

Ref : Secy/NSE/D144

23rd September 2020

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir,

Sub: Advertisement in Newspapers – Intimation under Regulation 30 of SEBI
(LODR) Regulations, 2015

The Company, a Promoter along with Promoter Group of M/s. Tuticorin Alkali Chemicals and Fertilisers Limited (TFL) issued Newspaper Advertisement on Offer for Sale of Equity Shares of TFL held by the Company through Secondary Market as per SEBI Circular No. CIR/MRD/DP/18/2012 dt. July 18, 2012 to achieve Minimum Public Shareholding in BSE platform. The Offer is open for two Trading days on 22nd & 23rd September 2020.

The Newspaper Advertisements were published on 22nd September 2020 in Business Standard (All Edition) and Makkal Kural (Tamil Edition).

We request you kindly to take on record the above information.

Thanking You,

Yours faithfully,

For Southern Petrochemical
Industries Corporation Ltd.,



M B Ganesh
Secretary

Encl: a/a

Southern Petrochemical Industries Corporation Limited

(CIN : L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE : SPIC House 88 Mount Road, Guindy, Chennai 600 032 India
Phone : +91 (44) 22350245 | Fax : +91 (44) 22352163 | Email : spiccorp@spic.co.in | www.spic.in

Southern Petrochemical Industries Corporation Ltd. CIN: L11101TN1969PLC005778 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: mbg@spic.co.in Tel: 044-22350292	Twinshield Consultants Private Limited CIN: U74992TN2007PTC062567 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: rangaswami@mercantileventures.co.in Tel: 044-22351024	South India Travels Private Limited CIN: U63040TN1968PTC005611 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: mbg@spic.co.in Tel: 044-22350292
Notice of the proposed Offer for Sale (OFS) of 22,343,241 Equity Shares (“Shares”) having face value of Rs. 10/- each of Tuticorin Alkali Chemicals & Fertilizers Limited (“the Company”) (Scrip Code: 506808) by Promoters / Promoter Group (Sellers) for achieving the minimum public shareholding through the Stock Exchange Mechanism. <i>(Not for Release, Publication or Distribution in and into the United States or Other Jurisdictions (as defined below). See “Important Information” below.)</i> The details of Offer, in accordance with the requirement of Clause 5(b) of the SEBI Circular No. CIR/MD/DP/18/2012 dated July 18, 2012, as amended by circulars from time to time (“SEBI OFS Circulars”) issued by Securities Exchange Board of India (SEBI) regarding comprehensive guidelines on “Offer for Sale” (OFS) as set forth below and shall be read with the Notice dated 21st September 2020 issued by the Seller to BSE Limited. The Offer is being undertaken by the Sellers, inter alia, for achieving the minimum public shareholding of the Company as prescribed under the Securities Contracts (Regulations) Rules, 1957, as amended, and Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, and in one of the permissible methods prescribed by SEBI by way of its circular bearing no. CIR/CFD/CMD/14/2015 dated November 30, 2015, as amended (“MPS Circular”). The Offer shall be undertaken exclusively through the Seller's Brokers (defined below). The details of the Offer, in accordance with the requirements of Clause 5(b) of the SEBI OFS Circular, are set forth below. Other important information in relation to the Offer is set out below under the heading “Important Information”, and the information included therein constitutes an integral part of the terms and conditions of the Offer. The brokers and prospective buyers are required to read the information included in this Advertisement in its entirety along with the Notice dated September 21, 2020 issued by the Sellers to the BSE Limited as required by the SEBI OFS Circulars (the “Notice”).		
Name of the Seller (Promoter/ Promoter Group)	1. M/s Southern Petrochemical Industries Corporation Limited; 2. M/s Twinshield Consultants Private Limited; and 3. M/s South India Travels Private Limited	
Name of the Company whose shares are proposed to be sold and ISIN	Tuticorin Alkali Chemicals & Fertilizers Limited (the “Company”) ISIN : INE400A01014	
Name of the Stock Exchange where orders shall be placed	BSE Limited, Mumbai	
Designated Stock Exchange	The sale shall be undertaken through the trading platform provided by the BSE.	
Designated Clearing Corporation Name of the Clearing Member Code of the Clearing Member	CC Name: NCL Limited CM Name: Navia Markets Limited CM Code: 6341	
Date and time of the opening and closing of the Sale	For Non-Retail Investors: September 22, 2020 (“T Day”) For Retail Investors and for Non-Retail Investors who wish to bid for unsubscribed portion of the retail category: September 23, 2020 (“T+1 Day”)	
Allocation Methodology	The allocation shall be at or above the Floor Price (as defined) on the price priority method at multiple clearing prices basis, in accordance with the SEBI OFS Circulars.	
Number of Equity Shares proposed to be sold by the Seller pursuant to the Offer	Up to 22,343,241 (Two Crores Twenty Three Lakhs Forty Three Thousand Two Hundred Forty One) Equity Shares of face value of Rs.10/- each, representing 18.34% of the total paid up equity share capital of the Company.	
Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale	Nil	
Seller's Broker	Name: Navia Markets Limited SEBI Registration No.: INZ000095034 Sellers Brokers clearing number: 6341	
Floor Price	The Floor Price for the Offer shall be Rs. 6.75 (Rupees Six and Seventy Five Paise Only) per equity share of the Company – conveyed to BSE on 21.09.2020 after 3:30 PM and before 5:00 PM	
Retail Discount	No discount is being offered to retail investors.	
Conditions for withdrawal or cancellation of the Offer	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale. In the event that valid orders are not placed for the entire number of Offer shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Sale to the extent of orders placed or cancel the Sale in full only on T day. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.	
Important Information The Offer for Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a “Bidder”) and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India. The Offer is being carried out in accordance with the SEBI OFS Circulars and subject to the Circulars, Rules and Regulations issued by the Stock Exchanges from time to time. There will be no public offer of the Sale Shares in India under the Companies Act, 2013 (as notified and applicable) as amended from time to time (“Companies Act”) or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a “prospectus” or an offer document with the Registrar of Companies in India under the Companies Act and/or Securities and Exchange Board of India (“SEBI”) under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the successful Bidders. This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy / to sell any securities, nor shall there be any sale of securities in any jurisdiction (“Other Jurisdiction”) in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Offer. This Notice or information contained herein is not for release, publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the “United States”), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 (“Securities Act”) and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Offer Shares will be offered outside the United States through offshore transactions in reliance upon Regulation S under the Securities Act. The purchasers of Offer Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States. By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice; and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and located outside the United States and purchasing such Sale Shares in reliance upon Regulation S. By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any “directed selling efforts” (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (e) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S.		
For Southern Petrochemical Industries Corporation Limited S. R. Ramakrishnan Whole Time Director DIN: 00120126	For Twinshield Consultants Private Limited M. Kumar Director DIN: 03497653	For South India Travels Private Limited K. Gopalakrishnan Director DIN: 00621061
Place :Chennai Date : September 21, 2020		

