

Date: September 27, 2023

To,
Corporation Finance Department (CFD),
Securities and Exchange Board of India,
SEBI Bhavan, BKC, Plot No.C4-A,
IGI Block, Bandra- Kurla Complex,
Bandra (East), Mumbai - 40005 1, Maharashtra

Dear Sir/Madam,

SUB: PUBLIC ANNOUNCEMENT DATED SEPTEMBER 27, 2023 (“PUBLIC ANNOUNCEMENT”) IN RELATION TO AN OPEN OFFER FOR ACQUISITION OF UP TO 2,17,64,907 (TWO CRORE SEVENTEEN LAKH SIXTY FOUR THOUSAND NINE HUNDRED AND SEVEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 2/- (INDIAN RUPEES TWO ONLY) EACH (“EQUITY SHARES”), REPRESENTING 26.00% THE EXPANDED VOTING SHARE CAPITAL FROM THE ELIGIBLE SHAREHOLDERS OF SHALIMAR PAINTS LIMITED (“TARGET COMPANY”) BY HELLA INFRA MARKET PRIVATE LIMITED (“ACQUIRER”) (“OFFER”/ “OPEN OFFER”).

The Acquirer announced the Open Offer to acquire the Equity Shares from the Eligible Shareholders of the Target Company, at a price of INR 165.00/- (Indian Rupees One Hundred Sixty Five only) per Equity Share ("Offer Price") aggregating to a total consideration of up to INR 359,12,09,655/- (Indian Rupees Three Hundred Fifty Nine Crore Twelve Lakh Nine Thousand Six Hundred Fifty Five only), payable in cash.

The Offer is being made pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(2), 14 and 15(1), and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

With regards to the captioned Open Offer, We Swastika Investmart Limited has been appointed as the Manager to the Open Offer pursuant to and in accordance with Regulation 12(1) of the SEBI (SAST) Regulations.

In accordance with Regulation 14(1) of the SEBI (SAST) Regulations, we hereby enclose a copy of the public announcement dated September 27, 2023 (“Public Announcement”) in relation to the Open Offer.

All capitalised terms not defined herein shall have the same meaning, as specified in the enclosed Public Announcement.

We request you to kindly upload the Public Announcement on your website at the earliest.

Yours Faithfully,
Swastika Investmart Limited,


Sunil Nyati,
Chairman and Managing Director
DIN: 00015963



Enclose: As above

Swastika Investmart Limited

Corp. Off. : 48 Jaora Compound, M.Y.H. Road, Indore-452001 ☎ 0731-6644000

Regd. Off. : Flat No. 18, North Wing, Madhaveshwar Co-op. Hsg. Society, S.V. Road, Andheri (W), Mumbai-400058 ☎ 022-26254568-69

✉ hello@swastika.co.in 🌐 www.swastika.co.in CIN : L 65910 MH 1992 PLC 067052

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF SHALIMAR PAINTS LIMITED (“TARGET COMPANY”)

Open offer for acquisition of up to 2,17,64,907 fully paid-up equity shares of face value of INR 2/- (Indian Rupees Two only) each of the Target Company (“Equity Share”), representing 26.00% of the Expanded Voting Share Capital (*as defined below*) from the Eligible Shareholders (*as defined below*) by Hella Infra Market Private Limited (“Acquirer”) (“Offer”/ “Open Offer”).

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by Swastika Investmart Limited, the manager to the Open Offer (“**Manager**”), for and on behalf of the Acquirer, to the Eligible Shareholders pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(2), 14 and 15(1), and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).

