

EXIT OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS
OF



THAMBBI MODERN SPINNING MILLS LIMITED

Corporate Identification Number (CIN): L17111TZ1977PLC000776

Registered Office: Omalur Road, Jagir Ammapalayam, Salem – 636 302, Tamil Nadu, India;

Tel. No.: +91 427 234 5425; **Fax No.:** N.A.;

Contact Person: Ms. Mohan Uma Maheshwari, Company Secretary & Compliance Officer;

Email id: tmsml@ymail.com; **Website:** www.thambbimodern.com

=====

This exit offer public announcement (“Exit Offer PA”) is being issued on behalf of Mr. Ramasamy Udayar Jagadeesan (“Promoter Acquirer”), and other members of promoter group of Thambbi Modern Spinning Mills Limited to the remaining Public Shareholders (“Residual Public Shareholders”) of Thambbi Modern Spinning Mills Limited (“Company”) in respect of the voluntary delisting of the fully paid up equity shares of the Company having a face value of ₹ 10/- each (“Equity Shares”) from the BSE Limited (“BSE”), (“Stock Exchange”), the only Stock Exchange where the Equity Shares of the Company was listed. In terms of Regulations 15, 20, 21 and 22 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, (“SEBI Delisting Regulations”) and in accordance with the terms and conditions set out below and/ or in the Detailed Public Announcement and/ or the Letter of Offer (defined below) hereinafter collectively referred to as the “Delisting Offer”.

This Exit Offer PA is in continuation to and should be read in conjunction with the Detailed Public Announcement dated November 21, 2023 published on November 22, 2023 (“DPA”) in Financial Express (English-All Editions), Jansatta (Hindi – All Editions) and Pratahkal (Marathi – Mumbai Edition), the Letter of Offer dated November 21, 2023 (“LOF”) dispatched to the Public Shareholders on November 24, 2023, the Corrigendum to the DPA and LOF dated December 08, 2023 published on December 09, 2023 (“Corrigendum”) and the post offer public announcement dated December 14, 2023, published on December 15, 2023 (“Post Offer PA”) in the same newspaper in which DPA was published.

Capitalized terms used but not defined in this Exit Offer PA shall have the same meaning assigned to them as in the DPA, the LOF, the Corrigendum and the Post Offer PA.

1. INTIMATION OF DATE OF DELISTING

- a) Following the closure of the Delisting Offer and in accordance with the SEBI Delisting Regulations, the Company had applied to BSE on December 21, 2023, seeking the final approval for delisting of its Equity Shares from BSE.
- b) BSE vide its notice number 20240213-33 dated February 13, 2024 (“BSE Final Delisting Approval”) has communicated that Equity Shares of the Company (BSE Scrip Code:- 514484) shall be discontinued from trading w.e.f. February 20, 2024 (“BSE Date of Discontinuance of Trading”) and the above referred Scrip Code will be delisted from BSE with effect from February 27, 2024 (“BSE Date of Delisting”).

2. OUTSTANDING EQUITY SHARES AFTER DELISTING

- a) In accordance with Regulation 26 of the SEBI Delisting Regulations and as announced earlier in the Post Offer PA, the Residual Public Shareholders who did not or were not able to participate in the Reverse Book Building Process or who unsuccessfully tendered their Equity Shares in the Reverse Book Building Process and are currently holding Equity Shares will be able to tender their Equity Shares to the Promoter Acquirer at Rs. 20/- per Equity Share (“Exit Price”) for a period of one year from the BSE Date of Delisting. Residual Public Shareholders can tender their Equity Shares to the Promoter Acquirer at the Exit Price at any time from February 27, 2024, till February 26, 2025 (both days inclusive) (the “Exit Window”), on the terms and subject to the conditions set out in the Exit Letter of offer along with application form (“Exit Letter of Offer”). Exit Letter of Offer shall be dispatched by the Promoter Acquirer to the Residual Public Shareholders whose names appear in the register of members of the Company as on February 20, 2024. In the event of the Residual Public Shareholders not receiving or misplacing the Exit Letter of Offer, they may obtain a copy of it by writing to the Registrar to the Offer, CAMEO CORPORATE SERVICES LIMITED, at Subramanian Building”, No.1, Club House Road,

Chennai – 600 002, Tamil Nadu, India clearly marking the envelope “**THAMBBI MODERN SPINNING MILLS LIMITED DELISTING - EXIT LETTER OF OFFER**”. The Residual Public Shareholders may also download the soft copy of the Exit Letter of Offer from the website of the Company, i.e www.thambbimodern.com.



- b) The Promoter Acquirer shall ensure that the rights of the Residual Public Shareholders are protected and shall be responsible for compliance with regulation 27 of the SEBI Delisting Regulations and the Stock Exchanges shall monitor the compliance of the same.

3. PAYMENT OF CONSIDERATION TO THE RESIDUAL PUBLIC SHAREHOLDERS

- a) Subject to the fulfillment of the terms and conditions mentioned in the Exit Letter of Offer, the Promoter Acquirer shall make payment on a monthly basis, within 10 (ten) working days from the end of the calendar month (“**Monthly Payment Cycle**”) in which the equity shares have been validly tendered. The first Monthly Payment Cycle shall commence in 10 working days from the end of the current calendar month. Payments will be made only to those Residual Public Shareholders who have validly tendered their Equity Shares by following the instructions as set out in the Exit Letter of Offer. All queries may be directed to the Registrar to the Offer. The Promoter Acquirer reserves the right to make the payment earlier.
- b) The Promoter Acquirer will inform the Residual Public Shareholders by way of a public announcement of changes, if any, to the information set out in the Exit Offer Public Announcement or the Exit Letter of Offer.

If the Residual Public Shareholders have any query with regard to the Delisting Offer or the Exit Offer, they should consult the Manager to the Offer or the Registrar to the Offer (details appearing below). All other terms and conditions of the Delisting Offer as set forth in the Detailed Public Announcement, the Letter of Offer and the Post Offer PA remain unchanged. The Exit Offer PA shall be available on the websites of the Stock Exchange and on the website of the Company.

The Promoter Acquirer accepts full responsibility for the information contained in this Exit Offer PA and confirms that such information is true, fair and adequate in all material aspects.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, 6th floor, Centre Point, Andheri Kurla Road, J.B. Nagar, Andheri (East) Mumbai - 400 059, Maharashtra, India. Tel. No.: +91 22 4973 0394; Fax: N.A. E-mail id: delistings@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com SEBI Registration Number: INM 000011211 Validity of Registration: Permanent Contact Person: Ms. Pooja Jain/Mr. Saurabh Gaikwad</p>	 <p>CAMEO CORPORATE SERVICES LIMITED Subramanian Building”, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India Tel. No.: +91 44 4002 0700; Fax: N.A. Email id: priya@cameoindia.com Website: www.cameoindia.com Investor grievance: investor@cameoindia.com SEBI Registration Number: INR000003753; Validity of Registration: Permanent Contact Person: Ms. Sreepriya K</p>

Sd/-
 Ramasamy Udayar Jagadeesan
Promoter Acquirer

Place: Salem

Date: February 14, 2024