

November 08, 2023

To,

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

Dear Sir/ Madam,

Subject: Open Offer to the public shareholders of Daikaffil Chemicals India Limited (the “Target Company”) (“Open Offer”) by Mikusu India Private Limited (the “Acquirer”) along with Heranba Industries Limited, in their capacity as persons acting in concert (the “PAC”) pursuant to SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended.(the “SEBI (SAST) Regulations”)

We would like to inform you that, Mikusu India Private Limited (“Acquirer”) together with Heranba Industries Limited, in its capacity as persons acting in concert with the Acquirer (“PAC”), has announced an Open Offer for acquisition up to 15,60,000 (Fifteen Lakh Sixty Thousand) fully paid-up equity shares of face value of INR. 10/- (Indian Rupees Ten Only) each (“Equity Shares”), representing 26% of the total equity and voting share capital of Daikaffil Chemicals India Limited (“Target company”) on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the Open Offer (“Equity and voting share capital”), from the Public Shareholders of the Target company for cash at a price of INR. 38.72 (Indian Rupee Thirty Eight and Paise Seventy Two only) per Equity Share (“Offer Price”).

The Open Offer is being made pursuant to and in compliance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (the “SEBI (SAST) Regulations”)

In accordance with the provisions of Regulation 12 (1) of the SEBI (SAST) Regulations, we, Emkay Global Financial Services Limited, have been appointed as the Manager to the Open Offer (“Manager to the Open Offer”) and as required under Regulation 14(1) of the SEBI (SAST) Regulations we are enclosing herewith a copy of the Public Announcement dated November 08, 2023 in relation to the Open Offer.

All capitalised terms used in this letter unless defined herein shall have the same meaning as ascribed to them in the enclosed Public Announcement.

Thanking you,

Yours faithfully,

For Emkay Global Financial Services Limited



Authorised Signatory

Name: Deepak Yadav

Designation: VP- Investment Banking

Email ID: deepak.yadav@emkayglobal.com

Encl.: As above

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF DAIKAFFIL CHEMICALS INDIA LIMITED UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO (THE “SEBI (SAST) REGULATIONS”).

OPEN OFFER FOR ACQUISITION OF UP TO 15,60,000 (FIFTEEN LAKHS SIXTY THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH (“EQUITY SHARES”), REPRESENTING 26% OF THE TOTAL EQUITY AND VOTING SHARE CAPITAL OF DAIKAFFIL CHEMICALS INDIA LIMITED (“TARGET COMPANY”) ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER (“EQUITY AND VOTING SHARE CAPITAL”), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF INR 38.72/- (INDIAN RUPEES THIRTY EIGHT AND PAISA SEVENTY TWO ONLY) PER EQUITY SHARE BY MIKUSU INDIA PRIVATE LIMITED (“ACQUIRER”) ALONG WITH HERANBA INDUSTRIES LIMITED, IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER (“PAC”), FOR THE PURPOSE OF THE OPEN OFFER, PURSUANT TO AND IN COMPLIANCE OF THE SEBI (SAST) REGULATIONS (“OPEN OFFER”).

THIS PUBLIC ANNOUNCEMENT (THE “PUBLIC ANNOUNCEMENT”) IS BEING ISSUED BY EMKAY GLOBAL FINANCIAL SERVICES LIMITED THE MANAGER TO THE OPEN OFFER (“MANAGER TO THE OPEN OFFER”), FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 READ WITH REGULATION 13(1), 14 AND 15(1) AND OTHER APPLICABLE REGULATIONS OF SEBI (SAST) REGULATIONS.

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

- a. “Equity Shares” or “Shares”** means the fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Target Company;
- b. “Equity and Voting Share Capital”** means the total equity and voting 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 Open Offer;
- c. “Offer Period”** has the meaning ascribed to such term in the SEBI (SAST) Regulations;
- d. “Other Selling Shareholders”** means Mihir Vinodchandra Sonawala, Monica Nimish Patel and C.C.M. (Luxembourg) S.A.
- e. “Promoter Sellers”** means Amit Jayant Patel, Aditya Amit Patel, Nitin Prabhudas Bhagat, Amit Jayant Patel HUF, Mita Bhagat, Dhvani Aditya Patel, Aditya A. Patel HUF, Aruna Vinodchandra Merchant and Caffil Private Limited.
- f. “Public Shareholders”** shall mean all the public shareholders of the Target Company, who are eligible to tender their Equity Shares in the Open Offer, other than the Acquirer, PAC, Promoter Sellers and Other Selling Shareholders and persons deemed to be acting in concert with the Acquirer and the PAC, pursuant to and in compliance with the SEBI (SAST) Regulations;
- g. “Sellers”** means Promoters Sellers and Other Selling Shareholders;

- h. **Sellers Shares** means 29,09,719 (Twenty-Nine Lakhs Nine Thousand Seven Hundred and Nineteen) Equity Shares constituting 48.50 % (Forty-Eight point five zero percent) of the Equity and Voting Share Capital of the Target Company;
- i. **“Stock Exchange”** means BSE Limited;
- j. **“Tendering Period”** has the meaning ascribed to it under the SEBI (SAST) Regulations.