For the purposes of this Public Announcement, the following terms would have the meanings assigned to them below:

- (a) “**Eligible Shareholders**” shall mean all the shareholders of the Target Company, excluding the Acquirer and persons deemed to be acting in concert with the Acquirer;
- (b) “**Expanded Voting Share Capital**” shall mean the total voting equity share capital of the Target Company after taking into account all potential increases in the voting equity share capital expected as of the 10th (tenth) Working Day from the closure of the tendering period for the Offer. This includes (i) 57,47,126 Equity Shares to be allotted by the Target Company to the Acquirer pursuant to Conversion (*as defined below*); (ii) 26,81,992 warrants of the Target Company, each carrying the right to subscribe 1 (One) Equity Share, held by JSL Limited, one of the existing members of the promoter group of the Target Company; and 30,65,134 warrants of the Target Company, each carrying the right to subscribe 1 (One) Equity Share, held by Virtuous Tradecorp Private Limited, one of the existing members of the promoter group of the Target Company;
- (c) “**SEBI**” means the Securities and Exchange Board of India;
- (d) “**Stock Exchanges**” means BSE Limited and National Stock Exchange of India Limited; and
- (e) “**Working Day**” means any working day of SEBI.

1. Offer Details

- 1.1. **Offer Size:** The Acquirer hereby makes this Open Offer to the Eligible Shareholders to acquire up to 2,17,64,907 Equity Shares (“**Offer Shares**”), constituting 26.00% of the Expanded Voting Share Capital, at a price of INR 165/- (Indian Rupees One Hundred Sixty Five only) per Offer Share (“**Offer Size**”) aggregating to a total consideration of up to INR 359,12,09,655/- (Indian Rupees Three Hundred Fifty Nine Crore Twelve Lakh Nine Thousand Six Hundred Fifty Five only) (*assuming full acceptance*), subject to the terms and conditions mentioned in this Public Announcement, and to be set out

in the detailed public statement (“DPS”) and the letter of offer (“LOF”), that are proposed to be issued in connection with the Open Offer in accordance with the SEBI (SAST) Regulations.

- 1.2. **Offer Price/Consideration:** The Equity Shares are frequently traded in terms of the SEBI (SAST) Regulations. The Open Offer is being made at a price of INR 165/- (Indian Rupees One Hundred Sixty Five only) per Offer Share (“Offer Price”), which has been determined in accordance with Regulations 8(1) and 8(2) read with Regulation 8(6) of the SEBI (SAST) Regulations. Assuming full acceptance under the Open Offer, the total consideration payable by the Acquirer under the Open Offer will be INR 359,12,09,655/- (Indian Rupees Three Hundred Fifty Nine Crore Twelve Lakh Nine Thousand Six Hundred Fifty Five only) (“Maximum Consideration”).
- 1.3. **Mode of Payment:** The Offer Price will be paid in cash by the Acquirer, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Open Offer is a mandatory offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations for the acquisition of substantial acquisition of shares, voting rights and control over the Target Company by the Acquirer. This Open Offer is not subject to any minimum level of acceptance. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

2. **Transactions which have triggered the Open Offer obligations**

- 2.1. The Acquirer has issued a notice dated September 27, 2023 to the Target Company for exercising its right to subscribe to 57,47,126 Equity Shares, representing 6.87% of the Expanded Voting Share Capital, in lieu of 57,47,126 warrants of the Target Company (“Warrants”) held by it (“Conversion Notice”). The Warrants had been allotted to the Acquirer on April 13, 2022 pursuant to the approval of (a) the board of directors of the Target Company, at its meeting held on March 8, 2022; and (b) the shareholders’ of the Target Company at the extra-ordinary general meeting of the Target Company held on March 31, 2022, at a price of INR 130.50/- (Indian Rupees One Hundred Thirty and Fifty Paise only) per Warrant aggregating to INR 74,99,99,943/- (Indian Rupees Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Forty Three only).
- 2.2. Further, the Acquirer proposes to place purchase order(s) with its stock broker on or after September 28, 2023 to purchase upto 1,00,00,000 Equity Shares, representing 11.95% of the Expanded Voting Share Capital (“SE Shares”). The SE Shares would be purchased in one or more tranches on the Stock Exchanges until such period as permitted under applicable laws (including the SEBI (SAST) Regulations). The board of directors of the Acquirer has, at its meeting held on September 27, 2023, *inter alia* approved the aforesaid acquisition for an aggregate consideration not exceeding INR 165,00,00,000/- (Indian Rupees One Hundred Sixty Five Crore Only). Accordingly, the Acquirer proposes to place order(s) for the aforesaid purchase(s) at or below INR 165/- (Indian Rupees One Hundred Sixty Five only) per Equity Share (“SE Share Price”). In the event the Acquirer is required to make any revisions to the SE Share Price and purchase any SE Share(s) at a price exceeding the Offer Price due to any reason whatsoever, the Acquirer would revise the Offer Price to the highest price paid by the Acquirer in accordance with the provisions of the SEBI (SAST) Regulations.
- 2.3. Pursuant to the aforementioned transactions the Acquirer would be acquiring a substantial stake (i.e. shares/ voting rights in excess of 25% of the Expanded Voting Share Capital) and also desires to exercise joint control over the Target Company alongwith the existing promoters of the Target Company. Accordingly, the Acquirer will become one of the promoters of the Target Company in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2.4. The transactions set out in paragraphs 2.1 to 2.3 above (“**Underlying Transactions**”) require the Acquirer to make an Open Offer in accordance with the SEBI (SAST) Regulations. The Acquirer does not have an intention to delist the Target Company pursuant to this Open Offer.

