC SHAREHOLDERS OF THE TARGET COMPANY IN THE U.S. SHOULD BE AWARE THAT THIS LOF AND ANY OTHER DOCUMENTS RELATING TO THE OPEN OFFER HAVE BEEN OR WILL BE PREPARED IN ACCORDANCE WITH INDIAN PROCEDURAL AND DISCLOSURE REQUIREMENTS, INCLUDING REQUIREMENTS REGARDING THE OFFER TIMETABLE AND TIMING OF PAYMENTS, ALL OF WHICH DIFFER FROM THOSE IN THE U.S. ANY FINANCIAL INFORMATION INCLUDED IN THIS LOF OR IN ANY OTHER DOCUMENTS RELATING TO THE OFFER HAS BEEN OR WILL BE PREPARED IN ACCORDANCE WITH NON-U.S. ACCOUNTING STANDARDS THAT MAY NOT BE COMPARABLE TO FINANCIAL STATEMENTS OF COMPANIES IN THE U.S. OR OTHER COMPANIES WHOSE FINANCIAL STATEMENTS ARE PREPARED IN ACCORDANCE WITH U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

THE RECEIPT OF CASH PURSUANT TO THE OFFER BY A PUBLIC SHAREHOLDER OF THE TARGET COMPANY MAY BE A TAXABLE TRANSACTION FOR U.S. FEDERAL INCOME TAX PURPOSES AND UNDER APPLICABLE U.S. STATE AND LOCAL, AS WELL AS FOREIGN AND OTHER, TAX LAWS. EACH PUBLIC SHAREHOLDER OF THE TARGET COMPANY IS URGED TO CONSULT HIS INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY REGARDING THE TAX CONSEQUENCES OF ACCEPTING THE OFFER.

IT MAY BE DIFFICULT FOR U.S. HOLDERS OF EQUITY SHARES TO ENFORCE THEIR RIGHTS AND ANY CLAIMS THEY MAY HAVE ARISING UNDER THE U.S. FEDERAL SECURITIES LAWS IN CONNECTION WITH THE OFFER, SINCE THE TARGET COMPANY AND THE ACQUIRER ARE INCORPORATED IN COUNTRIES OTHER THAN THE U.S., AND SOME OR ALL OF THEIR OFFICERS AND DIRECTORS MAY BE RESIDENTS OF COUNTRIES OTHER THAN THE U.S.. U.S. HOLDERS OF EQUITY SHARES IN THE TARGET COMPANY MAY NOT BE ABLE TO SUE THE TARGET COMPANY, THE ACQUIRER OR THEIR RESPECTIVE OFFICERS OR DIRECTORS IN A NON-U.S. COURT FOR VIOLATIONS OF U.S. SECURITIES LAWS. FURTHER, IT MAY BE DIFFICULT TO COMPEL THE TARGET COMPANY, THE ACQUIRER OR THEIR RESPECTIVE AFFILIATES TO SUBJECT THEMSELVES TO THE JURISDICTION OR JUDGMENT OF A U.S. COURT.

NEITHER THE U.S. SECURITIES EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, OR PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS LOF. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE U.S.

General Disclaimer

This LOF, the Corrigendum, the DLOF, the DPS and the PA in connection with the Offer, have been prepared for the purposes of compliance with the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the publication of the DPS, the Corrigendum nor the delivery of this LOF, under any circumstances, create any implication that there has been no change in the affairs of the Target Company, the Sellers, the Acquirer, and any persons deemed to be acting in concert with them, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. It is not to be implied that the Acquirer, or any persons acting in concert with the them, are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Public Shareholders whose name appears on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the DPS, the Corrigendum and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only.

Persons in possession of the DPS, the Corrigendum and /or the Letter of Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

2. DETAILS OF THE OFFER

2.1. BACKGROUND TO THE OFFER

2.1.1 This Offer, being a mandatory open offer, is being made by the Acquirer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the SPA to acquire in excess of 25.00% (Twenty Five percent) of the Voting Share Capital accompanied with control over the Target Company.

2.1.2 Summary of the SPA

- (i) The Acquirer has entered into a share purchase agreement dated August 03, 2023 with the Sellers and the Target Company, read with letters dated August 09, 2023, September 10, 2023, November 29, 2023 and December 05, 2023 for the purchase of the Promoter Seller Shares, in one or more tranches, by the Acquirer, subject to, and in accordance with, the terms of the SPA.
- (ii) Under the SPA, subject to completion of the conditions precedent as set out in the SPA, the Acquirer has agreed to acquire the Promoter Seller Shares for a total cash consideration of up to INR 1674,21,95,242.02 (Indian Rupees One Thousand Six Hundred Seventy Four Crore Twenty One Lakh Ninety Five Thousand Two Hundred Forty Two and Two paise) at a price of INR 114.22 per Equity Share, or such other lower or higher amount as the parties to the agreement may mutually agree, subject to applicable laws.
- (iii) The sale and purchase of the Promoter Seller Shares in accordance with the SPA are subject to certain conditions, including but not limited to the following:
 - a. Giving prior intimation to the State Government of Gujarat, Gujarat Maritime Board and Gujarat Pollution Control Board in connection with the Underlying Transaction;
 - b. Execution by the Target Company of a supplementary mining lease for its limestone mine, with the Government of Gujarat;
 - c. Obtaining prior permission of the relevant collector in relation to certain government lands allotted to the Target Company;
 - d. Obtaining relevant consents/ waivers from the lenders of the Target Company and the Sellers in relation to the Underlying Transaction; and
 - e. Other conditions precedent in relation to the business of the Target Company.
- (iv) The SPA shall automatically terminate if the completion of the sale and purchase of the Promoter Seller Shares in accordance with the provisions of the SPA (“**Closing**”) has not occurred on or before the ‘Long Stop Date’, being 5 (five) months from the Execution Date (i.e., August 03, 2023), which period shall be automatically extended by a further 1 (one) month, if conditions precedent are not satisfied within the 5 (five) months period or such other date as may be acceptable to the Acquirer.
- (v) While the SPA provided that, on and from the date on which Closing occurs (“**Closing Date**”) till such time as any ‘Unsold Sale Shares’ (i.e., the portion of the Promoter Seller Shares which may not have been transferred to the Acquirer as of the date on which Closing occurred) are held by the Sellers, the Sellers will, to the extent any matter requires the Sellers holding the ‘Unsold Sale Shares’ to exercise their voting rights in

the Company, exercise their voting rights in respect of such ‘Unsold Sale Shares’ in accordance with the written instructions/ directions of the Acquirer, the Acquirer and the Sellers have subsequently mutually agreed and acknowledged that the foregoing arrangement shall stand deleted from the SPA with effect from the Closing Date and shall not have come into effect at any time.

- (vi) The SPA also contains customary terms and conditions such as confidentiality, representations and warranties, non-solicit obligations in respect of the Sellers, etc.
- (vii) Details of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of transaction (direct/ indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Shares/voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights acquired (INR)	Mod e of pay ment	Regulatio n which has triggered
		Number	% vis-à-vis Voting Share Capital			
Direct	Agreement – The Acquirer entered into a SPA with the Sellers and the Target Company to acquire the Promoter Seller Shares, constituting 56.74% of the Voting Share Capital, subject to, and in accordance with, the terms of the SPA	Up to 14,65,78,491	Up to 56.74%	Up to 1674,21,95,242.02, or such other lower or higher amount as the parties to the agreement may mutually agree, subject to applicable laws	Cash	Regulation ns 3(1) and 4 of the SEBI (SAST) Regulation ns

Note: Upon completion of the Underlying Transaction, the Acquirer will be in control of the Target Company.

2.1.3 The current and proposed (post-Offer) shareholding of the Acquirer in the Target Company is as follows:

Details	Acquirer	
	No. of Equity Shares	%
Shareholding as of the date of the PA	Nil	Nil
Shares acquired between the date of the PA and the date of the DPS	Nil	Nil
Shareholding as of the date of the DPS	Nil	Nil
Post Offer Shareholding as of the 10th (Tenth) Working Day after the Tendering Period (assuming full acceptance of the Offer)*	6,71,64,760	26.00%

**Pursuant to the Underlying Transaction and subject to compliance with Regulation 22(2) of the SEBI (SAST) Regulations, the Acquirer may additionally hold up to 14,65,78,491 Equity Shares representing 56.74% (Fifty Six point Seven Four percent)*

of the Equity Shares of the Target Company, such that, post the completion of the Underlying Transaction and the Open Offer (assuming full acceptance of the Offer), the total shareholding of the Acquirer will be up to 21,37,43,251 Equity Shares, constituting up to 82.74% of the Voting Share Capital. This note is to be read in conjunction with Paragraph 2.1.10 below.

- 2.1.4 Upon completion of the Underlying Transaction, the Acquirer will acquire control of the Target Company and the Sellers will no longer be in control of the Target Company. Subject to applicable conditions, including under Regulation 31A of the SEBI (LODR) Regulations, the Sellers will be seeking to de-classify themselves as part of the promoter/ promoter group of the Target Company in accordance with applicable law.
- 2.1.5 The Acquirer did not have any nominee directors or representatives on the Board of Directors of the Target Company as of the date of the DLOF. Pursuant to the terms of the SPA, the Board of Directors of the Target Company will be reconstituted by way of resignation of identified existing directors nominated by the Sellers and appointment of directors by the Acquirer. The directors to be appointed will be identified and appointed on the Closing Date. Please refer to Paragraph 2.1.10 below for updates in this regard pursuant to the Closing of the SPA.
- 2.1.6 The Acquirer is making this Offer to all Public Shareholders to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares, constituting 26.00% (Twenty Six percent) of the Voting Share Capital of the Target Company.
- 2.1.7 In terms of Regulation 18(2) of the SEBI (SAST) Regulations, the LOF will be issued within 7 (Seven) Working Days from the date of receipt of SEBI observations on the DLOF.
- 2.1.8 The Acquirer has not been prohibited by the SEBI from dealing in securities, in terms of Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 2.1.9 The committee of independent directors formulated by the Board of Directors of the Target Company in accordance with Regulation 26(6) and 26(7) of the SEBI (SAST) Regulations is required to publish a reasoned recommendation for the Offer at least 2 (Two) Working Days before the commencement of the Tendering Period in the same newspapers in which the DPS was published.
- 2.1.10 **Material updates on Underlying Transaction:**
- (i) In accordance with Regulation 22(2) of the SEBI (SAST) Regulations, the Acquirer has acquired 14,08,21,941 Equity Shares, amounting to 54.51% of the Voting Share Capital of the Target Company at a price of INR 121.90 per Equity Share by way of a block trade on the floor of the stock exchange as well as an off-market transfer. The block trade was executed on December 05, 2023 and settled on December 06, 2023. The off-market trade was initiated on December 05, 2023 and concluded on December 06, 2023. The Closing Date under the SPA is December 07, 2023. 54,12,800 Equity Shares representing 2.10% of the Voting Share Capital of the Target Company, which are held by the Sellers, are currently the subject of a dispute, involving the Sellers, before the Hon'ble High Court of Telangana, in respect of which the said Hon'ble High Court has passed an order dated December 15, 2023 directing, *inter alia*, that no third party rights shall be created in respect of the said shares. The said 54,12,800 Equity Shares will, subject to order(s) of the court, be acquired separately, at a price not exceeding the above price.
 - (ii) The directors appointed on the board of directors of the Company on the Closing Date were appointed as Additional Directors and will hold office for a period of three months from the date of appointment or the next general meeting, whichever is earlier and they will be eligible for appointment as a Director liable to retire by rotation, with the approval of the shareholders, in compliance with the requirements of Regulation 17(1C) of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (iii) The above matters have been duly intimated to the stock exchanges in accordance with the SEBI (LODR) Regulations and the SEBI (SAST) Regulations.

2.2. DETAILS OF THE PROPOSED OFFER

2.2.1 The PA was made on August 03, 2023 by the Manager to the Offer on behalf of the Acquirer and submitted to the Stock Exchanges, filed with SEBI, and sent to the registered office of the Target Company on August 03, 2023.

2.2.2 In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the DPS dated August 09, 2023 was published on August 10, 2023 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English national daily	All editions
Jansatta	Hindi national daily	All editions
Navshakti	Marathi daily	Mumbai edition (being the regional language of the place where the equity shares are listed)
Surya	Telugu daily	Hyderabad edition (being the place of the registered office of the Target Company)

A copy of the PA and the DPS are also available on the SEBI website (www.sebi.gov.in).

2.2.3 In accordance with Regulation 18(5)(b) of the SEBI (SAST) Regulations, the Corrigendum dated December 05, 2023, was published on December 06, 2023 in all the newspapers in which the DPS was published.

2.2.4 This Offer is to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares constituting up to 26.00% of the Voting Share Capital of the Target Company at a price of INR 121.90 per Equity Share, payable in cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS, the DLOF, this LOF, and the Corrigendum, for a total consideration of up to INR 818,73,84,244 (Indian Rupees Eight Hundred Eighteen Crore Seventy Three Lakh Eighty Four Thousand and Two Hundred Forty Four), assuming full acceptance of this Offer (“**Offer Size**”).

