

AFCO Capital India Pvt. Ltd.

Corporate Office : 604-605, Cosmos Plaza, J. P. Road, Near D. N. Nagar Metro Station,
Andheri (West), Mumbai - 400 053



Tel. : 022 - 2637 8100 (20 Lines) • E-mail : capital@afcogroup.in • Website : www.afcogroup.in

CIN : U74110MH2012PTC234042

To,
BSE Limited
Phiroze Jejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

December 14, 2023

Sub: Pre offer advertisement sent to all the public shareholders of Standard Shoe Sole And Mould (India) Limited ("Target Company")

Ref: Open offer for acquisition of up to 1347190 (thirteen lakhs forty-seven thousand one hundred & ninety only) fully paid-up equity shares of face value of Rs. 10/- (rupees ten only) each, representing the entire public shareholding constituting 26% of the fully diluted voting equity share capital of Target Company at an offer price of Rs. 5.75/- (Rupees Five and Seventy-Five Paise Only) per equity share

Dear Sir/Madam,

In connection with the captioned open offer, please find enclosed a Pre offer advertisement which has been published by us today i.e., Thursday December 14, 2023 in compliance with SEBI regulations in the following four newspapers in which the DPS was published:

1. Financial Express (English) all over India;
2. Jansatta (Hindi) all over India;
3. Arthik Lipi (Bengali) in Kolkata; and
4. Mumbai Lakshdhwip (Marathi) in Mumbai

We are hereby attaching e-clipping/newspaper advertisement copy for your perusal.

Kindly take the above information on your records.

Thanking you

Yours faithfully

For AFCO CAPITAL INDIA PRIVATE LIMITED


S S R K MOHAN BABU
AUTHORISED SIGNATORY
SEBI Registration No. MB/INM000012555



Date: December 14, 2023

Place: Hyderabad

Encl: as above

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("SEBI (SAST) REGULATIONS") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED

(CIN: L24119WB1973PLC028902)

Having registered office at 95, Park Street 2nd Floor Kolkata West Bengal 700016;
e-mail id: companysecretary@cel.co.in; Tel: +91 9903831380; website: <https://www.sssmil.com/>

OPEN OFFER FOR ACQUISITION OF UPTO 1347190 (THIRTEEN LAKHS FORTY-SEVEN THOUSAND ONE HUNDRED & NINETY ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, OF STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED (THE "TARGET COMPANY"), AT AN OFFER PRICE OF RS. 5.75/- (RUPEES FIVE AND SEVENTY-FIVE PAISE ONLY) PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY BUILDIX PRIVATE LIMITED ('ACQUIRER') PURSUANT TO AND IN COMPLIANCE WITH THE REGULATION 3(1) AND 4 OF THE SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER")

This pre-offer advertisement ('Pre-Offer Advertisement') is being issued by AFCO Capital India Private Limited, the Manager to the Offer ('Manager to the Offer' or 'Manager'), for and on behalf of the Acquirer to the Public Shareholders of the Target Company in compliance with Regulation 18(7) and other applicable provisions of the SEBI (SAST) Regulations. This Pre-Offer Advertisement should be read in continuation of and in conjunction with (a) PA dated August 01, 2023; (b) the DPS dated August 08, 2023 that was published in (i) Financial Express (English) all over India; (ii) Jansatta (Hindi) all over India; (iii) Arthik Lipi (Bengali) in Kolkata; and (iv) Mumbai Lakshdwip (Marathi) in Mumbai ('Newspapers'); and (c) the Draft Letter of Offer ('DLOF') dated August 17, 2023 (d) Corrigendum to the PA, DPS and DLOF published in the Newspapers on December 11, 2023 ('Corrigendum') and (e) the Letter of Offer ("LOF"). (The PA, DPS, DLOF and LOF are herein collectively referred to as 'Offer Document').

This Pre-Offer Advertisement is being published in all Newspapers in which the DPS was published.

For the purpose of this Pre-Offer Advertisement:

- (a) 'Identified Date' means Friday, December 01, 2023, being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period; and
- (b) 'Tendering Period' means the 10 (Ten) Working Days period from Friday, December 15, 2023, to Monday, January 01, 2024 (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Offer.

Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the LOF.

The Public Shareholders of the Target Company are requested to note the following information related to the Offer:

1. **Offer Price:** The Offer Price is 5.75/- (Rupees Five and Seventy-Five Paise Only) per fully paid-up Equity Share. The Offer price will be paid in cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to terms and conditions mentioned in PA, the DPS, LOF and Corrigendum. There has been no revision in the Offer Price.
2. **Recommendations of the Committee of Independent Directors ('IDC'):** The recommendation of IDC was approved on December 08, 2023 and published on December 09, 2023 in the same Newspapers where DPS was published. The IDC is of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable in terms of the SEBI (SAST) Regulations. However, the Public Shareholders of the Target Company should evaluate the Open Offer and market performance of the Target Company's Equity Shares and make their own informed decisions with respect to the Open Offer.
3. **Other details of the Offer:**
 - 3.1 The Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.
 - 3.2 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
 - 3.3 The Letter of Offer dated December 07, 2023 ('LOF') has been dispatched on December 08, 2023 to all the Public Shareholders of the Target Company whose names appeared in the register of members on December 01, 2023 ('Identified Date'). It is clarified that all the Public Shareholders whose names do not appear in the register of members of the Target Company as on the Identified Date (even if they acquire Equity Shares or if they become shareholders of the Target Company after the Identified Date) or those who have not received the LOF are eligible to participate in the Offer (except the Acquirer, Seller and Promoters and Promoters Group of the Target Company).
 - 3.4 Public Shareholder 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 LOF.
 - 3.5 Public Shareholders of the Target Company may download the LOF from the website of SEBI (www.sebi.gov.in), BSE (www.bseindia.com), Manager to the Offer (www.afcogroup.in) or obtain a copy of the same from MCS Share Transfer Agent Ltd ('Registrar to the Offer') on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