2.5. A tabular summary of the Underlying Transactions is set out below:

Details of Underlying Transactions						
Type of transaction (direct/ indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Shares/ voting rights acquired/ proposed to be acquired		Total consideration for shares / voting rights acquired	Mode of payment (cash/ securities)	Regulation which has triggered
		Number	% vis à vis total equity / voting capital ⁽²⁾			
Direct	Exercise of the right to subscribe to 57,47,126 Equity Shares in lieu of Warrants held by the Acquirer pursuant to issuance of the Conversion Notice (“ Conversion ”). ⁽¹⁾	57,47,126 Equity Shares	6.87%	INR 74,99,99,943 ⁽³⁾	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations
Direct	Proposed acquisition of SE Shares (i.e. upto 1,00,00,000 Equity Shares) through Stock Exchanges in one or more tranches until such period as permitted under applicable laws (including the SEBI (SAST) Regulations) by placement of purchase order(s) by the Acquirer with its stock broker on or after September 28, 2023 (“ SE Share Purchase ”). ⁽¹⁾⁽⁴⁾	Upto 1,00,00,000 Equity Shares	11.95%	Not exceeding INR 165,00,00,000 ⁽⁴⁾	Cash	
Direct	Exercise of joint control alongwith the existing promoters of the Target Company and being named as a promoter of the Target Company (“ Exercise of Control ”). ⁽¹⁾	-	-	-	-	

Notes:

- (1) Please refer to paragraphs 2.1 to 2.3 of this Public Announcement for further details in connection with the Underlying Transactions.
- (2) Calculated as a percentage of the Expanded Voting Share Capital.
- (3) An amount equivalent to 25% of the total consideration (i.e., INR 18,74,99,985.75) was paid by the Acquirer at the time of subscription and allotment of Warrants, and the balance 75% of the total consideration (i.e., INR 56,24,99,957.25) is payable by the Acquirer to the Target Company at the time of allotment of 57,47,126 Equity Shares pursuant to Conversion.
- (4) The Acquirer proposes to place order(s) for purchasing the Equity Shares at a price not exceeding INR 165/- (Indian Rupees One Hundred Sixty Five Only) per Equity Share. In the event, if any SE Share Purchase is at a price higher than the Offer Price as a result of subsequent revisions in the order(s) placed or any other reason whatsoever, then the Offer Price would be revised to the highest price paid by the Acquirer for acquisition of the Equity Shares pursuant to the SE Share Purchase.