2.2.5 As of the date of this LOF, there are no partly paid-up Equity Shares of the Target Company or convertible instruments (including warrants/ fully convertible securities/ partially convertible securities and employee stock options) issued by the Target Company.

2.2.6 There is no differential price for the Equity Shares.

2.2.7 This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this LOF.

2.2.8 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

- 2.2.9 To the best of the knowledge of the Acquirer, there are no statutory approval(s) required to complete the Underlying Transaction and this Offer. However, if any statutory approval(s) are required or become applicable at a later date before the completion of this Offer, this Offer would be subject to the receipt of such statutory approval(s). In the event such statutory approval(s) are refused, the Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 2.2.10 Where any statutory or other approval extends to some but not all Public Shareholders, the Acquirer will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory approval(s) are required in order to complete this Offer.
- 2.2.11 The acquisition of Equity Shares tendered by NRIs and OCBs is subject to approval from the RBI. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including without limitation, the approval from the RBI or the relevant government authorities) and submit copies of such approvals, along with the other documents required in terms of this LOF.
- 2.2.12 The Manager to the Offer does not hold any Equity Shares as of the date of this LOF. The Manager to the Offer further declares and undertakes not to deal on its own account in the Equity Shares during the Offer Period, in terms of Regulation 27(6) of SEBI (SAST) Regulations.
- 2.2.13 The Revised Offer Price is subject to revisions pursuant to SEBI (SAST) Regulations, if any, or at the discretion of the Acquirer at any time prior to 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations.
- 2.2.14 Other than as described in Paragraph 2.1.10 above, the Acquirer has not acquired any Equity Shares of the Target Company since the date of the PA i.e., August 03, 2023 and up to the date of the LOF.
- 2.2.15 The Offer Shares will be acquired by the Acquirer 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, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 2.2.16 The Equity Shares are listed on BSE (Security ID: SANGHIIND; Scrip Code:526521) and NSE (Symbol: SANGHIIND). The ISIN of the Equity Shares of the Target Company is INE999B01013.
- 2.2.17 As per Regulation 38 of the SEBI (LODR) Regulations, as amended, read with Rule 19A of the SCRR, the Target Company is required to maintain MPS, as determined in accordance with SCRR, on a continuous basis for listing. In the event the public shareholding in the Target Company falls below 25.00% (Twenty Five percent) of the Voting Share Capital pursuant to this Offer, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within a maximum period of 12 (twelve) months from the date of such fall, being the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines.

2.3 OBJECT OF ACQUISITION/ OFFER

- 2.3.1 The Open Offer is being made as a result of the acquisition of more than 25.00% (Twenty Five percent) of shares, voting rights and control of the Target Company by the Acquirer resulting in a change of control of the Target Company in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
- 2.3.2 The Acquirer has not formulated any proposal as of the date of this LOF which may have an adverse material impact on the employees of the Target Company and the locations of its places of business.

- 2.3.3 Subsequent to the completion of the Open Offer and the Underlying Transaction, the Acquirer reserves the right, in consultation with the Board of Directors of the Target Company, to streamline/ restructure the operations, assets, liabilities and/ or businesses of the Target Company and/ or its subsidiary/(ies), if any, through arrangement/ reconstruction, restructuring, merger, demerger and/ or sale of assets or undertakings, at a later date. Further, in terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer, in consultation with the Board of Directors of the Target Company, and based on the requirements of the business of the Target Company and/ or its subsidiary/(ies), if any, and in accordance with applicable laws, may consider disposal of or creating encumbrance over any assets or investments of the Target Company and/ or its subsidiary/(ies), if any, through sale, lease, reconstruction, restructuring and/or re-negotiation or termination of existing contractual/ operating arrangements, for restructuring and/ or rationalising the assets, investments or liabilities of the Target Company and/ or any of its subsidiary/(ies), if any, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/ or its subsidiary/(ies), if any, and such decision will be taken in accordance with and as permitted by applicable laws.

3. BACKGROUND OF THE ACQUIRER

3.1 Ambuja Cements Limited (“Acquirer”)

- 3.1.1 The Acquirer is Ambuja Cements Limited with company identification number L26942GJ1981PLC004717. It was originally incorporated as Ambuja Cements Private Limited on October 20, 1981 under the Companies Act, 1956. Its name was changed to Ambuja Cements Limited on March 19, 1983 and it became a public company with effect from March 19, 1983, pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat. Its name was changed to Gujarat Ambuja Cements Limited on May 19, 1983 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat. Its name was further changed to Ambuja Cements Limited on April 5, 2007 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
- 3.1.2 The registered office of the Acquirer is situated at Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S.G. Highway, Khodiyar, Ahmedabad, Gujarat 382421. The contact details of the Acquirer are: telephone number: 079-25555555; fax: N/A.
- 3.1.3 The Acquirer is a part of the Adani Group.
- 3.1.4 The issued and paid up share capital of the Acquirer amounts to INR 397,12,90,458 (Indian Rupees Three Hundred Ninety Seven Crore Twelve Lakh Ninety Thousand Four Hundred and Fifty Eight) consisting of 198,56,45,229 fully paid-up equity shares of INR 2 (Indian Rupees Two) each.
- 3.1.5 The Acquirer is engaged in the business of manufacturing and marketing cement and cement related products.
- 3.1.6 The shareholding of the promoter/ promoter group of the Acquirer is as follows:

S. No.	Name of Promoter/Promoter Group	No. of Shares	% [#]
1	Holderind Investments Ltd*	1,25,31,56,361	63.15
2	Endeavour Trade and Investment Limited*	7,02,442	0.04
3	Harmonia Trade and Investment Limited*	0**	0**
	Total	1,25,38,58,803	63.19

* The ultimate beneficial ownership of Holderind Investments Ltd. and Endeavour Trade and Investment Limited is held by Mr. Vinod Shantilal Adani and Mrs. Ranjanben Vinod Adani.

** Harmonia Trade and Investment Limited holds 477,478,249 warrants convertible into 477,478,249 equity shares.

Calculated on the basis of voting rights (i.e., excluding 13,39,841 shares underlying depository receipts (as of quarter ended September 30, 2023), which do not carry voting rights).

3.1.7 The shareholding pattern of the Acquirer as of December 29, 2023 is as follows:

S. No.	Shareholder's Category	No. of Shares	% [#]
1	Promoter/ Promoter Group	125,38,58,803	63.19
2	FII/ Mutual-Funds/ FIs/ Banks	53,55,88,991	26.99
3	Public	19,45,91,648	9.82
	Total	198,40,39,442	100.00

[#] Calculated on the basis of voting rights (i.e., excluding 1,605,787 shares underlying depository receipts (as of December 29, 2023), which do not carry voting rights).

The shares of the Acquirer are listed on BSE (Security AMBUJACEM; Scrip Code: 500425) and NSE (Symbol: AMBUJACEM). As of the date of the PA, the closing market price of the equity shares of the Acquirer was INR 474.20 (Indian Rupees Four Hundred Seventy Four and Twenty paise) on BSE and INR 474.35 (Indian Rupees Four Hundred Seventy Four and Thirty Five paise) on NSE. (Source: Website of BSE & NSE)

3.1.8 The Acquirer and the Target Company have entered into an inter corporate deposit agreement for up to INR 300,00,00,000 (Indian Rupees Three Hundred Crore) ("ICD") to be disbursed in one or more tranches. The ICD will be disbursed by the Acquirer for the general corporate purposes of the Target Company, as required. A summary of the key terms of the ICD is set out below:

S.No.	Field	Details
1.	Date	August 03, 2023
2.	Loan Amount	Up to INR 300,00,00,000 (INR Three Hundred Crores only), in one or more tranches (" Tranche A Loan ")
3.	Term and Repayment	Period of repayment of entire outstanding amount is 2 (two) years from August 09, 2023, being the first funding date. The Target Company is entitled to pre-pay the outstanding amount or any part thereof with prior consent of the Acquirer. Any undisbursed amounts will stand automatically cancelled upon any prepayment.
4.	Rate of interest and default interest	18% (eighteen per cent) per month per annum, plus applicable taxes or any similar statutory levies (" Interest "). Accrued Interest is payable at the end of the term. Upon failure by the Target Company to repay any amounts due and payable under the ICD, the Target Company will pay default interest at 2% (two percent) per annum over and above the Interest on the defaulted amount. The default interest shall be computed from the respective due date until the date of actual payment of the defaulted amount.
5.	Call for repayment	The Acquirer may, at the end of 6 (six) months from the first funding date and every 6 (six) months thereafter, call upon the Target Company to repay in full or in part, the outstanding dues on the date specified in such notice.
6.	Purpose	General corporate purposes as permitted by the Acquirer. No part of the Loan Amount shall be used directly or indirectly by the Target Company for any payments that constitute a violation of any Applicable Laws including anti-corruption laws or money laundering laws or the extant guidelines of the RBI, or for acquisition of shares or debentures or stock market operations, capital

		markets activities, acquisition of real estate or other speculative activities or for investment/lending to its affiliates or subsidiaries or other corporate bodies.
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3.1.9 The period of repayment of entire outstanding amount is 2 (two) years from August 09, 2023, being the first funding date. The Target Company is entitled to pre-pay the outstanding amount or any part thereof with prior consent of the Acquirer. Any undisbursed amounts will stand automatically cancelled upon any prepayment. The Acquirer may, at the end of 6 (six) months from the first funding date and every 6 (six) months thereafter, call upon the Target Company to repay in full or in part, the outstanding dues on the date specified in such notice.

3.1.10 The Acquirer and the Target Company, on December 02, 2023, have amended the terms and conditions of the ICD and provide for the lending of additional funds of up to INR 1810,00,00,000 (Indian Rupees One Thousand Eight Hundred and Ten Crore) to the Target Company for the repayment of outstanding amounts in relation to the credit facilities availed by the Target Company ("**ICD Amendment**"). A summary of the key terms of the ICD Amendment is set out below:

S.No.	Field	Details
1.	Date	December 02, 2023
2.	Loan Amount	Up to INR 1810,00,00,000 (INR One Thousand Eight Hundred Crores only), in one or more tranches (" Tranche B Loan ")
3.	Term and Repayment	Period of repayment of entire outstanding amount is 2 (two) years from December 02, 2023, being the first funding date for the Tranche B Loan. The Target Company is entitled to pre-pay the outstanding amount or any part thereof with prior consent of the Acquirer. Any undisbursed amounts will stand automatically cancelled upon any prepayment.
4.	Rate of interest	8% (eight per cent) per annum, plus applicable taxes or any similar statutory levies on the Tranche B Loan. Upon consummation of the transaction under the SPA, the interest on the Tranche A Loan shall accrue at 8% (eight per cent) per annum. Accrued Interest is payable at the end of the term. Upon failure by the Target Company to repay any amounts due and payable under the ICD or the ICD Amendment, the Target Company will pay default interest at 2% (two percent) per annum over and above the Interest on the defaulted amount. The default interest shall be computed from the respective due date until the date of actual payment of the defaulted amount.
5.	Call for repayment	The Acquirer may, at the end of 6 (six) months from the first funding date and every 6 (six) months thereafter, call upon the Target Company to repay in full or in part, the outstanding dues on the date specified in such notice.
6.	Purpose	Repayment of the entire outstanding amounts including but not limited to default interest, additional interest, providing margins against non-fund based facilities and other dues payable by the Target Company in relation to the existing facilities availed by it. No part of the Loan Amount shall be used directly or indirectly by the Target Company for any payments that constitute a violation of any Applicable Laws including anti-corruption laws or money laundering laws or the extant guidelines of the RBI, or for acquisition of shares or debentures or stock market operations, capital markets activities, acquisition of real estate or other speculative activities or for investment/lending to its affiliates or subsidiaries or other corporate bodies.

