

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

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF INDIA RADIATORS LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 2,34,000 (TWO LAKH THIRTY FOUR THOUSAND) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW), OF INDIA RADIATORS LIMITED ("TARGET COMPANY"), FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) ("OFFER" OR "OPEN OFFER"), BY MERCANTILE VENTURES LIMITED ("ACQUIRER").

THIS PUBLIC ANNOUNCEMENT ("PUBLIC ANNOUNCEMENT" OR "PA") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED ("MANAGER TO THE OPEN OFFER"), FOR AND ON BEHALF OF THE ACQUIRER, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW), WITH AN INTENTION TO ACQUIRE CONTROL OF THE TARGET COMPANY, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) AND OTHER APPLICABLE PROVISIONS OF THE SEBI (SAST) REGULATIONS.

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

- (a) *"Equity Shares" or "Shares" means the fully paid-up equity shares having a face value of ₹ 10/- (Indian Rupees Ten Only) each of the Target Company;*
- (b) *"Public Shareholders" shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, other than (i) the Acquirer, (ii) the Sellers (as defined below) and (iii) any persons deemed to be acting in concert with the persons set out in (i) and (ii), pursuant to and in compliance with the SEBI (SAST) Regulations;*
- (c) *"Sale Shares" means 3,45,702 (Three Lakh Forty Five Thousand Seven Hundred and Two) Equity Shares constituting 38.41% (Thirty Eight point Four One percent) of the Voting Share Capital;*
- (d) *"Sellers" shall mean collectively all the Promoters as disclosed in the publicly available shareholding pattern of the Target Company for the quarter ended September 30, 2023 viz. Chidambaram Seetha, Chidambaram Venkatachalam and Riviera Capital Consulting & Research Private Limited;*
- (e) *"Share Purchase Agreement" or "SPA" shall mean the Share Purchase Agreement dated January 05, 2024, entered into by and amongst the Acquirer and the Sellers;*
- (f) *"Tendering Period" has the meaning ascribed to it under the SEBI (SAST) Regulations;*
- (g) *"Voting Share Capital" shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the tendering period of the Open Offer; and*
- (h) *"Working Day" shall mean any working day of the Securities and Exchange Board of India ("SEBI").*

1. OFFER DETAILS:

- a. **Offer Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders to acquire up to 2,34,000 (Two Lakh Thirty Four Thousand) Equity Shares ("**Offer Shares**"), representing 26% of Voting Share Capital ("**Offer Size**"), 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 for the Open Offer in accordance with the SEBI (SAST) Regulations.
- b. **Offer Price/Consideration:** The Equity Shares of the Target Company are not frequently traded in terms of the SEBI (SAST) Regulations. The Open Offer is being made at a price of ₹ 6/- (Rupees Six only), including an interest @ 10% per annum for a period of 4 years for the delay in making an Open Offer i.e. ₹ 1.74/- (Rupee One and Seventy Four Paise only), per Equity Share ("**Offer Price**"), which has been determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer under the Open Offer at the Offer Price will be ₹ 14,04,000/- (Rupees Fourteen Lakh Four Thousand only) ("**Offer Consideration**").
- c. **Mode of Payment:** The Offer Price will be paid by the Acquirer in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- d. **Type of Offer:** This Offer is a triggered offer being made by the Acquirer, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement entered into by and between the Acquirer and the Sellers, for acquisition of substantial number of shares, voting rights and control over the Target Company by the Acquirer.

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

The Acquirer has entered into a share purchase agreement dated January 05, 2024 ("**Share Purchase Agreement**" or "**SPA**") with the Sellers, whereby the Acquirer has agreed to acquire 3,45,702 (Three Lakh Forty Five Thousand Seven Hundred and Two) Equity Shares of the Target Company ("**Sale Shares**"), representing 38.41% of the Voting Share Capital, from the Sellers, at a price of ₹ 4.26/- (Rupees Four and Twenty Six Paise only) per Sale Share, subject to and in accordance with the terms and conditions set out in the SPA.

Since the Acquirer has entered into the SPA to acquire shares / voting rights in excess of 25% (twenty five percent) of the Voting Share Capital along with change in control, this Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

The proposed sale and purchase of Equity Shares by the Sellers and the Acquirer, respectively, under the Share Purchase Agreement (as explained in paragraphs above) is referred to as the "**Underlying Transaction**". A tabular summary of the Underlying Transaction is set out below:

Details of the 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 Equity Shares / Voting Rights acquired (₹)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number of Equity Shares	% of Total Voting Share Capital*			
Direct	Share Purchase Agreement (" SPA ") between the Acquirer and the Sellers, whereby the Acquirer has agreed to acquire the Sale Shares from the Sellers, subject to and in accordance with the terms and conditions set out in the SPA	3,45,702	38.41%	14,72,691/-	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

* Calculated as a percentage of the Voting Share Capital

Note: Pursuant to the consummation of the Underlying Transaction contemplated in the SPA and post completion of the Open Offer in compliance with the SEBI (SAST) Regulations, the Acquirer will acquire control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI (LODR) Regulations**"). Further, pursuant to the consummation of the Underlying Transaction, the Sellers will not hold any Equity Shares in the Target Company and are desirous that they will cease to be the members of the Promoter and Promoter Group of the Target Company and intend to be reclassified as public shareholders in accordance with the procedures contained in the SEBI (LODR) Regulations.

