

shri dinesh mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975
Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

Date: 8th November, 2021

Corporate Relation Department,
BSE Limited
1st Floor, Rotunda Building,
Dalal Street,
Mumbai – 400 001

By Online

Dear Sir/Madam

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular NO. [CIR/CFD/CMD/4/2015] dated September 9, 2015 ("SEBI Listing Regulations")

This is to inform you that, Stellant Chemicals Industries Limited (*having its registered office address at P O Box No. 2501, Padra Road, Vadodara 390020, Gujarat, India*), a Wholly Owned Subsidiary ("**WOS/Acquirer 1**") of Shri Dinesh Mills Limited along with McGean Rohco Holdings LLC, USA (*having its registered office address at 2910 Harvard Ave, Newburgh Heights, Ohio 44105, USA*) ("**Acquirer 2**") have executed a Share Purchase Agreement dated November [8], 2021 (the "**SPA**") to acquire 100% shareholding held by the existing shareholders ("**Sale Shares**") of Chem-Verse Consultants (India) Private Limited ("**CVC**") (having its Registered Office at Plot No.24, Panvel Industrial Estate, New Panvel, Raigarh, 410206, Maharashtra, India) (the "**Transaction**").

Subject to the provisions of the SPA, Acquirer 1 and the Acquirer 2 shall purchase the Sale Shares in three tranches i.e. (a) Tranche I tantamounting to fifty-one percent (51%) of the share capital during F.Y. 2021–2022, (b) Tranche II tantamounting to fifteen percent (15%) during F.Y. 2022–2023 and (c) Tranche III tantamounting to thirty-four percent (34%) during F. Y. 2023–2024

Upon completion of the 100% acquisition, WOS would hold 51% and the balance 49% would be held by Acquirer 2. Shri Dinesh Mills Limited will fund the tranche wise acquisition through WOS.

The Tranche I purchase price would not exceed Rs. 10,41,21,460 (Rupees ten crores forty-one lakh twenty-one thousand four hundred and sixty only) during F.Y. 2021–2022 out of which, proportionate cost of Tranche I by WOS would not exceed Rs.5,30,84,150/-. The Tranche II purchase price and the Tranche III purchase price will be determined in accordance with the provisions of the SPA.

The Company will make suitable disclosure to the BSE Limited, upon the completion of relevant tranche wise acquisition of CVC by the WOS.

The relevant particulars as required to be disclosed as per the SEBI Listing Regulations are provided in **Annexure - A** hereto.

We request you to please take note of the above.

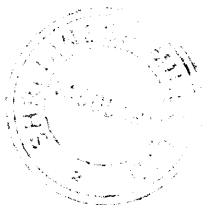
Thanking you.

Yours faithfully,

For SHRI DINESH MILLS LIMITED,

J. B. SOJITRA
COMPANY SECRETARY

Encl.: As stated above



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Annexure A

Disclosure under SEBI Listing Regulations

a) Name of the target entity, details in brief such as size, turnover etc.;	i) Name of the Target: "Chem-Verse Consultants (India) Pvt Ltd (CVC)." (Target) ii) Details of the Target: Chem-Verse Consultants (India) Pvt Ltd (CVC) is manufacturing and marketing of superior quality gamut of industrial lubricants, specialty chemicals and aerosols sprays. The details of the turnover etc. for the FY 2020-21 are as under: Sales: Rs.1078.34 Lakhs Net Profit: Rs. 84.86 Lakhs
b) Whether the acquisition would fall within related party transaction(s) 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";	No.
c) Industry to which the entity being acquired belongs;	Chemicals
d) 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);	This acquisition would give entry into new line of business i.e chemicals with the technical know-how of the target
e) Brief details of any governmental or regulatory approvals required for the acquisition;	NO.
f) Indicative time period for completion of the acquisition;	On or before 31 st March, 2024 subject to the fulfillment of the tranche wise condition precedent
g) Nature of consideration - whether cash consideration or share swap and details of the same;	Cash transaction.

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<p>h) Cost of acquisition or the price at which the shares are acquired;</p>	<p>Subject to conditions precedent and adjustment to the enterprise valuation:</p> <ol style="list-style-type: none"> 1. The proportionate cost of Tranche 1 Acquisition by WOS – Stellent Chemicals would not exceed Rs. 5,30,84,150/- (Rupees five crores thirty lakhs eighty-four thousand one hundred and fifty). 2. The proportionate cost of Tranche II acquisitions would be known only after completion of financial year 2021-22 and 3. The proportionate cost of Tranche III acquisitions would be known only after completion of financial year 2022-23
<p>i) Percentage of shareholding / control acquired and / or number of shares acquired;</p>	<p>Stellent Chemicals Industries Limited, a wholly owned subsidiary of the Company, has agreed to acquire 51% shares of the promoters of the Target in Tranche I, Tranche II and Tranche III.</p>
<p>j) 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 any other significant information (in brief);</p>	<p>Brief background:</p> <p>Chem-Verse Chemicals (India) Private Limited is engaged in the manufacturing and marketing of superior quality gamut of industrial lubricants, specialty chemicals and aerosols sprays.</p> <p>Line of business: Chemicals and other products.</p> <p>Date of incorporation: 27th December, 2000</p> <p>Sales Turnover of last 3 years: FY. 2018-19: 1718.15 Lakhs FY. 2019-20: 1755.65 Lakhs FY 2020-21: 1078.34 Lakhs</p> <p>Country in which the acquired entity has presence: INDIA</p>

For SHRI DINESH MILLS LIMITED,



J. B. SOJITRA
COMPANY SECRETARY