- 3.1.11 An aggregate amount of INR 289,23,00,000 (Indian Rupees Two Hundred Eighty Nine Crore Twenty Three Lakhs) has been released to the Target Company by the Acquirer under the ICD and an additional amount of INR 1802,00,00,000 (Indian Rupees One Thousand Eight Hundred Two Crore) has been released to the Target Company by the Acquirer under the ICD Amendment.
- 3.1.12 Except for the ICD, ICD Amendment and Underlying Transaction, as of the date of this LOF, neither the Acquirer nor the directors and key employees of the Acquirer have any relationship or interest in the Target Company. Furthermore, other than as described in Paragraph 2.1.10 above read with Paragraph 4.17 below, there are no directors on the Board of Directors of the Target Company representing the Acquirer.
- 3.1.13 Other than as described in Paragraph 2.1.10, the Acquirer does not hold any Equity Shares or voting rights in the Target Company. Further, other than as described in Paragraph 2.1.10, the Acquirer has not acquired any Equity Shares of the Target Company between the date of the PA i.e., August 03, 2023 and the date of this LOF.
- 3.1.14 The Board of Directors of the Acquirer comprises the following members:

Sl. No.	Name and DIN	Designation	Qualifications & Experience	Date of Appointment/ Re-appointment
1	Mr. Gautam S. Adani (00006273)	Non-Executive Chairman	<p>Mr. Gautam Adani, the Chairman and Founder of the Adani Group, has more than 33 years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals.</p> <p>Mr. Adani's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure in India.</p>	16-09-2022
2	Mr. Karan Adani (03088095)	Non-Executive Director	<p>Mr. Karan Adani started his career by learning the intricacies of the port operations at Mundra. Having accumulated experience throughout all levels of our operations since 2009, he is responsible for the strategic development of the Adani Group and overlooks its day to day operations. He aims to build the Adani Group's identity around an integrated business model, backed by his sound understanding of new processes, systems and macro-economic issues, coupled with his growing experience.</p> <p>An economics graduate from Purdue University, USA, He is technologically savvy with a global outlook and believes in setting the highest benchmarks in all areas of business.</p>	16-09-2022

3	Mr. Maheswar Sahu (00034051)	Independent Director	<p>Mr. Sahu has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization of four Vibrant Gujarat events. He served as Director in many CPSEs. He was also Chairman/ Director in many State PSUs. At present he is Chairman in GIFT SEZ, IRM Energy and Independent Director in 9 (Nine) companies. His area of specialization includes strategic management, public administration, corporate governance etc.</p> <p>Mr. Maheswar Sahu is B.Sc. (Engg.) in Electrical from NIT, Rourkela and M.Sc. from University of Birmingham. He joined Indian Administrative Service (IAS) in 1980.</p>	16-09-2022
4	Mr. Rajnish Kumar (05328267)	Independent Director	<p>Mr. Rajnish Kumar is M.Sc. in Physics from Meerut University and also a Certified Associate of Indian Institute of Bankers (CAIIB). He is the former chairman of State Bank of India. He is credited with steering the bank successfully through very challenging times. During his tenure, Bank developed YONO, a digital platform, which has established bank as a global leader in adoption of technology and innovation.</p> <p>Mr. Kumar is a career banker with nearly 4 decades of service with State bank of India. His expertise in corporate credit and project finance is well recognized. He served the bank in various capacities across the country including in the North East as Chief General Manager. He successfully managed UK operations of the Bank immediately after the crisis caused by the collapse of Lehman Brothers. Earlier he worked as Vice President (Credit) at Toronto.</p> <p>Mr. Rajnish Kumar was also the Chairman of SBI's subsidiaries, important ones being, SBI Life Insurance Company Limited, SBI Foundation, SBI Capital Markets Limited, and SBI Cards & Payments Services Limited. He also served as Director on the boards of various organizations, viz. Export- Import Bank of India, Institute of Banking Personnel Selection, National Institute of Bank Management, Pune, Indian Banks' Association, Khadi & Village Industries Commission, Indian Institute of Banking & Finance, among others. Mr. Kumar was also a member of the Hon'ble Chief Minister's Advisory Council on Fintech of the Government of Maharashtra.</p>	16-09-2022

5	Mr. Ameet Desai (00007116)	Independent Director	<p>He was the Advisor to Chairman at the Adani Group and has industry expertise in sectors such as ports, thermal energy, transmission, renewables and pharma. Mr. Ameet was the Executive Director and Group CFO and led listing of 4 out of the 5 listed entities of Adani Group. He has been a member of the Board of 3 of the listed entities.</p> <p>During his thirteen years at Adani, he successfully led 2 public issues and a QIP raising over US\$ 2 bn, and mobilized over US\$ 350 mn in private equity. He also raised over US\$ 10 bn domestic and international loans and bonds. As a member of the leadership team 'APEX', he is responsible for strategy and policy at the Group Level.</p> <p>Prior to the Adani Group, Mr. Ameet was Global Head of M&A and Business Planning for Ranbaxy Laboratories Ltd., the largest Indian pharmaceutical company where he led cross border acquisition deals in Japan, Germany, US and France besides a divestment deal. He also completed a prestigious out-licensing transaction with a Global Pharma Company. He also had P&L responsibility for Allied Business. As a member of EXCOM (Executive Committee), he had responsibility for strategic planning and policy framework of the Company.</p> <p>In the previous role at Core Healthcare, Mr. Ameet built-up the organization as CFO with distinction to have done GDR issuance. He also ran Operations, implemented complex manufacturing projects and was responsible for critical regulatory compliance with Indian and International health authorities.</p> <p>BBA from Sardar Patel University, MBA from University School of Management, Ahmedabad.</p>	16-09-2022
6	Ms. Purvi Sheth (06449636)	Independent Director	<p>Ms. Purvi Sheth has completed her Bachelor's Degree in Arts, Economics & Political Science from St. Xavier's College, Mumbai University and obtained a CPD Business Strategy & Leadership Management from Wharton Business School, USA.</p> <p>Purvi helps create business opportunities and competitive advantage via Strategic HR management. She has helped several businesses effectively cultivate talent engagement through advanced leadership processes and implementation in impacting business performance and productivity.</p>	16-09-2022

7	Mr. M. R. Kumar (03628755)	Non-Executive Nominee Director	Mr. M.R.Kumar, took charge as Chairman, LIC of India on 14th March, 2019. He joined LIC of India in 1983 as a Direct Recruit Officer. In a career spanning more than three and a half decades, he has had the unique privilege of heading three Zones of LIC of India, viz, Southern Zone, North Central Zone and Northern Zone, head quartered at Chennai, Kanpur and Delhi, respectively. His rich experience working pan India, in different Zones and in different streams of insurance management has given him a deep insight into the demographics and insurance potential of the country. He is a Science Graduate.	16-09-2022
8	Mr. Ajay Kapur (03096416)	Whole Time Director & Chief Executive Officer	Mr. Ajay Kapur is the CEO and Whole Time Director of Ambuja Cements Limited. He has over 30 years of expertise in the cement, construction, power and heavy metals sector. Mr. Kapur joined Ambuja Cements in 1993 and has spent more than 25 years in various strategic roles. Between 2014 and 2019, he held the position of the Company's CEO and Managing Director (MD). Mr. Kapur previously held the positions of CEO of Aluminum & Power and MD of Commercial at Vedanta Ltd. before joining the Adani Group in June 2022. He most recently worked for Adani Ports and Special Economic Zone Ltd. as CEO of Special Projects. He has been extensively involved in several business forums, such as CII, FICCI, and ASSOCHAM. He holds an MBA from the K.J. Somaiya Institute of Management and a degree in economics from St. Xavier's University. He is also an alumnus of The Wharton School of the University of Pennsylvania.	17-09-2022

- 3.1.15 The Acquirer has received a certificate dated May 02, 2023 from Mehta & Mehta (Company Secretaries), wherein it has been confirmed that the Acquirer has complied with the conditions of corporate governance stipulated in the SEBI (LODR) Regulations, as applicable for the year ended March 31, 2023. Further, the Acquirer has submitted the quarterly compliance report on corporate governance wherein it has confirmed compliance, as of September 30, 2023, with corporate governance norms relating to the composition of Board of Directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the Board of Directors and the relevant committees have been conducted in the manner specified in SEBI (LODR) Regulations.
- 3.1.16 The Compliance Officer of the Acquirer is Mr. Hitesh L. Marthak, telephone number: 079-25555555, email address: hitesh.marthak@adani.com.
- 3.1.17 The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 3.1.18 There are no directions subsisting or proceedings pending under SEBI Act, 1992 and regulations made thereunder, also by any other Regulator i.e., by SEBI, Stock Exchanges, and the RBI against the Acquirer and its directors and promoters, and the Manager to the Offer.

- 3.1.19 Neither the Acquirer, nor its directors, promoters or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.1.20 Neither the Acquirer nor its directors, promoters or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 3.1.21 No penalties have been levied by SEBI / RBI or other regulator against the Manager to the Open Offer, for the past eight financial years, other than as mentioned below:

Sr. No.	Details of the Show Cause Notices issued by SEBI	SEBI Observations/ Alleged Violations	Status Update
1	Show Cause Notice no. EAD-6/AK/VS/24168/2013 dated September 20, 2013 in the matter of initial public offer of Electrosteel Steels Limited. The show cause notice was sent to the other two BRLMs also.	The initial rejection of the application for allocation of an iron ore mine to the promoter of the issuer company was not disclosed in the prospectus. SEBI construed that the non disclosure of the information made the prospectus misleading.	After consultation with the legal counsel, the BRLMs filed their reply and attended to the show cause notice. A number of correspondences and personal hearings with SEBI were also done. On March 31, 2016 the Adjudicating Officer of SEBI has passed an Order penalising all the three BRLMs for an aggregate amount of Rupees One crore. On May 19, 2016 all the three BRLMs, through their lawyer, have appealed to Securities Appellate Tribunal (SAT) against the Order of the Adjudicating Officer. On November 14, 2019 the Securities Appellate Tribunal has partly allowed our appeal against the order of the Adjudicating Officer in the matter of the IPO of Electrosteel Steels Limited and reduced the penalty from Rs. 1 Crore to Rs. 50 Lakhs. The penalty has been paid jointly and equally by the three BRLMs.

- 3.1.22 Other than as described in Paragraph 3.1.23 below, no penalties have been levied by SEBI / RBI or other regulator against the Acquirer and its directors and promoters, for the past eight financial years.
- 3.1.23 The Acquirer received a letter from the NSE and an email from BSE, both dated August 21, 2023 observing that the Acquirer had delayed compliance with Regulation 6(1) of the SEBI (LODR) Regulations i.e., the requirement to appoint a qualified company secretary as the compliance officer, for a period of 16 days, and the Stock Exchanges each imposed a fine of INR 16,000 (Rupees Sixteen Thousand only) on the Acquirer for the same. In this regard, the Acquirer has made an application to the Stock Exchanges dated August 29, 2023, setting out the reasons for the delayed compliance and seeking a waiver of the fine imposed. Other than as described above, the Acquirer hereby confirms that it is in compliance with the provisions of the listing agreement entered into with the Stock Exchanges as well as the provisions of the SEBI (LODR) Regulations.
- 3.1.24 Prior to the Closing of the SPA as described in Paragraph 2.1.10 above, the Acquirer neither held any Equity Shares in the Target Company nor had it ever made any acquisition of Equity Shares of the Target Company, and therefore compliances under Regulations 29, 30 and 31 of the SEBI (SAST) Regulations were not applicable to the Acquirer. The Acquirer has duly complied with its obligations under Regulations 29, 30, and 31 (as applicable) of the SEBI (SAST) Regulations, 2011 in respect of the Closing of the SPA as described in Paragraph 2.1.10 above.

3.1.25 The brief audited financial details of the Acquirer is as mentioned below. This is based on the limited review financial statements for the 6 month period ended September 30, 2023, the audited consolidated financial statements as at and for the 15 (fifteen) month period ended March 31, 2023 which have been audited by the statutory auditors of the Acquirer i.e., S R B C & CO LLP (Firm Registration No. 324982E/E300003) and as at and for the 12 (twelve) month periods ended December 31, 2021 and December 31, 2020 which have been audited by the then statutory auditors of the Acquirer i.e., Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018):

Profit & Loss Statement

(INR in Crore, unless otherwise stated)

Particulars	6 month period ended September 30, 2023 (Limited Review)	15 months period ended March 31, 2023 (Audited)#	12 months period ended December 31, 2021 (Audited) *	12 months period ended December 31, 2020 (Audited) *
Income from operations	16,136.85	38,937.03	28,965.46	24,516.17
Other Income	739.28	737.71	352.44	449.59
Total Income/ Total Revenue (Refer Note 1)	16,876.13	39,674.74	29,317.90	24,965.76
Total Expenditure	14,034.02	35,654.23	24,053.21	20,812.60
Profit Before Depreciation Interest and Tax (Refer Note 2)	3708.05	5,860.08	6,562.84	5,455.16
Depreciation	752.62	1,644.67	1,152.49	1,161.78
Interest	113.32	194.90	145.66	140.22
Profit Before Tax	2851.37	3,729.49	5,164.47	3,991.59
Provision for Tax	728.67	705.11	1,453.43	884.75
Profit / (Loss) After Tax	2122.70	3,024.38	3,711.04	3,106.84

*Financial year of Company commenced on January 1 and ended on December 31 upto December 2021

On September 16, 2022, the board of directors of the Acquirer approved the change in the financial year of the Acquirer from 1st January - 31st December every year to 1st April - 31st March every year along with extension of the financial year from 1st January, 2022 to 31st March 2023 for a period of 15 months. Accordingly, while previous reporting years were from January to December, the latest reporting year was for the period between 1st January, 2022 – 31st March, 2023. Therefore, the data for the latest reporting year is for 15 months. Going forward, the financial year of the Acquirer will be from April to March i.e., 12 months. The above matters were duly intimated to the stock exchanges in accordance with the SEBI (LODR) Regulations.

Notes:

- (1) Total Income refers to total income from operations and other income
- (2) Profit before depreciation, Interest and Tax excludes exceptional line-items and share of profit/loss from associates/JV.