1) OPEN OFFER DETAILS

Offer Size	The Acquirer and the PAC hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 15,60,000 (Fifteen Lakhs Sixty Thousand) Equity Shares (“Offer Share”) representing 26% (Twenty-Six per cent) of the Equity and Voting Share Capital, at a price of INR 38.72/- (Indian Rupees Thirty-Eight and Paise Seventy Two Only) per Offer Share (“Offer Price”) aggregating to INR 6,04,03,200/- (Indian Rupees Six Crores Four Lakhs Three Thousand and Two Hundred Only), (the “Offer Size”), subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement (“DPS”) and the Letter of Offer (“LoF”) that may be issued in accordance with the SEBI (SAST) Regulations, subject to statutory approvals, if any and satisfaction of certain other conditions precedent specified in the Share Purchase Agreement (unless waived in accordance with the Share Purchase Agreement).
Offer Price/ Consideration	The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations. The Open Offer is made at a price of INR 38.72/- (Indian Rupees Thirty-Eight and Paise Seventy-Two Only) per Equity Share, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer. The Offer Price is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, aggregating to a consideration of INR 6,04,03,200/- (Indian Rupees Six Crores Four Lakhs Three Thousand and Two Hundred Only), assuming full acceptance in the Open Offer.
Mode of payment	The Offer Price will be paid in cash, in accordance with the provisions of Regulations 9(1) (a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement and Letter of Offer, both of which will be issued in accordance with the SEBI (SAST) Regulations.
Type of offer (triggered offer, voluntary offer/ competing offer, etc.)	Triggered Offer. The Open Offer is a mandatory open offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to execution of Share Purchase Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company. This Open Offer is not subject to any minimum level of acceptance.

2) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

The Acquirer has entered into a Share Purchase Agreement dated November 8, 2023 with the Promoter Sellers and Other Selling Shareholders (**“Share Purchase Agreement/ SPA”**), pursuant to which the Acquirer has agreed to acquire, 29,09,719 (Twenty Nine Lakhs Nine Thousand Seven Hundred and Nineteen) Equity Shares, which constitutes 48.50% (Forty Eight point five zero percent) of the Equity and Voting Share Capital of

the Target Company, for an aggregate consideration of INR 6,98,33,256/- (Indian Rupees Six Crores Ninety Eight Lakhs Thirty Three Thousand Two Hundred and Fifty Six Only), i.e. INR 24/- (Indian Rupees Twenty Four Only) per Equity Share subject to the statutory approvals, if any and satisfaction of conditions precedent specified in the Share Purchase Agreement (unless waived off in accordance with the Share Purchase Agreement).

Pursuant to proposed acquisition of the aforesaid Equity and Voting Share Capital of the Target Company in terms of the SPA, the aggregate shareholding of the Acquirers in the Target Company would exceed the threshold limit prescribed under regulation 3(1) of the SEBI (SAST) Regulations.

Since the Acquirer has entered into the SPA to acquire voting rights in excess of 25% of the Equity and Voting Share Capital of the Target Company, accompanied with control, this Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations. Upon consummation of the Underlying Transaction contemplated in the SPA and post successful completion of the Open Offer, the Acquirer will acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”). Upon sale of the entire shareholding of the Promoter Sellers in the Target Company pursuant to the Share Purchase Agreement, the Promoter Sellers and the other members of the Promoter and Promoter Group are desirous that they will cease to be members of the promoter and promoter group of the Target Company in accordance with the applicable law.