3. DETAILS OF THE ACQUIRER:

Details	Acquirer
Name of Acquirer	Mercantile Ventures Limited
Corporate Identity Number	L65191TN1985PLC037309
Registered Office Address	No. 88, Mount Road, Guindy, Chennai-600 032, Tamil Nadu, India

Name(s) of persons in control/promoters of Acquirer, where Acquirer is company		<p><u>Promoters:</u> Vadivelu AL South India Travels Private Limited Sicagen India Limited First Leasing Company of India Limited Navia Markets Limited Ranford Investments Limited Darnolly Investments Limited</p> <p><u>Members of the Promoter Group:</u> A C Muthiah Ashwin C Muthiah Trinity Auto Points Limited Golden Star Assets Consultants Private Limited Twinshield Consultants Private Limited</p>
Name of the Group, if any, to which the Acquirer belong to		The Acquirer does not belong to any Group.
Pre-Transaction shareholding	No. of Equity Shares	Nil
	% of Total Voting Share Capital	Not Applicable
Proposed shareholding after acquisition of shares which triggered the Open Offer	No. of Equity Shares	3,45,702
	% of Total Voting Share Capital	38.41%
Any other interest in the Target Company		<ul style="list-style-type: none"> The Acquirer is the holding company of the Target Company, pursuant to Section 47 (2) of the Companies Act, 2013. As on March 31, 2023, the Acquirer has an investment of ₹ 1,948.27 Lakhs towards the Preference Shares of the Target Company. As on March 31, 2023, the Acquirer disbursed an amount of ₹ 72.92 Lakhs as Advances to the Target Company for business purposes of the Target Company.

Note: 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.

4. DETAILS OF SELLING SHAREHOLDERS:

Name of the Seller	Part of Promoter Group (Yes / No)	Details of Equity Shares / Voting Rights held by the Sellers			
		Pre-Transaction		Post-Transaction	
		No. of Equity Shares	% of Total Voting Share Capital*	No. of Equity Shares	% of Total Voting Share Capital*
Chidambaram Seetha ⁽¹⁾	Yes	3,09,524	34.39%	Nil	NA
Chidambaram Venkatachalam ⁽²⁾	Yes	21,857	2.43%	Nil	NA
Riviera Capital Consulting & Research Private Limited	Yes	14,321	1.59%	Nil	NA
TOTAL		3,45,702	38.41%	Nil	NA

* Calculated as a percentage of the Voting Share Capital

(1) Signed through Power of Attorney holder Mr A. R. Thiagarajan;

(2) Signed through Constituted Power of Attorney holder Mr. S. Renganathan;

5. TARGET COMPANY:

Name:	India Radiators Limited
Corporate Identity Number:	L27209TN1949PLC000963
Registered Office:	No. 88, Mount Road, Guindy, Chennai-600032, Tamil Nadu, India. Tel.: +91 44 40432211 Email: cs@indiaradiators.com

Exchanges where listed:	The Equity Shares of the Target Company are presently listed only on BSE Limited (Scrip Code: 505100; Security ID: INRADIA) and the International Securities Identification Number (“ISIN”) of Equity Shares of the Target Company is INE461Y01016
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(Source: www.bseindia.com)

6. **OTHER DETAILS:**

- 6.1. A detailed public statement regarding the Open Offer (“DPS”) would be published in newspapers within five working days of this public announcement i.e., on or before January 12, 2024, in compliance with Regulation 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations. The DPS will, *inter-alia*, contain the details of the Open Offer including information on the Acquirer, the Target Company, the Sellers, the background to the Offer, the Offer Price, details of financial arrangements, the statutory and other approvals required for the Open Offer, conditions precedent specified in the Share Purchase Agreement and other terms of the Open Offer.
- 6.2. The Open Offer is not conditional upon any minimum level of acceptance as per the Regulation 19(1) of the SEBI (SAST) Regulations and the PA is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.3. The Acquirer does not have the intention to delist the Target Company pursuant to this Open Offer.
- 6.4. The Acquirer and its directors, in their capacity as directors, accept full responsibility for the information contained in this PA. The Acquirer undertakes that it is aware of and will comply with the obligations as laid down in the SEBI (SAST) Regulations for the purpose of the Open Offer. The Acquirer has confirmed that it has adequate financial resources to meet the obligations under the Open 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.
- 6.5. All the information pertaining to the Target Company contained in this PA has been obtained/compiled from the information published or publicly available sources or provided by the Target Company. All the information pertaining to the Sellers contained in this PA has been obtained from the Sellers. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Open Offer.
- 6.6. In this Public Announcement, all references to “₹”, “Rs.” or “Rupees” are references to Indian Rupees and any discrepancy in any amount or figures listed as a result of multiplication and totalling is due to rounding off.

Issued by the Manager to the Open Offer:

SAFFRON

••••• *energising ideas*

Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point, Andheri-Kurla Road, J. B. Nagar,
Andheri (East), Mumbai - 400 059, Maharashtra, India.

Telephone: +91 22 4973 0394; **E-mail ID:** openoffers@saffronadvisor.com

Investor Grievance E-mail ID: investorgrievance@saffronadvisor.com

Website: www.saffronadvisor.com

Contact Person: Satej Darde / Narendra Kumar Gamini

SEBI Registration Number: INM000011211

For and on behalf of the Acquirer
Mercantile Ventures Limited

Sd/-

Place: Chennai

Date: January 05, 2024