Balance Sheet Statement

(INR in Crore, unless otherwise stated)

Particulars	6 month period ended September 30, 2023 (Limited Review)	15 months period ended March 31, 2023 (Audited)	12 months period ended December 31, 2021 (Audited)	12 months period ended December 31, 2020 (Audited)
Sources of funds				
Paid up share capital	397.13	397.13	397.13	397.13
Reserves and Surplus (excluding	27,509.68	26,301.04	24,956.61	22,360.47

Particulars	6 month period ended September 30, 2023 (Limited Review)	15 months period ended March 31, 2023 (Audited)	12 months period ended December 31, 2021 (Audited)	12 months period ended December 31, 2020 (Audited)
revaluation reserves)				
Money Received against Share Warrants	5,000.03	5,000.03	-	-
Non-Controlling Interest	7,397.16	7,058.35	7,145.03	6,340.89
Shareholders' Fund	40,304.00	38,756.55	32,498.77	29,098.49
Secured loans (Refer Note 1)	44.18	47.71	46.94	43.60
Unsecured loans	-	-	-	-
Total	40,348.18	38,804.26	32,545.71	29,142.09
Uses of funds				
Net Fixed Assets (Refer Note 2)	27,096.58	26,077.36	24,449.94	22,907.82
Investments	196.99	213.65	198.11	167.30
Net current assets (Refer Note 3)	13,054.61	12,513.25	7,926.31	6,066.97
Total miscellaneous expenditure not written off	-	-	-	-
Total	40,348.18	38,804.26	32,545.71	29,142.09
Networth	35,291.27	33,743.82	32,484.65	29,090.29

Note:

1. Secured Loan includes current maturities of long-term borrowings
2. Net Fixed Assets means Property, plant and equipment, Right of use assets, Capital Work-in-Progress, Goodwill, Other Intangible Assets.
3. Net current assets includes current as well non-current portion

Other Financial Data

Particulars	6 month period ended September 30, 2023 (Limited Review)	15 months period ended March 31, 2023 (Audited)	12 months period ended December 31, 2021 (Audited)	12 months period ended December 31, 2020 (Audited)
Dividend (%)	NA	125%	315%	900%
Earning Per Share (basic and diluted) (Rs.)	Basic – 8.55 Diluted – 8.04	Basic – 13.01 Diluted – 12.64	Basic – 14.00 Diluted – 14.00	Basic – 11.91 Diluted – 11.91
Return on net worth (%)	NA	6.79%	12.05%	10.55%
Book value per share (Rs.)	2	2	2	2

3.1.26 The major contingent liabilities of the Acquirer as at March 31, 2023 are as follows:

(INR in Crore)

Sr. No	Particulars	Amount	
1	<u>Competition Act, 2002</u> CCI matters	4101.29	<u>Demands from Competition Commission of India-</u> i) In 2012, the Competition Commission of India (CCI) had imposed a penalty of Rs. 1,163.91 crore on the Company and Rs. 1,147.59 crore on its subsidiary ACC Limited, aggregating to Rs. 2,311.50 crore,

			<p>concerning alleged contravention of the provisions of the Competition Act, 2002. On appeal by the Company and ACC Limited, the Competition Appellate Tribunal (COMPAT), initially stayed the penalty and by its final order dated December 11, 2015, set aside the order of the CCI, remanding the matter back to the CCI for fresh adjudication.</p> <p>After hearing the matter afresh, the CCI had again, by its order dated August 31, 2016, imposed penalty of Rs. 1,163.91 crore on the Company and Rs. 1,147.59 crore on ACC Limited, aggregating to Rs. 2,311.50 crore. The Company and ACC Limited filed appeals against the said Order before the COMPAT. The COMPAT, vide its interim order dated November 21, 2016 has stayed the penalty with a condition to deposit 10% of the penalty amount, in the form of fixed deposit (the said condition has been complied with) and levy of interest of 12% p.a., in case the appeal is decided against the appellant. Meanwhile, pursuant to the notification issued by Central Government on May 26, 2017, any appeal, application or proceeding before COMPAT is transferred to National Company Law Appellate Tribunal (NCLAT). NCLAT, vide Order dated July 25, 2018, dismissed the appeal filed by the Company and ACC Limited and upheld the CCI's order. Against this, the Company and ACC Limited appealed to the Hon'ble Supreme Court, which by its order dated October 05, 2018 admitted the appeal and directed to continue the interim order passed by the Tribunal.</p> <p>ii) In a separate matter, pursuant to a reference filed by the Director, Supplies and Disposals, Government of Haryana, the CCI by its Order dated January 19, 2017 had imposed penalty of Rs. 29.84 crore on the Company and Rs. 35.32 crore on ACC Limited, aggregating to Rs. 65.16 crore. On appeal by Company and ACC Limited, the COMPAT has stayed the operation of CCI's order. The matter is listed before NCLAT and is pending for hearing.</p> <p>Based on the advice of external legal counsels, the Company and ACC Limited believe they have good grounds on merit for a successful appeal in both the aforesaid matters. Accordingly, no provision is considered necessary and the matter has been disclosed as contingent liability along with interest of Rs. 1,724.63 crore (December 31, 2021 - Rs. 1,399.74 crore).</p>
2	<u>Income Tax Act, 1961</u> Income tax matter related to excise duty incentives	1090.82	The Company and its subsidiary, ACC Limited were entitled to excise duty incentives. Both the Companies contended that the said incentives are in the nature of capital receipts and hence not liable to income tax. However, the Income tax department had consistently denied the position and considered these incentives as a taxable receipt. Appeals were filed by both the companies against the orders of the assessing officer which were pending before the

			<p>Commissioner of Income Tax (Appeals) / Income Tax Appellate Tribunal (ITAT). In November 2022 / March 2023, the Company and ACC Limited received favourable orders from ITAT with respect to the aforesaid matter.</p> <p>However, pending final closure of this matter, the Group has disclosed income tax amount of Rs. 872.64 crore (December 31, 2021 - Rs. 872.64 crore) along with interest payable of Rs. 214.99 crore (December 31, 2021 - Rs. 214.99 crore) under contingent liabilities.</p>
3	<p><u>Stamp Duty</u></p> <p>Stamp duty on the merger order passed by High court of Delhi of Holcim (India) Private Limited and other matters of stamp duty</p>	310.34	<p>A matter wherein the Collector of Stamps, Delhi vide its order dated August 07, 2014, directed erstwhile Holcim (India) Private Limited (HIPL) (merged with the Company) to pay stamp duty (including penalty) of Rs. 287.88 crore (December 31, 2021 - Rs. 287.88 crore) on the merger order passed by Hon'ble High Court of Delhi. HIPL had filed a writ petition and the Hon'ble High Court of Delhi granted an interim stay. Based on the advice of external legal counsel, the Company believes that it has good grounds for success in writ petition.</p> <p>Accordingly, no provision has been made in the financial statements.</p>
4	<p><u>Government incentive</u></p> <p>Sales tax incentive</p>	320.82	<p><u>Government incentive includes-</u></p> <p>i) A matter relating to 75% exemption from sales tax granted by Government of Rajasthan. However, the eligibility of exemption in excess of 25% was contested by the State Government in a similar matter of another Company. In year 2014, pursuant to the unfavourable decision of the Hon'ble Supreme Court in that similar matter, the sales tax department initiated proceedings for recovery of differential sales tax and interest thereon on the ground that the Company had given an undertaking to deposit the differential amount of sales tax, in case decision of the Hon'ble Supreme Court goes against in this matter.</p> <p>Against the total demand of Rs. 247.97 crore, including interest of Rs. 134.45 crore. The Company deposited Rs. 143.52 crore, including interest of Rs. 30 crore, towards sales tax under protest and filed a Special Leave Petition in the Hon'ble Supreme Court with one of the grounds that the tax exemption was availed by virtue of the order passed by the Board for Industrial and Financial Reconstruction (BIFR) during the relevant period. On Company's petition, the Hon'ble Supreme Court has granted an interim stay on the balance interest. Based on the advice of external legal counsel, the Company believes that, it has good grounds for a successful appeal. Accordingly, the amount has been disclosed as Contingent Liability.</p> <p>ii) ACC Limited, a subsidiary of the Company had availed sales tax incentives in respect of its new 1 MTPA Plant (Gagal II) under the</p>

			<p>Himachal Pradesh (HP) State Industrial Policy, 1991. ACC Ltd. had accrued sales tax incentives aggregating Rs.56.30 crore. The Sales tax authorities introduced certain restrictive conditions after commissioning of the unit stipulating that incentive is available only for incremental amount over the base revenue and production of Gagal I prior to the commissioning of Gagal II. ACC Ltd. contends that such restrictions are not applicable to the unit as Gagal II is a new unit, as decided by the HP Hon'ble High Court and confirmed by the Hon'ble Supreme Court while determining the eligibility for transport subsidy. The Department recovered Rs.64.45 crore (December 31, 2021 - Rs.64.45 crore) (tax of Rs.56.30 crore and interest of Rs.8.15 crore) which is considered as recoverable. The HP Hon'ble High Court, had, in 2012, dismissed the ACC's appeal.</p> <p>The subsidiary has been advised by legal experts that there is no change in the merits of the case. Based on such advice, ACC Limited filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court, which is pending for hearing. The subsidiary has assessed the matter as "possible".</p>
5	<u>Service tax - Finance Act, 1994</u> Denial of service tax credit on outward transportation of cement	281.97	A matter wherein service tax department issued show cause notices for denial of Cenvat credit with regard to service tax paid on outward transportation for sale to customers on Freight On Road (F.O.R.) basis. Considering judicial precedents, Central Board of Excise and Customs (CBIC) circular and based on legal opinion, the Group has assessed the matter as possible. Accordingly, Rs. 281.97 crore (December 31, 2021 - Rs. 291.00 crore) has been disclosed as contingent liability.
6	<u>Customs duty - The Customs Act, 1962</u> Demand of differential customs duty on imported coal	73.19	A matter related to dispute on classification of the coal imported during the period March, 2012 to March, 2013. Matter is pending before CESTAT.
7	<u>Central Excise Act</u> 1. Denial of MODVAT credit on "Iron & Steel" used for Manufacture of Capital Goods	16.81	Dispute arises on MODVAT credit taken on Iron & Steel used in installation of Plant & Machinery. Matter is pending at various forums.
	2. Demand of differential excise duty on clearance of ready mix concrete	25.69	In this case, department has raised demand on Gross Turnover for the reason that ITC on Service Tax liability paid under RCM on payment of TKH fees paid to group foreign entity is not eligible to the extent of turnover of RMX business.
	3. Other Excise Matters	29.09	Denial of Excise Duty Exemption on RMX dispatched at NIL rate of duty as per Notification No 4/2006-CE dated 1.3.2006 & Notification No 12/2012-CE dated 17.3.2012. Disallowance of Capital Goods used in Captive Power Plant and disallowance of Capital Goods used for manufacture of partially exempted & partially taxable goods.

8	<u>Goods and Service Tax</u> Denial of transitional credit of clean energy cess	62.67	Transition of ITC on Clean Energy Cess from pre-GST era to GST era has been denied.
9	<u>Sales tax act/ commercial tax of various state</u> Disallowance of ITC on packing material and fuel, tax demand on damaged stock and others	71.04	Disallowance of Input Tax Credit taken on packing material & fuel in the proportion of cement sent outside the state as stock transfer. ITC of Entry Tax paid on damaged cement bags disallowed.
10	<u>Employees' Provident Funds And Miscellaneous Provisions Act, 1952</u> Provident fund disputes relating to applicability and determination of dues	79.07	Provident fund disputes relating to applicability and determination of dues on various allowances.
11	<u>Common Guidelines for Mine Developer and Operator projects (the MDO Guidelines)</u> Non compliance of efficiency parameters of CMDPA	23.75	As per agreement with Coal Mines Development & Production, penalty levied due to non-achieving the efficiency parameters within 5 years from the start of mining operations.
12	<u>Mineral Concession Rules</u> Compensation for use of Government land	212.22	<p>ACC Limited, a subsidiary of the Company, has received demand notice from the Government of Tamil Nadu, and an order by the Collector, Coimbatore seeking annual compensation for the period from April 01, 1997 to March 31, 2014 and April 01, 2014 to March 31, 2019, amounting to Rs. 73.46 crore and Rs. 138.76 crore respectively for use of the Government land for mining, which ACC Limited occupies on the basis of the mining leases. ACC Limited has challenged the demands by way of Revision under the Mineral Concession Rules and has filed writ petitions before the Hon'ble High Court of Tamil Nadu at Chennai.</p> <p>Pending the same, the High Court of Tamil Nadu in the group writ petitions of other cement manufacturers viz Dalmia Cements, Madras Cements & others has passed a judgment allowing annual compensation to be collected by the state. ACC Limited has filed a writ appeal against the judgment. One of the above petitions challenging the demand for the period April 01, 2014 to March</p>