- 3.6** In case of non-receipt/non-availability of the LOF/Form of Acceptance-cum-Acknowledgement, Public Shareholder 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 Equity Shares being tendered and other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their Equity Shares are transferred in an off-market mode to the Escrow Demat Account before the closure of the Offer.
- 4. The procedure for tendering the Equity Shares in the Offer is as below:**
- 4.1 In case the Equity Shares are in dematerialized form:** An eligible person may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in paragraph 8.2 mentioned on page no. 34 of the LOF.
- 4.2 In case the Equity Shares are in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their respective Selling Broker along with complete set of relevant documents in the manner as set out in paragraph 8.3 on page 36 of the LOF.
- 5.** In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the DLOF had been submitted to SEBI on August 17, 2023. The final observations letter bearing reference no. SEBI/HO/CFD/-RAC-DCR1/P/OW/2023/47677/1 from SEBI was received on November 29, 2023 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the LOF and disclosed in the Corrigendum.
- 6. Material changes:** Public Shareholders are requested to refer to the Corrigendum for material changes from the date of the PA.
- 7. Details regarding the status of the Statutory and other approvals:** As on the date of the LOF, to the best of the knowledge and belief of the Acquirer, there are no statutory or other approvals required by the acquirer to complete this offer. However, in case of any such statutory approvals are required by the Acquirer at a later date before the expiry of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such statutory approvals.
- 8. Tentative schedule of major activities relating to the offer is set forth below:**

Activity	Original Day and Date	Revised Day and Date ⁽¹⁾
Date of Public Announcement	Tuesday, August 01, 2023	Tuesday, August 01, 2023
Date of publishing of Detailed Public Statement	Tuesday, August 08, 2023	Tuesday, August 08, 2023
Last date for filing Draft Letter of offer with SEBI	Thursday, August 17, 2023	Thursday, August 17, 2023
Last date for public announcement for competing offer(s) ⁽²⁾	Thursday, August 31, 2023	Thursday, August 31, 2023
Last date for receipt of comments from SEBI on the Draft Letter of Offer	Thursday, September 07, 2023	Wednesday, November 29, 2023 ⁽³⁾
Identified date ⁽⁴⁾	Monday, September 11, 2023	Friday, December 01, 2023
Date by which Letter of Offer to be dispatched to the Shareholders	Monday, September 18, 2023	Friday, December 08, 2023
Date of publication of corrigendum to Public Announcement, Detailed Public Statement and Draft letter of Offer.	N.A	Monday, December 11, 2023
Last date by which the committee of independent Directors of the Target Company shall give its recommendations	Thursday, September 21, 2023	Tuesday, December 12, 2023
Last date for upward revision of the Offer Price and/or the Offer Size	Friday, September 22, 2023	Wednesday, December 13, 2023
Date of publication of opening of Open Offer public announcement in the newspaper in which DPS has been published	Monday, September 25, 2023	Thursday, December 14, 2023
Date of Commencement of Tendering Period (Offer Opening Date)	Tuesday, September 26, 2023	Friday, December 15, 2023
Date of Closure of Tendering Period (Offer Closing Date)	Thursday, October 12, 2023	Monday, January 01, 2024
Last date of communicating of rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted shares	Friday, October 27, 2023	Monday, January 15, 2024
Issue of post offer advertisement	Friday, November 03, 2023	Monday, January 22, 2024
Last date for filing of final report with SEBI	Friday, November 03, 2023	Monday, January 22, 2024

Notes:

- (1) To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.
- (2) There had been no competing offer to the Acquirer's offer.
- (3) Actual date of receipt of SEBI's final observations.
- (4) The Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the LOF shall be sent. It is clarified that all Public Shareholders holding Equity Shares are eligible to participate in the Open Offer at any time before the Offer Closing Date, subject to the terms and conditions mentioned in the DPS and this LOF.

9. The Acquirer, PACs and their directors accept full responsibility for the information contained in this Pre-offer Advertisement (other than such information as has been obtained from the 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 Offer.
10. The Pre-Offer Advertisement would also be available on the SEBI website at www.sebi.gov.in and on the website of the Manager to the Offer at www.afcogroup.in.

ISSUED ON BEHALF OF THE ACQUIRERS BY THE MANAGER TO THE OFFER



AFCO CAPITAL INDIA PRIVATE LIMITED
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Tel: 022-26378100; Fax: +91 22 2282 6580
Contact Person: Mr. Atul B Oza / Nikita Bansal
E-mail: capital@afcogroup.in; website: www.afcogroup.in
SEBI Registration Number: INM000012555

REGISTRAR TO THE OPEN OFFER



MCS SHARE TRANSFER AGENT LTD
383, Lake Gardens, 1st Floor, Kolkata - 700045
Telephone: - +91 9831024303; Fax: - 033-40724050
Contact Person: Mr. Shankar Ghosh
Email: - mcssta@rediffmail.com; website: www.mcsregistrars.com
SEBI Registration Number: INR000004108

Date: 14/12/2023

Place: Hyderabad