The proposed sale and purchase of Equity Shares by the Promoter Seller and Other Selling Shareholders and the Acquirer, respectively, under the Share Purchase Agreement (as explained in above paragraphs of this Public Announcement) is referred to as the “**Underlying Transaction**”. A tabular summary of the Underlying Transaction is set out below:

Details of the Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Equity Shares / Voting rights acquired/ proposed to be acquired		Total consideration for Shares/voting rights acquired (INR)	Mode of payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis-à-vis total equity/ Equity and Voting Share Capital			
Direct	Share Purchase Agreement - The Acquirer has entered into a share purchase agreement dated November 8, 2023 with the Promoter Sellers and Other Selling Shareholders pursuant to which the Acquirer has agreed to acquire from the Promoter Sellers and Other Selling Shareholders of the Target Company, 29,09,719 (Twenty Nine Lakhs Nine Thousand Seven Hundred and Nineteen) Equity Shares, which constitutes 48.50%	29,09,719	48.50 %	INR 6,98,33,256/- (Indian Rupees Six Crores Ninety Eight Lakhs Thirty Three Thousand Two Hundred and Fifty Six Only)	Cash	Regulations 3(1) & 4 of SEBI (SAST) Regulations

	(Forty-Eight point five zero percent) of the Equity and Voting Share Capital of the Target Company, for an aggregate consideration of INR 6,98,33,256 /- (Indian Rupees Six Crores Ninety Eight Lakhs Thirty Three Thousand Two Hundred and Fifty Six Only), i.e. INR 24/- (Indian Rupees Twenty Four Only) per Equity Share subject to terms and conditions set out in the SPA, including fulfilment of conditions precedent by the Target Company and Promoter Sellers and Other Selling Shareholders (including any statutory approvals, if any)					
--	---	--	--	--	--	--

3) ACQUIRER & PERSONS ACTING IN CONCERT

Details	Acquirer	PAC	Total
Name of Acquirer(s)/ PAC(s)	Mikusu India Private Limited	Heranba Industries Limited	-
Address	Registered Office: 2 nd Floor, A Wing, Fortune Avirahi Jain Derasar Lane, Borivali, Mumbai-400092, Maharashtra, India.	Registered Office: Plot No 1504/1505/1506/1 GIDC, Phase-III NA Vapi, Valsad- 396195, Gujarat, India Corporate Office: 2 nd Floor, A Wing, Fortune Avirahi, Jain Derasar Road, Borivali - West, Mumbai- 400092, Maharashtra, India.	-
Name(s) of persons in control /Promoters of Acquirer	Heranba Industries Limited	Sadashiv Kanyana Shetty Raghuram Kanyan Shetty	-
Name of the Group, if any, to which the Acquirer(s)/PAC belong	Heranba Group	Heranba Group	-
Pre-Transaction shareholding			
• Number	Nil	Nil	Nil
• % of total share capital	Not Applicable	Not applicable	Not applicable

Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer (assuming no Equity Shares are tendered in the Open Offer)	29,09,719 (Twenty-Nine Lakhs Nine Thousand Seven Hundred and Nineteen) Equity Shares constituting 48.50% (Forty-Eight point five zero percent) of the Equity and Voting Share Capital of the Target Company	Nil	29,09,719 (Twenty-Nine Lakhs Nine Thousand Seven Hundred and Nineteen) Equity Shares constituting 48.50% (Forty-Eight point five zero percent) of the Equity and Voting Share Capital of the Target Company
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer (assuming entire 26% is tendered in the Open Offer)	44,69,719 (Forty-Four Lakhs Sixty-Nine Thousand Seven Hundred and Nineteen) Equity Shares constituting 74.50% (Seventy-Four point five zero percent) of the Equity and Voting Share Capital of the Target Company	Nil	44,69,719 (Forty-Four Lakhs Sixty-Nine Thousand Seven Hundred and Nineteen) Equity Shares constituting 74.50% (Seventy-Four point five zero percent) of the Equity and Voting Share Capital of the Target Company
Any other interest in the Target Company	None	None	None

The Acquirer and PAC have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4) DETAILS OF SELLERS

Sr. No	Name of Selling Shareholder	Part of promoter / promoter group (Yes/No)	Details of Shares/ Voting Rights held by the Sellers			
			Pre-Transaction ^s		Post Transaction [@]	
			No. of Equity Shares	% vis-à-vis Equity and Voting Share Capital	No. of Equity Shares	% vis-à-vis Equity and Voting Share Capital
PROMOTER SELLERS						
1.	Amit Jayant Patel	Yes	10,72,965	17.88%	Nil	Nil
2.	Aditya Amit Patel	Yes	1,04,499	1.74%	Nil	Nil
3.	Nitin Prabhudas Bhagat	Yes	50,000	0.83%	Nil	Nil
4.	Amit Jayant Patel HUF	Yes	45,310	0.76%	Nil	Nil
5.	Mita Bhagat	Yes	25,000	0.42%	Nil	Nil
6.	Dhwani Aditya Patel	Yes	15,800	0.26%	Nil	Nil
7.	Aditya A Patel HUF	Yes	7,500	0.13%	Nil	Nil