			<p>31, 2019, is disposed of against ACC by the High Court vide order dated December 14, 2021 in line with the above judgment. ACC has filed a writ appeal before the divisional bench of High Court against this judgement.</p> <p>ACC Limited has assessed the matter as "possible" and has obtained legal opinion for the said matter.</p>
13	<u>Other Statutes / Other claims</u> 1. Entry Tax on stock transfer and related issues	37.50	Demand of entry tax on limestone used for manufacture of clinker which was dispatched outside the state as stock transfer and demand of differential value of cement dispatched outside the state as stock transfer.
	2. Enhancement of land compensation and land tax related matters	34.47	Enhancement of land compensation acquired for mining in the longer period due to rate change. Land revenue department has demanded land tax on total land area falling in the mining lease area irrespective of its use and same was challenged before the appellate authority for land tax, and order passed with a direction to Tax assessing authority to re-assess the land tax considering actual position of land in the relevant period.
	3. Cases pertaining to claims related workmen compensation and Demand of additional royalty on limestone based on ratio of cement produced vis a vis consumption of limestone	15.60	Rs 7.67 Crore claims related to workmen compensation and additional royalty demand of Rs 7.93 Crore based on ratio of cement produced vis a vis consumption of limestone.
	4. Various other cases pertaining to claims related to railway dispute, electricity tariff issue	119.36	Railway demand freight as per actual route (longer route) without giving benefit of rationalization scheme of Railway for shortest route and volume discount not provided. State Electricity Regulatory Commission have determined tariff based on the consumers. The power distribution company had charged tariff rate for manufacturing activities instead of non-manufacturing.
	5. Claims by suppliers regarding supply of raw material and other claim	35.89	Claims by suppliers regarding supply of raw material (Fly ash) due to non-compliances of agreement and other claim.
	Total	6941.59	

Note: The above numbers are disclosed as contingent liabilities in consolidated financial statements

4. BACKGROUND OF TARGET COMPANY

- 4.1** The Target Company is a public limited company bearing corporate identification number L18209TG1985PLC005581. The Target Company was incorporated as Sanghi Leathers Private Limited, under the Companies Act, 1956, with a certificate of incorporation issued by the then Registrar of Companies, Andhra Pradesh, at Hyderabad on June 14, 1985. Subsequently, the name of the Target Company was changed to Sanghi Industries Private Limited, pursuant to a fresh certificate of incorporation issued by the then Registrar of Companies, Andhra Pradesh. Pursuant to a special resolution of the shareholders dated September 26, 1992, the Target Company was converted to a public limited company and a fresh certificate of incorporation was issued to the Target Company by the then Registrar of Companies, Andhra Pradesh on October 28, 1992.
- 4.2** The registered office of the Target Company is at P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana – 501 511. The contact details of the Target Company are: Tel: 08415-242240; Fax: 08415-242239; and e-mail id: companysecretary@sanghicement.com.
- 4.3** The Target Company is in the business of manufacturing and marketing cement and cement related products.
- 4.4** As of the date of this LOF, the authorized share capital of the Target Company is INR 550,00,00,000 (Indian Rupees Five Hundred and Fifty Crore) comprising of 35,00,00,000 (Thirty Five Crore) Equity Shares of face value of INR 10 (Indian Rupees Ten) each and 2,00,00,000 (Two Crore) preference shares of INR 100 (Indian Rupees Hundred) each. The issued, subscribed and fully paid-up share capital of the Target Company is INR 258,32,60,000 (Indian Rupees Two Hundred Fifty Eight Crore Thirty Two Lakh and Sixty Thousand) comprising of 25,83,26,000 (Twenty Five Crore Eighty Three Lakh and Twenty Six Thousand) Equity Shares of face value of INR 10 (Rupees Ten), as of date of this LOF.
- 4.5** The share capital structure of the Target Company is as follows:

Paid-up Equity Shares of Target Company	No. of Shares	% of shares or voting rights
Fully paid-up Equity Shares	25,83,26,000	100.00
Partly paid-up Equity Shares	-	-
Total paid-up Equity Shares	25,83,26,000	100.00
Total voting rights in Target Company	25,83,26,000	100.00

- 4.6** The Equity Shares of the Target Company are listed on BSE (Security ID: SANGHIIND; Scrip Code:526521) and NSE (Symbol: SANGHIIND). The ISIN of the Equity Shares of the Target Company is INE999B01013.
- 4.7** The Equity Shares are frequently traded on the Stock Exchanges in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 4.8** The equity shares of Target Company are currently not suspended on BSE and NSE.

- 4.9** There are no Equity Shares of the Target Company that are not listed on BSE and NSE.
- 4.10** Neither the Target Company nor the Manager to the Offer have received any complaint in relation to the Offer or the valuation.
- 4.11** There are no directions subsisting or proceedings pending under SEBI Act, 1992 and regulations made thereunder, also by any other Regulator i.e., by SEBI, Stock Exchanges, and the RBI against the Target Company and its directors and promoters.
- 4.12** The Target Company has confirmed that the provisions of listing agreement and SEBI (LODR) Regulations are complied with by the Target Company.
- 4.13** The Target Company received an email from BSE dated January 25, 2023 observing non-compliance of Regulation 57(4) of the SEBI (LODR) Regulations due to non-submission of details of payable interest/dividend/principal obligations. BSE imposed a fine of INR 1,180 (Rupees One Thousand One Hundred and Eighty only) on the Target Company, which has been paid. Other than as stated above, the Target Company has confirmed that, no penalties have been levied by SEBI/RBI or other regulator against the Target Company, its promoters and directors for the past eight financial years.
- 4.14** The Target Company has confirmed that there have been no instances of non-compliances or delayed compliances with Regulations 29, 30, and 31 of the SEBI (SAST) Regulations, 2011.
- 4.15** As of the date of this LOF, there are no (i) partly paid-up Equity Shares; and (ii) convertible instruments (warrants / fully convertible securities/ partly convertible securities/ employee stock options) issued by the Target Company.
- 4.16** As of the date of the DLOF, the Board of Directors of the Target Company comprised of the following directors:

Sr. No	Name of Director	Designation	Director Identification Number (DIN)	Original Date of Appointment
1	Shri Ravi Sanghi	Chairman & Managing Director	00033594	14.06.1985
2	Shri Aditya Sanghi	Whole Time Director	00033755	27.01.2007
3	Shri Alok Sanghi	Whole Time Director	00033506	27.01.2007
4	Smt. Bina Mahesh Engineer	Whole Time Director	01653392	27.01.2007
5	Shri Nirubha Balubha Gohil	Whole Time Director	05149953	22.12.2011
6	Shri Sundaram Balasubramanian	Independent Director	02849971	09.11.2017
7	Smt. Raina Dilip Desai	Independent Director	05113035	05.02.2020
8	Shri Arvind Agarwal	Independent Director	00122921	12.08.2021
9	Shri Gurudeo M Yadwadkar	Independent Director	01432796	23.06.2022
10	Shri Sudhir Nanavati	Independent Director	00050236	23.06.2022

Prior to the Closing of the SPA as described in Paragraph 2.1.10 above, there were no directors representing the Acquirer on the Board of Directors of the Target Company.

- 4.17** Pursuant to the Closing of the SPA as described in Paragraph 2.1.10 above, the Board of Directors of the Target Company comprises of the following directors:

Sr. No	Name of Director	Designation	Director Identification Number (DIN)	Original Date of Appointment
1.	Mr. Sukuru Ramarao	Whole Time Director & Chief Executive Officer	08846591	07.12.2023
2.	Mr. Ajay Kapur	Chairman & Non-Executive, Non-Independent Director	03096416	07.12.2023
3.	Mr. Vinod Bahety	Non-Executive Non-Independent Director	09192400	07.12.2023
4.	Ms. Shruti Shah	Independent Director	08337714	07.12.2023
5.	Mr. Ravi Kapoor	Independent Director	00003847	07.12.2023
6.	Mr. Sudhir Nanavati	Independent Director	00050236	23.06.2022

Notes:

- The directors mentioned at S.No 1 to 3 in the above table represent the Acquirer.
- The composition of the Board of Directors of the Target Company is in compliance with the provisions of the SEBI (LODR) Regulations.

- 4.18** The Target Company was not involved in any merger/demerger/spin offs during the last 3 years.

- 4.19** The key financial information of the Target Company based on its un-audited financial results as well as audited financial results which have been limited reviewed / audited by the Target Company's Joint Statutory Auditors, Chaturvedi & Shah LLP (Firm Registration No. 101720W/W100355) and S. K. Mehta & Co (Firm Registration No. 000478N), as at and for the 6 (Six) month period ended September 30, 2023 and for the 12 (twelve) month period ended March 31, 2023, March 31, 2022 and March 31, 2021, are as follows:

Profit & Loss Statement

(INR in Crore, unless otherwise stated)

Particulars	Half year ended September 30, 2023 (Un-audited Limited reviewed)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
Total Income from operations / Net Income	347.37	928.36	1129.42	939.23
Other Income	8.13	19.45	11.10	8.94
Total Revenue	355.50	947.81	1140.52	948.17
Total Expenditure	471.46	941.96	937.64	698.71
Profit Before Depreciation, Interest and Tax	(115.96)	5.85	202.88	249.46
Depreciation	50.81	93.38	64.17	63.70
Interest	151.55	238.17	81.96	73.18
Profit Before Tax	(318.32)	(325.70)	56.75	112.58
Exceptional Item	90.07	0.00	0.00	0.00
Provision for Tax (Tax Expenses):				

Particulars	Half year ended September 30, 2023 (Un-audited Limited reviewed)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
Current tax adjustments for earlier years	0.00	0.00	1.53	0.00
Deferred Tax (including Derecognition of earlier years MAT credit)	0.00	0.00	14.60	34.39
Profit After Tax	(228.25)	(325.70)	40.62	78.19

Balance Sheet Statement

(INR in Crore, unless otherwise stated)

Particulars	Half year ended September 30, 2023 (Un-audited Limited reviewed)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
Sources of funds				
Paid up share capital	258.33	258.33	251.00	251.00
Reserves and Surplus (excluding revaluation reserves)	929.33	1157.48	1439.91	1399.42
Networth	1187.66	1415.81	1690.91	1650.42
Total Equity	1330.98	1559.13	1834.23	1793.74
Secured loans	1548.44	1343.19	1001.34	1051.9
Unsecured loans	56.65	7.51	7.18	7.18
Other Non Curren Liabilities	147.03	142.75	184.28	114.26
Total	3083.10	3052.58	3027.03	2967.08
Uses of funds				
Net fixed assets	3187.94	3207.41	3252.26	3049.76
Investments	-	-	-	-
Net current assets	(111.60)	(154.83)	(225.23)	(82.68)
Total miscellaneous expenditure not written off	-	-	-	-
Total	3083.10	3052.58	3027.03	2967.08

Other Financial Data

Particulars	Half year ended September 30, 2023 (Un-audited Limited reviewed)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
Dividend (%)	Nil	Nil	Nil	Nil

Earning Per Share (basic and diluted) (Rs.)	(8.84)	(12.88)	1.62	3.12
Return on net worth (%)	-19.22%	-23%	3%	7%
Book value per share (Rs.)	45.98	54.81	67.37	65.75

4.20 Pre and post-offer shareholding pattern of the Target Company is provided below*:

Shareholders' category	Shareholding and voting rights prior to the SPA and Offer ⁽³⁾		Equity Shares/ voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations		Equity Shares acquired by the Acquirer pursuant to the SPA		Equity Shares remaining to be acquired by the Acquirer under the SPA		Equity Shares/voting rights to be acquired in this Offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition under the SPA and this offer	
	(A)		(B)						(C)		(A)+(B)+(C)=(D)	
	No.	% ⁽¹⁾	No.	% ⁽¹⁾	No.	%	No.	%	No.	% ⁽¹⁾	No.	% ⁽¹⁾
(1) Promoter group												
a. Parties to the SPA	14,65,78,491	56.74	(14,65,78,491)	(56.74)	N/A	N/A	N/A	N/A	Nil	Nil	Nil	Nil
b. Promoters other than (a) above	4,12,86,138	15.98	Nil	Nil	N/A	N/A	N/A	N/A	Nil	Nil	4,12,86,138	15.98
Total 1 (a+b)	18,78,64,629	72.72	(14,65,78,491)	(56.74)	N/A	N/A	N/A	N/A	Nil	Nil	4,12,86,138	15.98
(2) Acquirer⁽²⁾	Nil	Nil	14,65,78,491	56.74	14,08,21,941	54.51	54,12,800	2.10 ⁽⁷⁾	6,71,64,760	26.00	21,33,99,501	82.61
Total (1+2)	18,78,64,629	72.72	Nil	Nil	14,08,21,941	54.51	54,12,800	2.10⁽⁷⁾	6,71,64,760	26.00	25,50,29,389	98.72 ⁽⁷⁾
(3) Parties to the SPA other than (1)(a) and (2)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(4) Public (other than parties to agreement and the Acquirer)												
a. AIF/FIs/MFs/FPI – Category I & II, Banks	59,55,050	2.31	Nil	Nil	N/A	N/A	N/A	N/A	(6,71,64,760)	(26.00)	32,96,611	1.28

Shareholders' category	Shareholding and voting rights prior to the SPA and Offer ⁽³⁾		Equity Shares/ voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations		Equity Shares acquired by the Acquirer pursuant to the SPA		Equity Shares remaining to be acquired by the Acquirer under the SPA		Equity Shares/voting rights to be acquired in this Offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition under the SPA and this offer	
b. Other Public	6,45,06,321	24.97	Nil	Nil			N/A	N/A				
Total (a+b)⁽⁴⁾	7,04,61,371	27.28	Nil	Nil	N/A	N/A	N/A	N/A	(6,71,64,760)	(26.00)	32,96,611	1.28
Grand Total (1+2+3+4)	25,83,26,000	100.00	Nil	Nil	14,08,21,941	54.51	54,12,800	2.10⁽⁷⁾	Nil	Nil	25,83,26,000	100.00

* Based on the shareholding (from beneficiary position data) as of January 01, 2024.