3. Acquirer(s) / PAC ⁽¹⁾

Details	Acquirer	Total
Name of Acquirer(s)/ PAC(s)	Hella Infra Market Private Limited	-
Address	Registered office of the Acquirer is located at Unit No. 401 to 413, Opal Square Plot No. C-1, Wagle Estate, Thane (West), Maharashtra-400604	-
Name(s) of persons in control/ promoters of Acquirer(s)/ PAC(s) where Acquirer(s)/ PAC(s) are companies	The Acquirer is a private limited company incorporated under the laws of India. Mr. Souvik Pulakesh Sengupta, Mr. Aaditya Gajendra Sharda, Bizzaro Productions LLP, Bizzaro Advisory Ltd. and Silverline Home Private Limited are the promoters of the Acquirer.	-
Name of the Group, if any, to which the Acquirers/ PACs belongs to	None	-
Pre-transaction shareholding: <ul style="list-style-type: none"> • Number • % of total share capital 	(i) 1,80,45,745 Equity Shares representing 21.56% Expanded Voting Share Capital; and (i) Warrants.	
Proposed shareholding after the acquisition of shares which triggered the Open Offer (including Offer Shares assuming full acceptance)	5,55,57,778 Equity Shares representing 66.37% of Expanded Voting Share Capital ⁽²⁾	
Any other interest in the Target Company	The Acquirer has no interest in the Target Company except for as provided in this Public Announcement and (a) Mr. Souvik Pulakesh Sengupta (promoter and director of the Acquirer) is a non-executive non-independent director on the board of directors of the Target Company; (b) the Acquirer and its subsidiary have entered into separate distributorship agreements with the Target Company, pursuant to which <i>inter alia</i> they have been appointed as non-exclusive distributors for the products of the Target Company in India; and (c) the Acquirer occasionally supplies certain chemicals to the Target Company on an arm's length basis.	

Notes:

- (1) No person is acting in concert with the Acquirer for the purposes of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (2) Computed basis full acceptance of in the Open Offer, acquisition of 57,47,126 Equity Shares pursuant to Conversion, and acquisition of all 1,00,00,000 SE Shares pursuant to SE Share Purchase.
- (3) In the event the shareholding of the Acquirer and the existing members of the promoter and promoter group of the Target Company, after completion of the Offer and the Underlying Transactions, exceeds 75% of the equity share capital of the Target Company, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding requirement in compliance with the applicable laws, within the prescribed time period, and in a manner acceptable to the Acquirer.

4. Details of the selling shareholder(s): Not applicable.

5. **Target Company**

Name:	Shalimar Paints Limited
CIN	L24222HR1902PLC065611
Registered Office:	Stainless Centre, 4 th Floor, Plot No. 50, Sector 32, Gurugram, Haryana-122001, India
Exchanges where listed	The Equity Shares are listed on BSE Limited (Scrip code: 509874) and National Stock Exchange of India Limited (Symbol: SHALPAINTS). The ISIN of Equity Shares is INE849C01026.

6. **Other Details**

- 6.1. Further details of the Open Offer shall be published in the DPS which shall be published on or before October 6, 2023 i.e., within 5 Working Days from this Public Announcement as required under the SEBI (SAST) Regulations. The DPS shall contain details of the Open Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the background to the Offer, the statutory approvals required for the Offer, if any, details of financial arrangements and other terms of the Offer. The DPS will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement.
- 6.2. The Acquirer and its directors accept full responsibility for the information contained in the Public Announcement. The Acquirer undertakes that it is aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.3. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
- 6.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5. This Offer is subject to the terms and conditions mentioned in this Public Announcement, and to be set out in the DPS and LOF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 6.6. All the information pertaining to the Target Company contained in this Public Announcement has been obtained from publicly available sources or provided by the Target Company.
- 6.7. In this Public Announcement, all references to “INR” are references to Indian Rupees.
- 6.8. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer



Swastika Investmart Limited

Registered Office: Flat No.18, 2nd Floor, North Wing, Madhaveswar Co-operative Housing Society Ltd, Madhav Nagar, 11/12, S. V. Road, Andheri W, Mumbai (MH) – 400058

Merchant Banking Division: 48 Jaora Compound, MYH Road, Indore (MP) – 452001

Contact person: Mr. Mohit Goyal

Tel no.: +91 731 6644244; **Fax no.:** +91 731 6644000

E-mail: merchantbanking@swastika.co.in

Investor Grievance: mb.investorgrievance@swastika.co.in

Website: www.swastika.co.in

SEBI registration: INM000012102

**For and on behalf of the Acquirer
Hella Infra Market Private Limited**

Place: Thane (West)

Date: September 27, 2023