Wednesday, June 18, 2025

To,
BSE Limited,
PJ. Towers, Dalal Street,
Mumbai - 400001,
Maharashtra, India.

Reference : Open Offer made by M/s. Torextron Ventures Private Limited (Acquirer) for acquisition of up to 18,09,967 Offer Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the Mardia Samyoung Capillary Tubes Company Limited.

Dear Sir/ Madam,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('**SEBI (SAST) Regulations**'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('**Manager**'), by M/s. Torextron Ventures Private Limited (**'Acquirer**'). The Acquirer has announced an Open Offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 18,09,967 Offer Shares representing 26.00% of the Voting Share Capital Mardia Samyoung Capillary Tubes Company Limited. ('**Target Company**') from its Public Shareholders. The Offer Price of ₹5.00/- per offer share has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹90,49,835.00/- that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement dated Tuesday, December 17, 2024, wherein the Acquirer has agreed to acquire 48,31,595 Sale Shares, representing 69.41% of the Voting Share Capital of the Target Company from the Selling Promoters Shareholders, namely being, Mr. Ravindra M Mardia (Selling Promoter Shareholder 1), Mr. Gaurav Ravindra Mardia (Selling Promoter Shareholder 2), Mr. Surendra M Mardia (Selling Promoter Shareholder 3), Ms. Bina Ravindra Mardia (Selling Promoter Shareholder 4), Ms. Kinnery Vishal Shah (Selling Promoter Shareholder 5), M/s. Ravindra Milapchandji Mardia HUF (Selling Promoter Shareholder 6), M/s. Surendra Milapchandji Mardia HUF (Selling Promoter Shareholder 7). Ms. Sunita Surendra Mardia, M/s. Milapchand J Mardia HUF, M/s. Agrim Overseas Private Limited (Selling Promoter Shareholder 8), M/s. Wardhman Finvest Private Limited (Selling Promoter Shareholder 9), M/s. Agrim Securities Private Limited (Selling Promoter Shareholder 10), M/s. Money Care Consultants Private Limited (Selling Promoter Shareholder 11), M/s. Mardia Brother (Finance) Private Limited (Selling Promoter Shareholder 12), M/s. Gaurav Shares Trading Private Limited (Selling Promoter Shareholder 13), M/s. Mardia Leasing Limited (Selling Promoter Shareholder 14) at a Negotiated Price of ₹5.00/- per Sale Share, aggregating to an amount of ₹2,41,57,975.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement.

In this regard, and in compliance with the provisions of Regulations 18(7) of the SEBI (SAST) Regulations, the Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement **('Pre-Open Offer Advertisement')** dated Tuesday, June 17, 2025 for the aforesaid Offer has been published today, i.e., Wednesday, June 18, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions) and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) **('Newspapers') ('Pre-Open Offer Advertisement')** and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal.

We kindly request you to upload the Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement' on your website at the earliest.

Thank you for your attention to this matter.

Yours faithfully,
For Swaraj Shares and Securities Private Limited

Tanmoy Banerjee

Mr. Tanmoy Banerjee
(Director)
Encl.: As above

PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956
Corporate Identification Number: L74999MH1992PLC069104;
Registered Office: J-55 MIDC Industrial Areatarapur, Boisar, Mumbai - 401506, Maharashtra, India;
Corporate Office: 1304 Floor-13 Plot-453 LODHA Supremus, Senapati Bapat Marg Lower Parel, Delisle Road, Mumbai- 400013, Maharashtra, India
Contact Number: 022-48261599 ; **Email Address:** mardiamail@hotmail.com ; **Website:** www.mardiasamyoung.com ;

THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, ON BEHALF OF M/S. TOREXTRON VENTURES PRIVATE LIMITED, FOR ACQUISITION OF UP TO 18,09,967 OFFER SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF MARDIA SAMYOUNG CAPILLARY TUBES COMPANY LIMITED, AT AN OFFER PRICE OF ₹5.00/- PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18 (7) OF SEBI (SAST) REGULATIONS ('PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT').

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Tuesday, December 17, 2024 ('Public Announcement'), (b) Detailed Public Statement dated Monday, December 23, 2024, in connection with this Offer, published on behalf of the Acquirer on Tuesday, December 24, 2024, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions) and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) ('Newspapers') ('Detailed Public Statement'), (c) Draft Letter of Offer dated Tuesday, December 31, 2024, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations ('Draft Letter of Offer'), (d) Letter of Offer dated Saturday, June 07, 2025, along with the Form of Acceptance-cum-Acknowledgement ('Letter of Offer'), (e) Recommendations of the Independent Directors of the Target Company which were approved on Monday, June 16, 2025, and published in the Newspapers on Tuesday, June 17, 2025 ('Recommendations of the Independent Directors of the Target Company') (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirer.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 8 of the Letter of Offer.

A. Offer Price

The Offer is being made at a price of ₹5.00/- per Offer, payable in cash.

There has been no revision in the Offer Price.