Southern Petrochemical Industries Corporation Ltd. CIN: L11101TN1968PLC005778 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: mbg@spic.co.in Tel: 044-22350292	Twinshield Consultants Private Limited CIN: U74992TN2007PTC062567 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: rangaswami@mercantileventures.co.in Tel: 044-22351024.	South India Travels Private Limited CIN: U63040TN1968PTC005611 Registered Office: SPIC House, 88 Mount Road, Guindy, Chennai - 600 032 Email: mbg@spic.co.in Tel: 044-22350292.
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Name of the Company whose shares are proposed to be sold and ISIN	Tuticorin Alkali Chemicals & Fertilizers Limited (the "Company") ISIN : INE400A01014	
Name of the Stock Exchange where orders shall be placed	BSE Limited, Mumbai	
Designated Stock Exchange	The sale shall be undertaken through the trading platform provided by the BSE.	
Designated Clearing Corporation Name of the Clearing Member Code of the Clearing Member	CC Name: NCL Limited CM Name: Navia Markets Limited CM Code: 6341	
Date and time of the opening and closing of the Sale	For Non-Retail Investors: September 22, 2020 ("T Day") For Retail Investors and for Non-Retail Investors who wish to bid for unsubscribed portion of the retail category: September 23, 2020 ("T+1 Day")	
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Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale	Nil	
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Important Information		
The Offer for Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "Bidder") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India. The Offer is being carried out in accordance with the SEBI OFS Circulars and subject to the Circulars, Rules and Regulations issued by the Stock Exchanges from time to time. There will be no public offer of the Sale Shares in India under the Companies Act, 2013 (as notified and applicable) as amended from time to time ("Companies Act") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act and/or Securities and Exchange Board of India ("SEBI") under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the successful Bidders. This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy / to sell any securities, nor shall there be any sale of securities in any jurisdiction ("Other Jurisdiction") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Offer. This Notice or information contained herein is not for release, publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "United States"), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Offer Shares will be offered outside the United States through offshore transactions in reliance upon Regulation S under the Securities Act. The purchasers of Offer Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States. By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice; and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and located outside the United States and purchasing such Sale Shares in reliance upon Regulation S. By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (e) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S.		
For Southern Petrochemical Industries Corporation Limited	For Twinshield Consultants Private Limited	For South India Travels Private Limited
S. R. Ramakrishnan Whole Time Director DIN: 00120126	M. Kumar Director DIN: 03497653	K. Gopalakrishnan Director DIN: 00621061
Place : Chennai Date : September 21, 2020		