Notes:

1. Calculated on the basis of the Voting Share Capital of the Target Company.
2. Post the Open Offer, the Acquirer will have control over the Target Company and become the promoter of the Target Company including in accordance with the SEBI (LODR) Regulations.
3. Upon completion of the Underlying Transaction, the Acquirer will acquire control of the Target Company and the Sellers will no longer be in control of the Target Company. Subject to applicable conditions, including under Regulation 31A of the SEBI (LODR) Regulations, the Sellers will be seeking to de-classify themselves as part of the promoter/ promoter group of the Target Company in accordance with applicable law. In terms of Regulation 31A(10), since the intent of the Sellers to reclassify has been disclosed in the Letter of Offer, such reclassification (subject to the relevant conditions under applicable law (including under Regulation 31A of the SEBI (LODR) Regulations) being satisfied) will not require shareholder's approval.
4. The Acquirer did not hold any Equity Shares in the Target Company prior to the date of the SPA. Further, other than as described in Paragraph 2.1.10 above, the Acquirer has not acquired any Equity Shares of the Target Company since the date of the PA.
5. The number of shareholders of the Target Company in the "public category" as of January 01, 2024 is 48397.
6. If, as a result of the acquisition of Equity Shares in this Offer and pursuant to consummation of the Underlying Transaction, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR, within a maximum period of 12 (twelve) months from the date of such fall, being the time prescribed in the SCRR, SEBI (SAST) Regulations and in compliance with applicable laws, and in a manner acceptable to the Acquirer.
7. 3,43,750 Equity Shares constituting 0.13% of the Voting Share Capital of the Target Company will not be acquired by the Acquirer as the same were sold by the Sellers on the floor of the stock exchange. Additionally, 20 shares held by Mr. Ravi Sanghi were inadvertently sold on the open market by Mr. Ravi Sanghi's broker to square off certain debit positions while the requisite payment from Mr. Ravi Sanghi was in process. Mr. Ravi Sanghi's broker has confirmed that this inadvertent sale of shares will be reversed by them by crediting the said shares to Mr. Ravi Sanghi's demat account off-market once the trading window of the Target Company opens. Pursuant to the foregoing, the aforementioned inadvertent sale of shares will not in any way affect the acquisition of the 54,12,800 Equity Shares of the promoter group representing 2.10% of the Voting Share Capital of the Target Company, as referred to in Paragraph 2.1.10(i) above.

4.21 Other than as described in Paragraph 2.1.10 above, the Acquirer has not acquired any Equity Shares after the date of the PA till the date of the LOF.

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

5.1.1 The Equity Shares of the Target Company are listed on BSE (Security ID: 526521; Scrip Code: SANGHIIND) and NSE (Symbol: SANGHIIND). The ISIN of the Equity Shares of the Target Company is INE999B01013.

5.1.2 The traded turnover of the Equity Shares on the Stock Exchanges during the period August 01, 2022 to July 31, 2023 (“**Twelve Month Period**”), viz. twelve calendar months preceding the calendar month in which the PA has been made is set out below:

Stock Exchange	Traded turnover of equity shares of the Target Company during the Twelve Month Period (“A”)	Total number of equity shares of the Target Company during the Twelve Month Period (“B”)	Traded Turnover % (A/B)
BSE	3,43,77,541	25,83,26,000	13.31%
NSE	23,21,92,525	25,83,26,000	89.88%

Source: Based on the certificate dated August 03, 2023 issued by MSKA & Associates Chartered Accountants

Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded.

5.1.3 The Revised Offer Price of INR 121.90 (Indian Rupees One Hundred Twenty One and Ninety paise) per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

S. No.	Particulars	Price (INR per Offer Share)
1.	The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make the Public Announcement of the Offer i.e., the price per Equity Share under the Share Purchase Agreement dated August 03, 2023 entered into by the Acquirer, read with letter amendment dated December 05, 2023 to amend the price per equity share of the Target Company payable under the SPA	INR 121.90
2.	The volume-weighted average price paid or payable for acquisitions, by the Acquirer, during the fifty two weeks immediately preceding the date of the Public Announcement	Not Applicable
3.	The highest price paid or payable for any acquisition, by the Acquirer, during the twenty six weeks immediately preceding the date of the Public Announcement	Not Applicable
4.	The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on NSE, being the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and such shares being frequently traded.	INR 82.07

5.	Where the shares are not frequently traded, the price determined by the Acquirer and the Managers to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	Not Applicable ⁽¹⁾
6.	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable ⁽²⁾

Source: Based on the certificate dated December 05, 2023 issued by MSKA & Associates. Chartered Accountants.

⁽¹⁾ Not applicable as the equity shares of the Target Company are frequently trade.

⁽²⁾ The provisions of Regulation 8(5) of the SEBI (SAST) Regulations are not applicable.

- 5.1.4 Since the date of the PA and as of the date of this LOF, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Revised Offer Price may be revised in the event of any corporate actions like bonus, rights split, etc., where the record date for effecting such corporate actions falls within 3 (Three) Working Days prior to the commencement of the Tendering Period of the Offer.
- 5.1.5 As of the date of the DLOF, there was no revision in the Original Offer Price or the size of the Offer. Subsequently, in accordance with Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations and *vide* Corrigendum dated December 05, 2023 which was published on December 06, 2023 in all the newspapers in which the DPS was published, the Acquirer revised the Original Offer Price upwards to the Revised Offer Price.
- 5.1.6 The Revised Offer Price and/or size of the Offer is subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to the commencement of the last 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increases to the escrow amount; (ii) make a public announcement in the same newspapers in which the DPS is published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.
- 5.1.7 If the Acquirer acquires Equity Shares during the period of twenty six weeks after the Tendering Period at a price higher than the Revised Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Revised Offer Price, to all shareholders whose shares have been accepted in the Open Offer within 60 (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 the SEBI (Delisting of Equity Shares) Regulations, 2021, as amended from time to time 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.
- 5.1.8 In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Revised Offer Price, then the Revised Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. As per the proviso to Regulation 8(8) of the SEBI (SAST) Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

5.2 Financial Arrangements

- 5.2.1 The total consideration for this Open Offer is up to INR 818,73,84,244 (Indian Rupees Eight Hundred Eighteen Crores Seventy Three Lakhs Eighty Four Thousand Two Hundred Forty Four only), assuming full acceptance of this Offer (i.e., the “**Offer Size**”).
- 5.2.2 The Acquirer confirms that it has adequate and firm financial resources to meet the financial obligations for the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations and the Acquirer will be able to implement the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer.
- 5.2.3 In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer *inter alia* have entered into an escrow agreement dated August 03, 2023 with Yes Bank Limited (“**Escrow Agent**”), acting through its branch office at Yes Bank Limited, 702-703, 7th Floor, Times Square Grand, Sindhu Bhavan Marg, PRL Colony, Thaltej, Ahmedabad, Gujarat 380059 (“**Escrow Agreement**”). Pursuant to the Escrow Agreement, the Acquirer has established an escrow account under the name and style of “**AMBUJA CEMENTS LIMITED - OPEN OFFER – ESCROW ACCOUNT**” (“**Escrow Account**”), and has made a cash deposit of INR 151,72,00,000 (Indian Rupees One Hundred Fifty One Crore and Seventy Two Lakh) (“**Escrow Amount**”), being a sum in excess of a sum total of (i) 25.00% (Twenty Five percent) of INR 500,00,00,000 (Indian Rupees Five Hundred Crore) out of the Offer Size; and (ii) 10.00% (Ten percent) of the balance of the then offer size (before upward revision). The cash deposit has been confirmed by way of a confirmation letter dated August 07, 2023 issued by the Escrow Agent to the Manager with a copy to the Acquirer. Subsequently, on November 10, 2023 Acquirer deposited an additional amount of INR 615,44,00,000 (Rupees Six Hundred Fifteen Crore and Forty Four Lacs) in the said Escrow Account. In light of the revision to the Original Offer Price and in accordance with Regulations 17(2) and 18(5) of the SEBI (SAST) Regulations, the Acquirer has further deposited an additional amount of INR 59,00,00,000 (Indian Rupees Fifty Nine Crore only) in the Escrow Account on December 04, 2023. The aforesaid cash deposits have been confirmed by way of a confirmation letter dated November 10, 2023 and December 04, 2023, respectively issued by the Escrow Agent to the Manager with a copy to the Acquirer. The aggregate of such amount and the amount of 767,16,00,000 (Indian Rupees Seven Hundred Sixty Seven Crore Sixteen Lakh only) originally deposited by the Acquirer in the Escrow Account, is more than 100% of the revised maximum consideration payable by the Acquirer under this Offer (assuming full acceptance of this Offer), and is in compliance with Regulation 22(2).
- 5.2.4 The Manager to the Offer has been fully authorised and empowered by the Acquirer to operate and realise the amount lying to the credit of the Escrow Account in accordance with the SEBI (SAST) Regulations.
- 5.2.5 In case of any upward revision in the Revised 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 Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
- 5.2.6 After considering the cash & cash equivalents and liquid securities available with the Acquirer, MSKA & Associates, Chartered Accountants having their office at West Gate Business Bay, Level – 6, Opp. Nirvana Party Plot, S. G. Highway, Ahmedabad, Gujarat 380051, Tel: 9825454313, Fax: Not Available (Mr. Samip Shah, Partner - M S K A & Associates, Chartered Accountants), Membership Number: 128531), vide a certificate dated December 27, 2023 has

certified that the Acquirer has adequate financial resources for fulfilling its obligations under the Underlying Transaction and the Open Offer.

- 5.2.7 Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER

- 6.1** This Offer is being made by the Acquirer to all the Public Shareholders: (i) whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; (ii) who are beneficial owners of the Equity Shares and appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (iii) who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer whether or not they have been registered as holders of the Equity Shares.
- 6.2** The Acquirer is making this Offer to all Public Shareholders to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares, constituting 26.00% (Twenty Six percent) of the Voting Share Capital of the Target Company subject to the terms and conditions mentioned in the PA, DPS, the DLOF, the Corrigendum and this LOF.
- 6.3** Pursuant to the terms and conditions of the SPA, it is hereby clarified that the Acquirer reserves the right to complete the Underlying Transaction at any time after the expiry of 21 (Twenty One) Working Days from the date of the DPS, subject to the provisions of Regulation 22 of the SEBI (SAST) Regulations.
- 6.4** This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 6.5** 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 are passed regarding the free transferability of such Equity Shares tendered under the Offer prior to the date of closure of the Tendering Period.
- 6.6** The Offer Shares will be acquired by the Acquirer 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, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 6.7** Accidental omission to dispatch the Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Public Shareholder shall not invalidate this Offer in any way.

- 6.8** None of the Equity Shares held by Public Shareholders are subject to a lock-in. Any Equity Shares which are currently locked-in can be transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer.
- 6.9** The Letter of Offer shall be sent to the Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date. The Identified Date for the Letter of Offer is January 01, 2024.
- 6.10** All Public Shareholders, (registered or unregistered), who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible (subject to Paragraph 7 below) to participate in this Offer.
- 6.11** The PA, the DPS, the DLOF and this Letter of Offer will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, the Public Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer from SEBI's website.
- 6.12** The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 6.13** 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.
- 6.14** The Acquirer reserves the right to revise the Revised Offer Price 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, January 11, 2024, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Revised Offer Price and/or the size of the Offer would be announced in the same newspapers where the DPS was published. The Acquirer 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.
- 6.15** The acceptance of this Offer is entirely at the discretion of the Public Shareholders of the Target Company.
- 6.16** By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer or the Sellers for the purpose of this Offer.
- 6.17** None of the Acquirer, the Manager to the Offer or the Registrar to the Offer accept any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 6.18** The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 6.19** The instructions, authorizations and provisions contained in the Form of Acceptance-*cum*-Acknowledgement constitute part of the terms of the Offer.

6.20 Statutory and other approvals:

6.20.1 As of the date of this LOF, to the best of the knowledge of the Acquirer, there are no statutory approval(s) required for the consummation of this Open Offer. However, if any statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, the Open Offer would also be subject to such statutory or other governmental approval(s) being obtained.

6.20.2 *'De-minimis/small target' exemption:*

As per notification of the Ministry of Corporate Affairs dated March 27, 2017 which was extended by way of notification dated March 16, 2022, the Competition Commission of India's ("CCI") prior approval is not required for a transaction, if **either**: (i) the value of the assets of the target enterprise (including its divisions, units and subsidiaries) is less than INR 350 crore in India; **or** (ii) the value of turnover of the target enterprise (including its divisions, units and subsidiaries) from its operations is less than INR 1,000 crore in India, in the financial year immediately preceding the financial year in which the binding transaction documents for the proposed transaction are executed. This is known as the 'de-minimis / small target' exemption. A combination is required to be notified to the CCI if the same is **not** eligible for the small target exemption and if it meets the jurisdictional thresholds set out under the Competition Act, 2002. Given that the Target Company's turnover is below the small target exemption threshold, the proposed transaction (including the open offer) does not require, nor is subject to, the prior approval from the CCI.