8.	Aruna Vinodchandra Merchant	Yes	46,645	0.78%	Nil	Nil
9.	Caffil Private Limited	Yes	5,03,300	8.39%	Nil	Nil
OTHER SELLING SHAREHOLDERS						
10.	Mihir Vinodchandra Sonawala	No	2,46,000	4.10%	Nil	Nil
11.	Monica Nimish Patel	No	43,000	0.72%	Nil	Nil
12.	C.C.M. (Luxembourg) S.A.	No	7,49,700	12.50%	Nil	Nil
TOTAL			29,09,719	48.50%		

Note: \$ The pre-transaction shareholding percentage of the Promoter Sellers and Other Selling Shareholders is calculated after considering the Equity and Voting Share Capital of the Target Company as of the date of this Public Announcement

@ The post-transaction shareholding of the Promoter Sellers and Other Selling Shareholders reflects the shareholding of the Promoter Sellers and Other Selling Shareholders post consummation of the Share Purchase Agreement.

The Promoter Sellers and Other Selling Shareholders have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

Upon consummation of the Underlying Transaction contemplated in the SPA and post successful completion of the Open Offer, the Acquirer will acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company in accordance with the provisions of SEBI (LODR) Regulations. Upon sale of the entire shareholding of the Promoter Sellers in the Target Company pursuant to the Share Purchase Agreement, the Promoter Sellers and the other members of the Promoter and Promoter Group are desirous that they will cease to be members of the promoter and promoter group of the Target Company in accordance with the applicable law.

5) TARGET COMPANY

5.1 **Name:** DAIKAFFIL CHEMICALS INDIA LIMITED

5.2 **Corporate Identification Number:** L24114MH1992PLC067309

5.3 **Registered Office:** E-4, MIDC, Tarapur, Boisar, Thane – 401506, Maharashtra, India.

5.4 **Exchange where listed:** BSE Limited; Scrip ID/Code: 530825

5.5 **International Securities Identification Number (ISIN):** INE789B01018

6) OTHER DETAILS

6.1 The Detailed Public Statement would be published in newspapers on or before November 15, 2023, within five working days of this Public Announcement, in accordance with Regulation 13(4) and 14(3) of SEBI (SAST) Regulations. The Detailed Public Statement, the draft Letter of Offer and the Letter of Offer shall, inter alia, contain details of the Open Offer including the reasons and the background of the Open Offer, detailed information on the Offer Price, details of the Share Purchase Agreement, the Acquirer, the PAC and the Target Company, the Sellers, statutory approvals, if any and conditions precedent specified in the Share Purchase Agreement (unless waived off in accordance with the Share

Purchase Agreement) and details of financial arrangements, settlement procedures and other terms of the Open Offer and the conditions to the Open Offer.

- 6.2 The Acquirer, the PAC and their respective directors as applicable, accept full responsibility for the information contained in the Public Announcement. The Acquirer and the PAC undertake that they are fully aware of and shall comply with all obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations in relation to the Open Offer and have made firm financial arrangements for acquisition of the Offer Shares in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.3 This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.4 The Acquirer and the PAC have no intention to delist the Target Company pursuant to this Open Offer.
- 6.5 The Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.6 Completion of the Open Offer and the Underlying Transaction, as envisaged under the SPA, is subject to satisfaction of the conditions precedent set out in the SPA and receipt of statutory approvals required, if any. This Open Offer is also subject to the other terms and conditions mentioned in this Public Announcement, and as will be set out in the Detailed Public Statement, the draft Letter of Offer and the Letter of Offer, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 6.7 In this Public Announcement, all references to “Re.” and “Rs.” and “INR” are references to Indian Rupees.
- 6.8 All information stated in this Public Announcement relating to the Target Company has been obtained from publicly available sources or provided by the Target Company.
- 6.9 All information pertaining to the Sellers contained in this Public Announcement have been obtained from the Sellers. The accuracy of such information has not been independently verified by the Manager to the Open Offer.

ISSUED BY MANAGER TO THE OPEN OFFER



Your success is our success

Emkay Global Financial Services Limited

CIN: L67120MH1995PLC084899

SEBI Reg. No.: INM000011229;

Validity Period: Permanent

Contact Person: Mr. Deepak Yadav/ Ms. Pooja Sarvankar

Registered Office Address: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar West, Mumbai -400028, Maharashtra

Tel. No.: +91-22 66121212;

E-mail: dcil.openoffer@emkayglobal.com;

Website: www.emkayglobal.com

FOR AND ON BEHALF OF THE ACQUIRER AND PAC

Signed for and on behalf of Mikusu India Private Limited (Acquirer)

Sd/-

Authorized Signatory

Signed for and on behalf of Heranba Industries Limited (PAC)

Sd/-

Authorized Signatory

Place: Mumbai

Date: November 08, 2023