



Date: August 27, 2018

To,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

Respected Sir/ Madam,

**Sub: Open Offer to the Shareholders of Shalimar Agencies Limited (Hereinafter referred to as "Target Company" or "SAL") for acquisition of up to 7,80,260 equity shares of Rs. 10/- each representing 26% of the equity and voting share capital of SAL @ Rs. 12/- per fully paid-up equity share.**

We are pleased to inform you that we have been appointed as the "Manager to the Offer" by the Acquirers for the aforementioned Open Offer. The Equity Shares of SAL are listed on the BSE Limited ("BSE"), CSE and MSEI only.

We would further like to inform you that the Acquirer have entered into a Share Purchase Agreement dated August 27, 2018 for acquisition of 12,04,600 equity shares constituting 40.14% of the total equity and voting share capital of the Target Company.

In this regard and as per the requirement of the SEBI (SAST) Regulations, 2011 please find attached herewith the hard copy and the soft copy (in compact disc) of the Public Announcement on behalf of the acquirers. The soft copy of the Public Announcement has already been sent to you through email on August 27, 2018.

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,

For **Finshore Management Services Limited**

**Menka Jha**  
(Chief Operating Officer)

Encl.: As Above



**FINSHORE MANAGEMENT SERVICES LIMITED**

(CIN : U74900WB2011PLC169377)

Registered Office : "Anandlok"

2nd Floor, Block-A, Room No. 207,

227, A.J.C. Bose Road, Kolkata-700 020 West Bengal, India

Ph. : 033 2289 5101

Website : www.finshoregroup.com

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF  
SHALIMAR AGENCIES LIMITED**

**Corporate Identification Number: L51226TG1981PLC114084**

**UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (“TAKEOVER REGULATIONS”) ‘**

**OPEN OFFER (“OFFER”) FOR ACQUISITION OF UP TO 7,80,260 (SEVEN LACS EIGHTY THOUSAND TWO HUNDRED AND SIXTY ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”), REPRESENTING 26% OF THE TOTAL EQUITY SHARE CAPITAL OF SHALIMAR AGENCIES LIMITED (“TARGET COMPANY”) ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER (“VOTING SHARE CAPITAL”), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹12/- (INDIAN RUPEES TWELVE ONLY) PER EQUITY SHARE BY QUEBEC TECH SOLUTIONS PRIVATE LIMITED (“ACQUIRER”) ALONGWITH MR. ADITYA SREERAMJI MUGABU AND MR. TAPAN NITYANANDBHAI PANDYA AS PERSON ACTING IN CONCERT WITH THE ACQUIRER (“PACs”).**

**THIS PUBLIC ANNOUNCEMENT (“PA”) IS BEING ISSUED BY FINSHORE MANAGEMENT SERVICES LIMITED (“MANAGER TO THE OFFER”), FOR AND ON BEHALF OF THE ACQUIRER TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS READ WITH REGULATION 15(1) OF THE TAKEOVER REGULATIONS.**

**1) OFFER DETAILS**

- 1.1 Offer Size:** The Acquirer alongwith PACs hereby make this Open Offer to all the Public Shareholders of the Target Company, other than the Promoters of the Target Company, to acquire up to 7,80,260 (Seven Lacs Eighty thousand two hundred and sixty Only) fully paid up equity shares of the Target Company, of face value of ₹ 10/- each (each an “Offer Share”) representing 26% (Twenty Six per cent) of the Voting Share Capital (30,01,000 Equity Shares being the total equity paid up capital of the Target Company as of the 10<sup>th</sup> working day from the closure of the tendering period), at a price of ₹ 12/- (Indian Rupees Twelve only) per Offer Share (“Offer Price”) aggregating to ₹ 93,63,120/- (Indian Rupees Ninty Three Lacs Sixty Three Thousand One Hundred and Twenty Only), (the “Offer Size”), subject to the terms and conditions mentioned in this Public Announcement (“PA”), the Detailed Public Statement (“DPS”) and the letter of offer that may be issued in accordance with the Takeover Regulations.
- 1.2 Offer Price/ Consideration:** ₹ 12/- per Offer Share of face value of ₹ 10 each, is calculated in accordance with Regulation 8 of the Takeover Regulations, aggregating to a consideration of ₹ 93,63,120/- (Indian Rupees Ninty Three Lacs Sixty Three Thousand One Hundred and Twenty Only), assuming full acceptance in the Open Offer.
- 1.3 Mode of payment:** The Offer Price will be paid in cash, in accordance with the provisions of Regulations 9(1) (a) of the Takeover Regulations.

1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations.

## 2) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

The Acquirer has agreed to acquire from the promoters of the Target Company namely, Mr. Arun Kumar Bhangadia, Mr. Arvind Kumar Bhangadia and Mr. Anil Kumar Bhangadia (“Sellers”), 12,04,600 equity shares of the Target Company having a face value of Rs.10 each, amounting to 40.14% of the total issued, outstanding and fully paid-up equity shares carrying voting rights for an aggregate consideration of Rs. 1,44,55,200 (Rupees One Crore Forty Four Lacs Fifty Five thousand and two hundred only), i.e., Rs. 12 (rupees Twelve) per Equity Share (“Negotiated Price”) through a Share Purchase Agreement dated August 27, 2018 (“SPA”). Since the Acquirer have entered into an agreement to acquire voting rights in excess of 25% of the equity share capital of the Target Company and since PAC1 and PAC2 will become a part of Promoter Group, this Offer is being made under regulation 3(1) and 4 of the Takeover Regulations. Upon consummation of the transactions contemplated in the SPA, the Acquirer will also acquire control over the Target Company and the Acquirer shall become the promoters of the Target Company upon compliance with the provisions of regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As such, this Offer is also being made under regulation 4 of the Takeover Regulations.