6.20.3 In terms of Regulation 23(1) of the SEBI SAST Regulations, in the event that approvals which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 (Two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

6.20.4 Where the statutory approval(s) extend to some but not all Public Shareholders, the Acquirer shall have the option to make payment to Public Shareholders in respect of whom no statutory approval(s) are required in order to complete this Open Offer

6.20.5 In case of delay/ non-receipt of any approval which may be required by the Acquirer at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.

6.20.6 All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals

are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer.

- 6.20.7 Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Open Offer within 10 (Ten) Working Days from the closure of the Tendering Period of the Open Offer to those Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 6.20.8 By agreeing to participate in this Open Offer (i) the holders of the Equity Shares who are persons resident in India; and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 7.1 The Offer will be implemented by the Acquirer through the stock exchange mechanism made available by the Stock Exchanges in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as amended from time to time, and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time and SEBI master circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, as amended from time to time and notices/ guidelines issued by Stock Exchanges and the Clearing Corporation in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time (“**Acquisition Window Circulars**”). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE and NSE in the form of the Acquisition Window.
- 7.2 BSE shall be the designated stock exchange for the purpose of tendering shares in the Offer (“**Designated Stock Exchange**”).
- 7.3 The Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as of the close of business on the Identified Date.
- 7.4 The PA, DPS, DLOF and the Letter of Offer will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from SEBI’s website for applying in the Offer.

7.5 All the Public Shareholders who desire to tender their Equity Shares under the Offer should consult with their depository participants and their respective stock brokers (“**Selling Broker**”) well in advance to understand the process and methodology in relation to tendering of the Equity Shares through the Stock Exchanges during the Tendering Period. The Buying Broker may also act as Selling Broker for Public Shareholders.

7.6 The Acquirer has appointed SBICAP Securities Limited (“**Buying Broker**”) as its broker for the Offer through whom the purchase and settlement of the Equity Shares tendered in the Offer will be made. The contact details of the Buying Broker are as mentioned below:

SBICAP Securities Limited

Address: Marathon Futurex, B-Wing, 12th Floor,
N.M. Joshi Marg, Lower Parel, Mumbai – 400 013

Telephone Number: 022-68545555

Fax Number: 022-69316411

Email: helpdesk@sbicapsec.com

Website: www.sbisecurities.in

Investor Grievance ID: complaints@sbicapsec.com

Contact Person: Mr. Sumit Upadhyay

SEBI Registration Number: INZ000200032

CIN: U65999MH2005PLC155485

7.7 Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers in order to mark the lien, before the closure of the Tendering Period. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders’ sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

7.8 Modification/cancellation of orders will not be allowed during the Tendering Period.

7.9 The Acquisition Window will be provided by both NSE and BSE to facilitate placing of sell orders. The Selling Broker can enter orders for Equity Shares in dematerialized form.

7.10 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event Seller Broker(s) are not registered with BSE or NSE, or if the Shareholder does not have any stock broker, then that Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code (“UCC”) facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach Buying Broker, to bid by using quick UCC facility. The Public Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit following details:

7.10.1 **In case of Shareholder being an individual:**

- (a) If Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:
- i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable
 - ii. Know Your Client (KYC) form Documents required (all documents self-attested):
Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
- (b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. KYC form Documents required (all documents self-attested):
PAN card copy
Address proof
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

7.10.2 **In case of Shareholder is HUF:**

- (a) If Shareholder is registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KYC form documents required (all documents self-attested):
Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
- (b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. Know Your Client (KYC) form Documents required (all documents self-attested):
PAN card copies of HUF & KARTA
Address proof of HUF & KARTA
HUF declaration
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

7.10.3 **In case of Shareholder other than Individual and HUF:**

- (a) If Shareholder is KRA registered: Forms required
 - i. Know Your Client (KYC) form Documents required (all documents certified true copy)
Bank details (cancelled cheque)
 - ii. Demat details (Demat master /Latest Demat statement)
 - iii. FATCA, IPV, OSV if applicable
 - iv. Latest list of directors/authorised signatories/partners/trustees
 - v. Latest shareholding pattern
 - vi. Board resolution
 - vii. Details of ultimate beneficial owner along with PAN card and address proof
 - viii. Last 2 years financial statements
- (b) If Shareholder is not KRA registered: Forms required:
 - i. KRA form
 - ii. Know Your Client (KYC) form Documents required (all documents certified true copy):
PAN card copies of company/ firm/trust
Address proof of company/ firm/trust
Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
 - iv. FATCA, IPV, OSV if applicable
 - v. Latest list of directors/authorised signatories /partners/trustees
 - vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
 - vii. Latest shareholding pattern
 - viii. Board resolution/partnership declaration
 - ix. Details of ultimate beneficial owner along with PAN card and address proof
 - x. Last 2 years financial statements
 - xi. MOA/Partnership deed /trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

7.11 **Procedure For Tendering Shares Held In Dematerialized Form**

- 7.11.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialised 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.

- 7.11.2 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 Selling Broker will be required to mark lien on the tendered Equity Shares.
- 7.11.3 The lien shall be marked by the Selling Broker in the demat account of the Public Shareholder for the Equity Shares tendered in the Open Offer. Details of such Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by the depositories to the Clearing Corporation.
- 7.11.4 Upon placing the order, the Selling Broker shall provide Transaction Registration Slip (“**TRS**”) generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 7.11.5 On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.
- 7.11.6 Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 7.11.7 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 the time provided by the Stock Exchanges on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 7.11.8 The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- 7.11.9 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares.
- 7.11.10 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- 7.11.11 Resident Public Shareholders holding shares in dematerialized form are not required to fill any Form of Acceptance-cum Acknowledgement, unless required by their respective Selling Broker.
- 7.11.12 All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance-cum- Acknowledgement. The non-resident Public Shareholders holding Equity Shares in Demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance-cum-Acknowledgement along with the required documents to the Registrar to the Open Offer at its address given on the cover page of the Letter of Offer. The envelope should be superscribed as “SANGHI INDUSTRIES LIMITED – OPEN OFFER”. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance-cum- Acknowledgement.

7.12 Public Shareholders Who Are Holding Equity Shares In Physical Form

- 7.12.1 As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 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 are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- 7.12.2 The Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
- (i) Form of Acceptance-cum- Acknowledgement 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;
 - (ii) Original share certificate(s);
 - (iii) Valid share transfer deed(s) (Form SH-4) 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;
 - (iv) Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);
 - (v) Any other relevant document such as (but not limited to) powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)), Notarized Copy of death Certificate/ succession certificate or probated will, if the original shareholder has deceased, etc.
 - (vi) Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
 - (vii) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents:
 - a. valid Aadhar Card;
 - b. Voter Identity Card;
 - c. Passport ;
 - d. registered lease or sale agreement of residence;
 - e. driving license;
 - f. flat maintenance bill;
 - g. utility bills like telephone bill (only landline), electricity bill or gas bill (not more than three months old);
 - h. identity card / document with address, issued by any of the following: Central/State Government and its Departments, statutory / regulatory authorities, Public Sector Undertakings, scheduled commercial banks, public financial institutions;
 - i. For FII / sub account, Power of Attorney given by FII / subaccount to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address;
 - j. proof of address in the name of the spouse; or
 - k. client master list of the demat account of the holder / claimant, provided by the depository participant.

- (viii) Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification by the Registrar to the Offer, as per the SEBI (SAST) Regulations, applicable laws and any further directions issued in this regard.
- 7.12.3 Based on these documents, the Selling Broker(s) should place bids on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE and NSE. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (“TRS”) generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
- 7.12.4 The Selling Broker(s)/Public Shareholder must deliver the original share certificates relating to its Equity Shares and other documentation listed in paragraph 7.12.2 above along with the TRS either by registered post or courier or hand delivery to the Registrar to the Open Offer i.e. Link Intime India Private Limited at the address mentioned on the cover page within 2 (Two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar to the Open Offer is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be superscribed “SANGHI INDUSTRIES LIMITED – OPEN OFFER”. Share certificates for physical shares must reach the Registrar to the Open Offer on or before 5:00 p.m. on the Offer Closing Date.
- 7.12.5 The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph 7.12.2 above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar to the Open Offer. On receipt of the confirmation from the Registrar to the Open Offer, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform. **Physical share certificates and other relevant documents should not be sent to the Acquirer, Target Company or the Manager to the Open Offer.**
- 7.12.6 All documents as mentioned above, shall be enclosed with the Form of Acceptance-cum- Acknowledgement, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate(s) enclosed with the Form of Acceptance-cum- Acknowledgement instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholder(s); (iii) If the Public Shareholder(s) tender Equity Shares, but the Registrar to the Open Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance-cum-Acknowledgement and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.
- 7.12.7 Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.
- 7.12.8 The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum- Acknowledgement. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance-cum- Acknowledgement.

7.13 Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer

- 7.13.1 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 Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- 7.13.2 Public Shareholders may participate in the Offer by approaching their Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in the Letter of Offer or in the relevant Form of Acceptance-cum-Acknowledgment.
- 7.13.3 The Letter of Offer along with a Form of Acceptance-cum-Acknowledgement will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, as appearing in the list of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as on the Identified Date.
- 7.13.4 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.
- 7.13.5 Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the DLOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform which will be made available by BSE or NSE before the closure of the Tendering Period.

7.14 Acceptance of Shares

- 7.14.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 7.14.2 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer 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 non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.
- 7.14.3 The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1 (One).
- 7.14.4 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

7.15 Settlement Process

- 7.15.1 On the closure of the Tendering Period, 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 shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of the Equity Shares transferred to the Clearing Corporation.
- 7.15.2 The settlement of trades shall be carried out in the manner similar to settlement of trades the secondary market in accordance with the Acquisition Window Circulars. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of the Clearing Corporation.
- 7.15.3 The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and for release of lien in case of rejection, nonacceptance or prorated acceptance.
- 7.15.4 For Equity Shares in dematerialized form accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders bank account linked to the demat account. If the relevant Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to the respective Public Shareholder's account.
- 7.15.5 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- 7.15.6 For Equity Shares in physical form, the funds pay-out would be given to Public Shareholder's respective Selling Broker's settlement bank accounts for onward transfer to the respective Public Shareholder's account. The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form. Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by registered post back to the Public 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.
- 7.15.7 The direct credit of Equity Shares shall be given to the demat account of the Acquirer as indicated by the Buying Broker.
- 7.15.8 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 the Acquirer. The lien marked against unaccepted Equity shares shall be released.
- 7.15.9 Any Equity Shares tendered under the Open Offer that are: (i) subject matter of litigation; or (ii) held in abeyance or prohibited/ restricted from being transferred pursuant to any pending court cases/ attachment orders/ restriction from

other statutory authorities; are liable to be rejected unless directions/orders of an appropriate court/tribunal/statutory authority permitting the transfer of such Equity Shares are received together with the Equity Shares tendered under the Open Offer.

- 7.15.10 Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer.
- 7.15.11 The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 7.15.12 Public Shareholders who intend to participate in the Open 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 Open Offer (secondary market transaction). The Open 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 Acquirer and the Manager accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 7.15.13 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulations 18 (11) and 18(11A) of the SEBI (SAST) Regulations.

7.16 Note on taxation/ Compliance with tax requirements

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 ("INCOME TAX ACT") 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 ABEARING 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. 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 ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

7.16.1 General:

- a) The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act. A person who is treated as a non-resident for 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 accrue or arise in India) as also income received by such persons in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- 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 the Income Tax Act.
- c) Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
- d) The Income Tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- e) The summary of income-tax implications on tendering of listed equity shares on recognized stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

7.16.2 Classification of Shareholders: Shareholders can be classified under the following categories:

- a) Resident Shareholders being:
 - i. Individuals, Hindu Undivided Family (HUF), Association of Persons ("AOP") and Body of Individuals ("BOI")
 - ii. Others

- b) Non-Resident Shareholders being:
 - i. Non-Resident Indians (NRIs)
 - ii. Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - iii. Others:
 - Company
 - Other than company

7.16.3 Classification of Income: Shares can be classified under the following two categories

- a) Shares held as investment (Income from transfer taxable under the head “**Capital Gains**”)
- b) Shares held as stock-in-trade (Income from transfer taxable under the head “**Profits and Gains from Business or Profession**”)

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

7.16.4 Shares held as investment: As per the provisions of the Income Tax Act, where the shares are held as investments (i.e., capital asset), **income** arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains in the hands of shareholders will be computed as per provisions of Section 48 of the Income Tax Act.

7.16.5 Period of holding: Depending on the period for which the shares are held, the gains will be taxable as “short-term capital gain” or “long-term capital gain”:

- a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).

7.16.6 Tendering of Shares in the Offer through a Recognized Stock Exchange in India: Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through recognized stock exchanges and is chargeable to Securities Transaction Tax (“**STT**”), then the taxability will be as under (for all categories of shareholders):

- a) The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after April 1, 2018. Section 112A of the Income Tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.

