

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in



July 25, 2024

To,
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai – 400 001
Scrip Code: 513519

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Scrip Code: PITTIENG

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company (“PEL” or “Purchaser”) at its meeting held on July 25, 2024, has approved the secondary acquisition of 100% of the equity share capital of Dakshin Foundry Private Limited (“DFPL”) and authorized its officials to finalize and execute share purchase agreements/ binding agreements.

Transaction Square Advisory LLP has issued a Valuation Report of DFPL, Transaction Square LLP conducted the Financial & Tax due diligence and DSK Legal has conducted legal due diligence. Transaction Square LLP also acted as the overall transaction advisor and project coordinator for the same.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023, is enclosed as Annexure I.

The disclosure will also be available on the website of the Company at www.pitti.in.

The meeting of Board of Directors of the Company commenced at 11:00 AM and concluded at 12:20 P.M.

This is for your information and record.

Thanking You,
For Pitti Engineering Limited

Mary Monica Braganza
Company Secretary & Chief Compliance Officer
FCS:5532

CIN: L29253TG1983PLC004141

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Annexure – I

Disclosure under Sub Para (1) i.e. Acquisition(s) (including agreement to acquire) of Para A of Part A of Schedule III of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of the target entity, details in brief such as size, turnover etc.,	<p>Dakshin Foundry Private Limited (CIN U02710KA2004PTC034823) is currently engaged in the business of manufacturing of high-quality casting in ductile iron, grey iron, low carbon, alloy steel grades and simo iron castings along with value added services like pattern making, painting, heat and surface treatments and machining</p> <p>Details of Last 3 years (₹ in Crores)</p> <table border="1" data-bbox="883 989 1446 1188"> <thead> <tr> <th>Particulars</th> <th>FY 22</th> <th>FY 23</th> <th>FY 24</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>57.75</td> <td>71.53</td> <td>70.89</td> </tr> <tr> <td>EBITDA</td> <td>11.15</td> <td>13.86</td> <td>18.63</td> </tr> <tr> <td>PBT</td> <td>9.72</td> <td>14.53</td> <td>21.20</td> </tr> </tbody> </table>	Particulars	FY 22	FY 23	FY 24	Revenue from Operations	57.75	71.53	70.89	EBITDA	11.15	13.86	18.63	PBT	9.72	14.53	21.20
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2.	Whether the acquisition would fall within related party transaction and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”.	<p>No</p> <p>The proposed acquisition does not fall within the purview of related party transaction and no promoter /promoter group / group companies of Pitti Engineering Limited (PEL) have any interest in the business of the entity being acquired.</p>																
3.	Industry to which the entity being acquired belongs.	Manufacture of Ductile iron, Grey iron and Simo iron Castings.																

Registered Office

4.	Objects and effects of acquisition (including but not limited to disclosure of reasons for acquisition of target entity if its business is outside the main line of business of the listed entity).	<p>1. Consistent with PEL's inorganic growth strategy, this acquisition will add valuable assets and increase production capabilities which will help in achieving economies of scale.</p> <p>2. The proposed acquisition will further add to the operational strength of PEL</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals are required for the acquisition
6.	Indicative time period for completion of the acquisition;	Within 15 days of signing the definitive agreement.
7.	Consideration whether cash consideration or share swap or any other form and details of the same)	Cash consideration
8.	Cost of acquisition and /or the price at which the shares are acquired	The Cost of acquisition would be arrived at, by adding Agreed Business Value and Baseline working capital which amounts to INR 1,53,12,50,000
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	100% equity shares of DFPL
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and other significant information (in brief)	<p>Kindly refer to Sl No 1 for the product/line of business acquired and the history of last 3 years of DFPL.</p> <p>Date of Incorporation of Dakshin Foundry Private Limited is 07-10-2004</p> <p>Country of presence - DFPL operates from India and serves customers in India and European region.</p>

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