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for shares /VRs acquired (₹)	Mode of payment (Cash/ securities )	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital.			
Direct	Acquisition of 12,04,600 Equity Shares through Share Purchase Agreement dated August 27 <sup>th</sup> 2018 (“SPA”) entered into between the Acquirer and Mr. Arun Kumar Bhangadia, Mr. Arvind Kumar Bhangadia and Mr. Anil Kumar Bhangadia (“Sellers”)	12,04,600	40.14	1,44,55,200	Cash	3(1) & 4 of the Takeover Regulations

## 3) ACQUIRERS & PERSONS ACTING IN CONCERT

Details	Acquirer	PAC 1	PAC 2
Name of Acquirer(s)/ (PACs)	Quebec Tech Solutions Private Limited	Mr. Aditya Sreeramji Mugabu	Mr. Tapan Nityanandbhai Pandya
Address/Registered Office	Plot No.4, Ground Floor, H.No: 6-3-649/5, Somajiguda, Hyderabad - 500082 Ph: 9885384615 email id : <a href="mailto:csquebectech@gmail.com">csquebectech@gmail.com</a>	8-1-330 to 346, House NO: 10. Magnificent Homes, Shaikpet, Tolichowki, Golconda, Hyderabad –	06-Sangath Bunglows, Nr. Anandnagar Shopping Centre Nr. Platinum Hall, Prahladnagar Road,

		500008	Vejalpur, Ahmedabad - 380015
Name(s) of persons in control /promoters of Acquirers/ PACs where Acquirer/ PAC are companies	Aditya Sreeramji Mugapu and Tapan Nityanandbhai Pandya	-	-
Name of the Group, if any, to which the Acquirer(s)/PAC belong		-	-
Pre Transaction shareholding <ul style="list-style-type: none"> <li>• Number</li> <li>• % of total share capital</li> </ul>	NIL	NIL	NIL
Proposed shareholding after the acquisition of shares which triggered the Open Offer			
Any other interest in the TC	Nil	Nil	Nil

#### 4) DETAILS OF SELLING SHAREHOLDERS

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Arun Kumar Bhangadia	Yes	9,54,600	31.81	0	0.00
Mr. Arvind Kumar Bhangadia	Yes	1,50,000	5.00	0	0.00
Mr. Anil Kumar Bhangadia	Yes	1,00,000	3.33	0	0.00
Total		<b>12,04,600</b>	<b>40.14</b>	0	0.00

#### 5) TARGET COMPANY

5.1 **Name:** Shalimar Agencies Limited

5.2 **Corporate Identification Number:** L51226TG1981PLC114084

5.3 **Registered Office:** H Plot No. 4, Kamala Sadan, Ground Floor, Duraga Enclave, Road No. 12, Banjara Hills, Hyderabad, Telangana-500034, India

5.4 **Exchange where listed:** BSE Limited; Scrip Code: 539895, CSE and MSEI

## 6) OTHER DETAILS

- 6.4 The details of the open offer would be published in the newspapers vide a Detailed Public Statement (“DPS”) on or before September 03, 2018 in compliance with Regulation 13(4) of the Takeover Regulations.
- 6.5 The Acquirer and PACs undertake that they are fully aware of and will comply with his obligations; laid down in the Takeover Regulations and that he has adequate financial resources to meet their obligations in relation to the Offer.
- 6.6 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and is not a competitive bid in terms of Regulation 20 of the Takeover Regulations.
- 6.7 Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to satisfaction of the conditions precedent set out in the SPA and receipt of statutory approvals required, if any.
- 6.8 This PA is expected to be available on SEBI Website i.e. [www.sebi.gov.in](http://www.sebi.gov.in)

**ISSUED BY MANAGER TO THE OFFER FOR AND ON BEHALF OF THE ACQUIRER  
QUEBEC TECH SOLUTIONS PRIVATE LIMITED AND THE PACs MR. ADITYA SREERAMJI MUGABU AND MR. TAPAN  
NITYANANDBHAI PANDYA**



### **Finshore Management Services Limited**

**Contact Person:** Mr. S. Ramakrishna Iyengar/Ms. Menka Jha  
Anandlok, Block – A, 2<sup>nd</sup> Floor, Room No.207  
227, A.J.C. Bose Road, Kolkata – 700 020, West Bengal – India;  
**Tel. No.:** +91 33-22895101/9920379029;  
**Fax No.:** +91 33-22895101;  
**Email:** [info@finshoregroup.com](mailto:info@finshoregroup.com);  
**SEBI Registration No.:** INM000012185

**Place** : Kolkata

**Date** : Monday, August 27, 2018