- b) The gain accrued on such equity shares till January 31, 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before February 1, 2018 shall be the higher of the following:
- i. Actual cost of acquisition; or
 - ii. Lower of: (A) fair market value, and (B) full value of consideration received or accruing as a result of the transfer of the shares. Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on January 31, 2018.
- c) After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding Rs.100,000, will be taxable at 10.00% without allowing the benefit of indexation.
- d) However, section 112A of the Income Tax Act shall not apply if such equity shares were acquired on or after October 1, 2004 and securities transaction tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated October 1, 2018, providing certain situations wherein section 112A of the Income Tax Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
- i. Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on recognized stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
 - ii. Where transaction for acquisition of existing listed equity share in a company was not entered through recognized stock exchanges of India, subject to certain exceptions;
 - iii. Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognized stock exchanges and ending on the date on which the company was again listed on recognized stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

The notification *inter alia* provides certain exceptions to the above situations where the provisions of Section 112A will not apply.

- e) Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20.00%. However, for a resident shareholder, an option is available to pay tax on such LTCG under section 112 at either 20.00% with indexation or 10.00% without indexation.
- f) STCG arising from such transaction will be subject to tax @ 15.00% under Section 111A of the Income Tax Act.
- g) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the Income Tax Act. In addition to the above LTCG or STCG tax, applicable Surcharge, Health and Education Cess are leviable (Please refer to Paragraph 7.14.9 for rate of surcharge and cess).

- h) Minimum alternate tax (“MAT”) implications will get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.
- i) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

7.16.7 Shares held as Stock-in-Trade: If the shares are held as stock-in-trade by any of the eligible Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head “Profits and Gains from Business or Profession”.

a) Resident Shareholders:

Profits of:

(A) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.

(B) Domestic companies having total turnover or gross receipts during the previous year 2017-18 not exceeding Rs. 400 crore will be taxable @ 25.00% from AY 2020-21.

(C) For persons other than stated in (A) and (B) above, profits will be taxable @ 30.00%.

No benefit of indexation by virtue of period of holding will be available in any case.

b) Non Resident Shareholders

(A) Non-resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant shareholder country but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the Income Tax Act.

(B) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates
- For foreign companies, profits will be taxed in India @ 40.00%
- For other non-resident Shareholders, such as foreign firms, profits will be taxed in India @ 30.00%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and Non Resident Shareholders.

7.16.8 Tax Deduction at Source

(a) In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Acquirer is not required to deduct tax on the consideration payable to resident Shareholders pursuant to the said offer.

(b) In case of Non-resident Shareholders

- (i) In case of FIIs: Section 196D of the Income Tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.
- (ii) In case of other non-resident Shareholders (other than FIIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Shareholders provide a specific mandate in this regard.

Since the Offer is through the stock exchange, the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Shareholder. The non-resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident Shareholders must file their tax return in India *inter alia* considering gains arising pursuant to this Offer in consultation with their tax advisors.

The non-resident Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of gains arising to the non-resident Shareholders pursuant to this Offer. The non-resident Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid etc.

7.16.9 Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

(a) Surcharge

- (i) In case of domestic companies: Surcharge @ 12.00% is leviable where the total income exceeds Rs. 10 crore and @ 7.00% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.

- (ii) In case of companies other than domestic companies: Surcharge @ 5.00% is leviable where the total income exceeds Rs. 10 crore and @ 2.00% where the total income exceeds Rs.1 crore but less than Rs. 10 crore.
- (iii) In case of individuals, HUF, AOP, BOI: Surcharge @10.00% is leviable where the total income exceeds Rs. 50 lacs but less than Rs.1 crore, @15.00% where the total income exceeds Rs.1 crore but less than Rs. 2crore, @25.00% where the total income exceeds Rs. 2 crore but less than Rs. 5 crore and @37.00% where the total income exceeds Rs. 5 crore.
- (iv) In case of Firm and Local Authority: Surcharge @12.00% is leviable where the total income exceeds Rs. 1 crore.

(b) Cess

Health and Education Cess @ 4.00% is currently leviable in all cases.

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders at the office of Manager to the Offer at Unit No. 1501, 15th Floor, A & B Wing, Parinee Crescenzo Building, Plot C-38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India on all Working Days (i.e., Monday to Friday) between 10:30 A.M. to 5:00 P.M. during the Tendering Period:

Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/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 – SIL Open Offer”], to the Manager to the Open Offer at sanghi.openoffer@sbicaps.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

- 8.1** Copies of the memorandum and articles of association and certificate of incorporation of the Acquirer;
- 8.2** Certificate dated December 27, 2023 from MSKA & Associates, Chartered Accountants, certifying that the Acquirer has adequate financial resources to fulfill its obligations under this Offer;
- 8.3** Certificate dated August 03, 2023 from MSKA & Associates, Chartered Accountants, certifying the Original Offer Price computation;
- 8.4** Certificate dated December 05, 2023 from MSKA & Associates, Chartered Accountants, certifying the Revised Offer Price computation;
- 8.5** Copies of annual reports of the Target Company for the financial years ending March 31, 2023, March 31, 2022 and March 31, 2021;
- 8.6** Copies of audited financial statements for period ended September 30, 2023 (Unaudited), March 31, 2023, December 31, 2022 and December 31, 2021 of the Acquirer;
- 8.7** Copy of the Escrow Agreement dated August 03, 2023 entered into by and among the Acquirer, Escrow Agent and Manager to the Offer;
- 8.8** Copy of the SPA dated August 03, 2023 and copies of letters dated August 09, 2023, September 10, 2023, November 29, 2023 and December 05, 2023;
- 8.9** Letter(s) from the Escrow Agent confirming the amount kept in the Escrow Account and a lien in favour of the Manager to the Offer;
- 8.10** Copy of PA dated August 03, 2023, published copy of the DPS dated August 09, 2023, published copy of Corrigendum dated December 05, 2023, and issue opening public announcement to be issued;
- 8.11** Copy of the recommendation made by the Target Company's committee of independent directors constituted by the Board of Directors published in the newspapers; and
- 8.12** Copy of the observation letter no. SEBI/HO/CFD/DCR/RAC-1/P/OW/2023/52451/1 from SEBI dated December 28, 2023 on the DLOF.

9. DECLARATION BY THE ACQUIRER

- 9.1** For the purpose of disclosures in this LOF relating to the Target Company, the Acquirer has relied on the information provided by the Target Company and the Sellers or as available in the public domain and has not independently verified the accuracy of details of the Target Company or the Sellers. Subject to the aforesaid, the Acquirer and its respective directors, severally and jointly, accept full responsibility for the information contained the PA, DPS, DLOF, the Corrigendum and in this LOF in relation to them and the Offer.
- 9.2** The Acquirer and its respective directors, severally and jointly accept full responsibility for the information contained in this LOF in relation to them and the Offer and also for the obligations for the Acquirer as laid down in the SEBI (SAST) Regulations. The Acquirer is responsible for ensuring its compliance with the SEBI (SAST) Regulations.
- 9.3** The persons signing this LOF have been duly and legally authorized by the Acquirer to sign the LOF.

For and on behalf of the Acquirer

Ambuja Cements Limited

Sd/-

Place: Ahmedabad

Date: January 5, 2024

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

SANGHI INDUSTRIES LIMITED

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

To,
C/o Link Intime India Private Limited
Unit: Sanghi Industries Limited - Open Offer
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083, Maharashtra, India
Contact Person: Pradnya Karanjekar
Tel No.: +91 810 811 4949
Fax No.: + 91 22 49186195
Email: sanghi.offer2023@linkintime.co.in

TENDERING PERIOD FOR THIS OFFER	
OFFER OPENS ON	Monday, January 15, 2024
OFFER CLOSSES ON	Monday, January 29, 2024

Dear Sir,

Sub: Open offer for acquisition of up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred And Sixty) fully paid up equity shares having a face value Rs. 10 (Indian Rupees Ten) each ("Equity Shares") of Sanghi Industries Limited ("Target Company") representing 26.00% of the Voting Share Capital from the Public Shareholders of the Target Company by Ambuja Cements 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 and subsequent amendments thereto ("SEBI (SAST) Regulations") ("Offer" / "Open Offer").

I / We refer to the Letter of Offer dated January 5, 2024 for acquiring the Equity Shares held by me / us in Sanghi Industries Limited.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Letter of Offer and the Offer opening public announcement cum corrigendum, 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 herein are true and correct.

Details of Public Shareholder:

Name (in BLOCK LETTERS)	Holder	Name of the Public Shareholder(s)	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole/ First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with STD Code): Fax No. (with STD Code):		Mobile No.:
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL FORM:

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 Offer are not locked-in and are free from liens, charges, equitable interests and 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 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 Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.

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

I / We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me / us.

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

I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this 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 Acquirer to effectuate this Offer in accordance with the SEBI (SAST) Regulations.

I / We are / am not debarred from dealing in Equity Shares.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961 including but not limited to section 281 of the Income Tax Act, 1961.

I / We note and understand that the Equity Shares will be held by the Clearing Corporation in trust for me / us till the date the Acquirer make payment of consideration as mentioned in the Letter of Offer and 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 capital gains arising from tendering of the Equity Shares, I / we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby Acquirer make payment of purchase consideration as mentioned in the Letter of Offer.

I / We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirer may decide to accept in consultation with the Managers to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

FOR NRIs/ OCBs/ FPIs AND SUB-ACCOUNTS / OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our residential status is ("✓"whichever is applicable):

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others	<input type="checkbox"/> Indian Company
<input type="checkbox"/> Indian Trust	<input type="checkbox"/> FVCI	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Pension/Provident Fund
<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship firm	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non-repatriable
<input type="checkbox"/> OCB	<input type="checkbox"/> QFI	<input type="checkbox"/> Others – please specify:		

I/We confirm that my/our investment status is (and "✓"whichever is applicable):

- ☐ FDI Route
- ☐ PIS Route
- ☐ Any other – please specify _____

I/We confirm that the Equity Shares tendered by me/us are held on ("✓"whichever is applicable):

- ☐ Repatriable basis
- ☐ Non-repatriable basis

I/We confirm that ("✓" whichever is applicable):

- ☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI
- ☐ Copies of all approvals required by me for holding Equity Shares that have been tendered in this 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 ("✓" whichever is applicable):

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

Additional confirmations and enclosures for all Public Shareholders, as applicable

I / We, have enclosed the following documents ("✓" whichever is applicable):

- ☐ Self-attested copy of PAN card
- ☐ Self-declaration form in Form 15 G / Form 15 H, in duplicate copy
- ☐ For Mutual funds / Banks / Notified Institutions under Section 194A(3)(iii) of the Income Tax Act, copy of relevant registration or notification

- ☐ '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.

BANK DETAILS

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.

Public Shareholders holding Equity Shares in physical form, the bank account details for the purpose of interest payment, if any, will be taken from details provided by you. Also kindly attached copy of cancel cheque for below account for verification

Name of the Bank _____	Branch _____	City _____
MICR Code (9 Digits) _____	IFSC _____	
Account Number (CBS Account): _____ Account Type(CA/SB/NRE/NRO/others)(please specify): _____		
Non Resident Public Shareholders are requested to state their NRO/ NRE Bank Account Number as applicable based on the status of their account in which they hold Physical Equity Shares.		

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act. For details please refer to instruction no. 13 & 14 given overleaf.

Yours faithfully,

Signed and Delivered:	Full Name	PAN	Signature
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: _____

Date: _____

-----Tear Here-----

Acknowledgement Receipt – Sanghi Industries Limited –Open Offer

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement for Sanghi Industries Limited Offer as per details below:

Copy of delivery instruction to depository participant of Client ID for _____ Equity Shares

Stamp of collection centre:

Signature of Official:

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGER TO THE OFFER

1. This Form must be legible and should be filled in English only.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Open Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Open Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this form 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 this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
6. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
8. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
9. 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.
10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the LOF at paragraph 7.
11. The Letter of Offer along with the Form of Acceptance is being dispatched/ sent through electronic mail/ registered post to all the Public Shareholders as of the Identified Date. In case of non-receipt of the Letter of Offer, such 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.
12. The Form of Acceptance or TRS is not required to be submitted to the Acquirer, Manager to the Offer or the Registrar to the Offer. Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.
13. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Offer shall be deemed to have been accepted for the Public Shareholders holding Equity Shares in demat form.
Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.
14. 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 LOF, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general

- permission of the 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.
15. If the resident and non-resident Public Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

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 Offer Price (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)

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 Acquirer before remitting the amount of interest)
- ☐ Tax Residency Certificate and a no 'permanent establishment' / business connection declaration

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

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

All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083, Maharashtra, India

Tel No.: +91 810 811 4949

Fax No.: + 91 22 49186195

Contact Person: Pradnya Karanjekar

Email: sanghi.offer2023@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration No.: INR000004058

CIN: U67190MH1999PTC118368

[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]

FORTHE 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.

Is listed, (if any): _____

Occupation (4)	Existing Folio No., if any (5)	Signature(6)
BUSINESS		1. _____ 2. _____ 3. _____

Folio No. of Transferee	Specimen Signature of Transferee(s)
	1. _____
	2. _____
	3. _____

Value of Stamp affixed:
INR _____

Declaration:

- () Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or
() Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

Stamps

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, _____

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 _____

On the reverse page of the certificate

Name of the Transferor

Name of the Transferee

No. of shares

Date of Transfer

Signature of the authorized signatory