

SANJIVANI PARANTERAL LIMITED

Registered Office: 205, PN Kothari Industrial Estate, L.B.S. Marg, Bhandup (W), Mumbai – 400 078

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Corporate Identification Number (CIN): L24300MH1994PLC081752

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 26,00,000 (TWENTY SIX LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ("EQUITY SHARES"), REPRESENTING 26.00% OF THE EMERGING FULLY DILUTED VOTING EQUITY SHARE CAPITAL OF SANJIVANI PARANTERAL LIMITED ("TARGET COMPANY"), AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OFFER ("VOTING SHARE CAPITAL"), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹ 10.00 (RUPEES TEN ONLY) PER EQUITY SHARE BY MR. ASHWANI KHEMKA ("ACQUIRER"). NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSE OF THE OFFER.

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement (hereinafter referred to as "Advertisement") is being issued by Sun Capital Advisory Services Private Limited ("Manager to the Offer"), on behalf of the Acquirer pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and subsequent amendments thereto ("Takeover Regulations") in respect of the Open Offer to acquire the Equity Shares of the Target Company. The Detailed Public Statement ("DPS") with respect to the Offer was made on July 2, 2021 in the Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Navashakti (Marathi) (Mumbai Edition) newspapers.

This Advertisement to be read in conjunction with the (a) Public Announcement ("PA") dated June 25, 2021; (b) the DPS and (c) the Letter of Offer ("LOF") dated September 03, 2021. This Advertisement is being published in all the newspapers in which the DPS was published. The capitalized terms used in this Advertisement have the meaning assigned to them in the LOF, unless otherwise specified.

- Offer Price:** The Offer Price is ₹ 10.00 (Rupees Ten only) per Equity Share and it has been arrived in accordance with Regulation 8(2) of the Takeover Regulations, payable in Cash. There has been no revision in the Offer Price.
- Recommendations of the Committee of Independent Directors ("IDC") of the Target Company:** The IDC has opined that the Offer Price of ₹10.00 (Rupees Ten only) is fair and reasonable in accordance with the Takeover Regulations. The IDC's recommendations were published on September 14, 2021 in the same newspapers in which the DPS was published.
- The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations. No competitive offer has been made to the Offer.
- Dispatch of the LOF was completed by September 9, 2021 to the Public Shareholders whose name appears as on the Identified Date i.e. September 2, 2021.
- All Public Shareholders are eligible to participate in the Offer. Please note that a copy of the LOF alongwith the Form of Acceptance-cum-Acknowledgement is also available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in and in case of non-receipt of the LOF, all Public Shareholders (including those who have acquired the Equity Shares of the Target Company after the Identified Date), if they so desire, may download the LOF along with the Form of Acceptance-cum-Acknowledgement, from the website of the SEBI for applying in the Offer. The Public Shareholders must refer to paragraph 8 (Procedure for Acceptance and Settlement of the Offer) of the LOF in relation to the detailed procedure for tendering the Equity Shares in the Offer and must adhere to and follow the procedure set out therein. A summary of procedure for tendering the Equity Shares in the Offer is set out below:
 - In case the Equity Shares are held in dematerialized form:** Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of the Equity Shares they intend to tender under the Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
 - In case the Equity Shares are held in physical form:** Public Shareholders holding physical Equity Shares and who wish to tender their Equity Shares in the Offer may participate in the Offer through their Selling Broker and submit documents set out at paragraph 8.14 (Procedure for tendering the Equity Shares held in physical form) of the LOF. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
 - In case of non-receipt / non availability of the LOF or the Form of Acceptance-cum-Acknowledgement:** Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by that Public Shareholder (including joint holders, if any), stating name, address, number of shares held, number of shares tendered and details of client ID number, DP name, DP ID number in case the Equity Shares are held in demat or distinctive numbers, folio numbers in case the Equity Shares held in physical form. Such Public Shareholder(s) must ensure that their order is entered in the electronic platform to be made available by BSE Limited before the Closure of the Tendering Period. Such application along with relevant documents, as applicable, is to be sent to Link Intime India Pvt. Ltd. (the Registrar to the Offer).
- The Offer will be implemented by the Acquirer through the Stock Exchange mechanism made available by BSE Limited in the form of a separate window ("Acquisition Window") as provided under the Takeover Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. For further details, the Public Shareholders are requested to refer to part 8 titled "Procedure for Acceptance and Settlement" on page 20 of the LOF.
- All comments / observations, received from the SEBI vide letter dated August 31, 2021 in terms of Regulation 16(4) of the Takeover Regulations, are duly incorporated in the LOF.
- Material updates since the date of the Public Announcement:** There have been no material updates in relation to the Offer since the date of the PA, save as otherwise, already disclosed in the DPS and the LOF.
- To the best of knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to acquire the Equity Shares of the Target Company that are validly tendered pursuant to the Offer or to complete the Offer. However, in case, any statutory approvals become applicable at a later date, the Offer will be subject to such approval(s).
- The Schedule of Activities for the Offer has been revised and the necessary changes have been incorporated in the LOF at page no. 2 and at all the relevant other places. **The Revised Schedule of Activities is as under:**

Activity	Original Date	Original Day	Revised Date	Revised Day
Public Announcement	June 25, 2021	Friday	June 25, 2021	Friday
Publication Date of Detailed Public Statement in newspapers	July 02, 2021	Friday	July 02, 2021	Friday
Last date of filing Draft Letter of Offer with SEBI	July 09, 2021	Friday	July 09, 2021	Friday
Last date for a Competing bid*	July 26, 2021	Monday	July 26, 2021	Monday
Last date for SEBI observations on Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	August 02, 2021	Monday	August 31, 2021**	Tuesday
Identified Date***	August 04, 2021	Wednesday	September 02, 2021	Thursday
Date by which the Letter of Offer be dispatched to the shareholders	August 06, 2021	Friday	September 09, 2021	Thursday
Last date by which the committee of the Independent Directors of the Target Company shall give its recommendation	August 17, 2021	Tuesday	September 15, 2021	Wednesday
Last date for revising the Offer Price / number of Equity Shares	August 18, 2021	Wednesday	September 16, 2021	Thursday
Date of publication of Offer opening public announcement, in the newspapers in which the DPS has been published	August 18, 2021	Wednesday	September 16, 2021	Thursday
Date of commencement of Tendering Period (Offer Opening Date)	August 20, 2021	Friday	September 17, 2021	Friday
Date of expiry of Tendering Period (Offer Closing Date)	September 02, 2021	Thursday	September 30, 2021	Thursday
Last date for completion of all requirements including payment of consideration	September 17, 2021	Friday	October 14, 2021	Thursday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the LOF is dispatched. It is clarified that all the equity shareholders (except the Acquirer and promoter group) of the Target Company (registered or unregistered) are eligible to participate in the Offer at any time prior to the closure of the Offer.

** Actual date of receipt of SEBI comments

*** There has been no competing offer

The Acquirer accepts full responsibility for the information contained in this Advertisement and also for the fulfillment of their obligations laid down in the Takeover Regulations. A copy of this Advertisement shall also be available on the SEBI website at www.sebi.gov.in.

ISSUED BY MANAGER TO THE OFFER



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Investor grievance email: investorgrievance@suncapital.co.in

Contact Person: Ms. Kinnari Mehta | **Email:** kinnari@suncapital.co.in

SEBI Registration No.: INM000012591

For and on behalf of the Acquirer

Sd/-

Ashwani Khemka (The Acquirer)

Date: September 15, 2021

Place: Mumbai