B. Recommendations of the Committee of Independent Directors ('IDC')

A Committee of Independent Directors of the Target Company comprising of Mr. Lav Kumar, as the Chairperson of the IDC, Ms. Stuti Rajeshbhai Kotecha, and Ms. Preeti Rawat members of IDC, approved their recommendation on the Offer on Monday, June 16, 2025, and published in the Newspapers on Tuesday, June 17, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

C. Other details with respect to Offer

1. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
2. The Letter of Offer has been dispatched on Thursday, June 12, 2025, to the Public Shareholders of the Target Company whose names appeared on the register of members as on the Identified Date, i.e., Thursday, June 05, 2025. The dispatch has been carried out through post to those Public Shareholders who had not registered their e-mail addresses with the Depositories and/or the Target Company, and through electronic mode (e-mail) to those Public Shareholders whose e-mail addresses were registered with the Depositories and/ or the Target Company.
3. The Draft Letter of Offer dated Tuesday, December 31, 2025, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide SEBI Observation letter bearing reference number 'SEBI/HO/CFD/RAC/DCR-2/P/OW/ 14716/2025' dated Tuesday, June 03, 2025, is incorporated in the Letter of Offer.
4. Except as stated hereinafter, there have been no material changes in relation to the Offer, other than those already disclosed in the Letter of Offer:

4.1. Public Shareholders of the Target Company are requested to take note that, pursuant to this Corrigendum to the Letter of Offer, the date mentioned under *"Offer Closes on"* in the Form of Acceptance-cum-Acknowledgement on page 69 of the Letter of Offer shall be read as Wednesday, July 02, 2025.

5. Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.mardiasamyoung.com, the Registrar to the Offer at www.purvashare.com , the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print the same.

D. Instructions for Public Shareholders

a) **In case of Equity Shares are held in the Dematerialized Form:** The Public Shareholders who are holding Equity Shares in electronic/dematerialized 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. For further information, kindly refer to Paragraph 8.8. titled as *'Procedure for tendering the Equity Shares held in Dematerialized Form'* on page 48 of the Letter of Offer.

b) **In case of Equity Shares are held in Physical Form:** As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, 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 Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.7. titled as *'Procedure for tendering Equity Shares held in Physical Form'* on page 47 of the Letter of Offer.

c) **Procedure for tendering the Shares in case of non-receipt of the Letter of Offer:** Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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. 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. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.24. titled as *'Procedure for tendering Equity Shares in case of non-receipt of the Letter of Offer'* on page 50 of the Letter of Offer.

E. Status of Statutory and Other Approvals

As on the date of this Letter of Offer, there are no statutory or other approvals required for implementing the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.3. titled as *'Statutory Approvals and conditions of the Offer'* at page 45 of Letter of Offer.

F. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by BSE Limited in the form of separate window (**'Acquisition Window'**) as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated February 16, 2023, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as *'Procedure for Acceptance and Settlement of the Offer'* on page 46 of the Letter of Offer.

G. Revised Schedule of Activities

Schedule of Activities	Tentative Schedule Day and Date	ACTUAL SCHEDULE DAY AND DATE (UPON RECEIPT OF SEBI'S OBSERVATION LETTER)
Issue date of the Public Announcement	*Tuesday, December 17, 2024*	**TUESDAY, DECEMBER 17, 2024**
Publication date of the Detailed Public Statement in the newspapers	*Tuesday, December 24, 2024*	**TUESDAY, DECEMBER 24, 2024**
Date of filing of the Draft Letter of Offer with SEBI	*Tuesday, December 31, 2025*	**TUESDAY, DECEMBER 31, 2024**
Last date for public announcement for a competing offer(s)[(1)]	*Wednesday, January 15, 2025*	**WEDNESDAY, JANUARY 15, 2025**
Date for receipt of observation from SEBI on the Draft Letter of Offer	*Tuesday, January 21, 2025*	**TUESDAY, JUNE 03, 2025**
Identified Date[(2)]	*Thursday, January 23, 2025*	**THURSDAY, JUNE 05, 2025**
Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Letter of Offer, is required to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	*Thursday, January 30, 2025*	**THURSDAY, JUNE 12, 2025**
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders	*Tuesday, February 04, 2025*	**TUESDAY, JUNE 17, 2025**
Last date for upward revision of the Offer price/ Offer size	*Wednesday, February 05, 2025*	**WEDNESDAY, JUNE 18, 2025**
Last date of publication of the Offer opening public announcement, announcing the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the Newspapers	*Wednesday, February 05, 2025*	**WEDNESDAY, JUNE 18, 2025**
Date of commencement of Tendering Period (**'Offer Opening Date'**)	*Thursday, February 06, 2025*	**THURSDAY, JUNE 19, 2025**
Date of expiry of Tendering Period (**'Offer Closing Date'**)	*Wednesday, February 19, 2025*	**WEDNESDAY, JULY 02, 2025**
Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer[(3)]	*Thursday, March 06, 2025*	**WEDNESDAY, JULY 16, 2025**
Last date for publication of post-Open Offer public announcement in the Newspapers[(3)]	*Thursday, March 13, 2025*	**WEDNESDAY, JULY 23, 2025**
Last date for filing the post Offer report with SEBI[(3)]	*Thursday, March 13, 2025*	**WEDNESDAY, JULY 23, 2025**

Note:

(1) There has been no competing offer for this Offer.

(2) 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 the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time during the Tendering Period.

(3) These actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

H. Documents for Inspection

The copies of the documents listed under Paragraph 10 titled as 'Documents for Inspection' on page 63 of the Letter of Offer will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Thursday, June 19, 2025, to Wednesday, July 02, 2025. 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 - MSCTC Open Offer"], to the Manager to the Open Offer at takeover@swarajshares.com ; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

The Acquirer accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirer will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirer have been duly and legally authorized to sign this Letter of Offer.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company www.mardiasamyoung.com the Registrar to the Offer at www.purvashare.com , the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com.

Issued by the Manager to the Offer on behalf of the Acquirers

Swaraj Shares and Securities Private Limited
Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India
Telephone Number: +91-22-69649999
Email Address: takeover@swarajshares.com
Investors Grievance Email Address: investor.relations@swarajshares.com
Website: www.swarajshares.com
Contact Person: Mr. Tanmoy Banerjee/Ms. Pankita Patel
SEBI Registration Number: INM00012980
Validity: Permanent

Date: Tuesday, June 17, 2025
Place: Mumbai

Sd/-
M/s Torextron Ventures Private Limited
(Acquirer)