

Open Offer for acquisition of 11,33,262* (Eleven Lakhs Thirty Three Thousand Two Hundred and Sixty-two Only) fully paid up equity shares of Rs. 10/- each from equity shareholders of Shalimar Agencies Limited (hereinafter referred to as "Target Company" or "SAGL") representing 100% of the existing Public Shareholding as on the date of Public announcement, being the eligible shareholders of the target company for cash at a price of ₹15/- per equity share by the "Acquirers" pursuant to (i) execution of Share Purchase Agreement (SPA) amongst IT Trailblazers Resources Private Limited (hereinafter referred to as "Seller"), Spice Lounge LLP (hereinafter referred to as "Acquirer 1"), Mr. Mohan Babu Karjela (hereinafter referred to as "Acquirer 2"), Mr. Venugopal Naidu Kongarla Venkatesh (hereinafter referred to as "Acquirer 3") (hereinafter collectively referred to as "Acquirers") and Shalimar Agencies Limited (hereinafter referred to as "Target Company") for purchase of 18,67,738 (Eighteen Lakhs Sixty Seven Thousand Seven Hundred and Thirty Eight Only) Equity Shares by the Acquirers from the Seller dated 7th May, 2024 and (ii) issuance of 4,27,10,252** (Four Crores Twenty Seven Lakhs Ten Thousand Two Hundred and Fifty Two Only) Equity Share on Preferential Basis to M Kitchens Private Limited ("PAC 1"), Mr. Mohan Babu Karjela ("Acquirer 2"), Mr. Venugopal Naidu Kongarla Venkatesh ("Acquirer 3"), pursuant to and in accordance with Regulations 3(1) and 4 SEBI SAST Regulations.

*Public Shareholders hold 11,33,262 Shares. However, 26% of the expanded capital (considering all the potential increases in the number of outstanding shares) is 1,81,25,188 which exceeds the existing public holding as on the date of Public announcement, hence restricted to 100% of total public holding i.e., 11,33,262.

** Total Preferential Issue is for 6,67,11,260 Equity Shares of SAGL

This Post Offer Advertisement is being issued by Finshore Management Services Limited (hereinafter referred to as "Manager to the Offer"), on behalf of Spice Lounge LLP (Acquirer 1), Mohan Babu Karjela (Acquirer 2), Venugopal Naidu Kongarla Venkatesh (Acquirer 3) (hereinafter collectively referred to as "Acquirers"), M Kitchens Private Limited (PAC 1) and Ramesh Naidu Veluru (PAC 2) (hereinafter collectively referred to as "PACs"), in connection with the offer made by the Acquirers & PACs, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI SAST Regulations"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was made on 14th May, 2024 in Financial Express, English Daily (in all editions), Jansatta, Hindi Daily (in all editions), Mumbai Lakshadeep, Marathi Daily (in Mumbai edition), Prabhatha Velugu, Telugu Daily, (in Hyderabad edition) newspapers.

1	Name of the Target Company	SHALIMAR AGENCIES LIMITED		
2	Name of the Acquirer and PACs	Spice Lounge LLP (Acquirer 1), Mohan Babu Karjela (Acquirer 2), Venugopal Naidu Kongarla Venkatesh (Acquirer 3), M Kitchens Private Limited (PAC 1) and Ramesh Naidu Veluru (PAC 2)		
3	Name of the Manager to the Offer	Finshore Management Services Limited		
4	Name of the Registrar to the Offer	Aarthi Consultants Private Limited		
5	Offer Details:			
	a) Date of Opening of the Offer	18 th October, 2024, Friday		
	b) Date of Closure of the Offer	31 st October, 2024, Thursday		
6	Date of Payment of Consideration	8 th November, 2024, Friday		
7	Details of Acquisition			
Sl. No	Particulars	Proposed in the Offer Document (Letter of Offer)		Actuals
7.1	Offer Price	Rs. 15 per Fully paid up equity share		Rs. 15 per Fully paid up equity share
7.2	Aggregate number of shares tendered	11,33,262		1
7.3	Aggregate number of shares accepted	11,33,262		1
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 1,69,98,930/-		Rs. 15/-
7.5	Shareholding of the Acquirers before Agreements/Public Announcement (No. & %)	NIL		NIL
7.6	Shares Acquired by way of Share Purchase Agreement (SPA) • Number • % of Fully Diluted Equity Share Capital	18,67,738 (2.68 %)		18,67,738 (2.68 %)
7.7	Shares Acquired by way of Preferential Allotment by Acquirers & PACs* • Number • % of Fully Diluted Equity Share Capital	4,27,10,252 (61.27 %)		4,27,10,252 (61.27 %)
7.8	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	11,33,262 (1.63 %)		1 (0.00 %)
7.9	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	NIL		NIL
7.10	Post offer shareholding of Acquirers & PACs • Number • % of Fully Diluted Equity Share Capital	4,57,11,252* (65.57 %)		4,45,77,991* (63.95 %)
7.11	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	Pre-Offer 11,33,262 (1.63 %)	Post-Offer 2,40,01,008 (34.43 %)	Pre-Offer 11,33,262 (1.63 %) Post-Offer 2,51,34,269 (36.05 %)

Note: The Percentage of fully diluted Equity Share Capital has been calculated on the basis of Expanded share Capital/ Emerging fully diluted voting Equity share capital of the target company which constitutes existing Share capital of 30,01,000 equity shares and proposed Preferential issue of 6,67,11,260 Equity shares accumulating to 6,97,12,260 shares as on the date of Public Announcement.

* Target Company in its meeting dated August 9, 2024, made a preferential allotment of 6,67,11,260 (Six Crore Sixty Seven Lakhs Eleven Thousand Two Hundred and Sixty) equity shares at a price of Rs.15/- per equity share, wherein SAGL is purchasing 2,01,000 shares of Teksoft Systems, INC, 50,00,000 shares of Chicken Wild Wings Private Limited and 1,20,00,000 shares of Mirchi Wild Wings Private Limited in lieu of issuance of 6,67,11,260 Equity Shares by way of share swap to M Kitchens Private Limited ("PAC 1") (99,60,000 Equity Shares), Mr. Mohan Babu Karjela ("Acquirer 2") (2,67,22,715 Equity Shares), Mr. Venugopal Naidu Kongarla Venkatesh ("Acquirer 3") (60,27,537 Equity Shares), Siraj Holding LLC (1,20,00,504 Equity Shares) and BlueSky Capital Fund SPC (1,20,00,504 Equity Shares). The preferential issue made to Siraj Holding LLC and BlueSky Capital Fund SPC will be in the capacity of public shareholders of SAGL.

The "Proposed Post Offer Shareholding of the Acquirers & PACs" include 11,33,262 shares held by the existing public shareholders of the Target Company as on the date of Public Announcement, 4,27,10,252 shares allotted to the Acquirers & PACs in the preferential issue and 18,67,738 shares to be acquired through SPA after the completion of Open Offer.

The "Actual Post Offer Shareholding of the Acquirers & PACs" include 1 share tendered in the Open Offer, 4,27,10,252 shares allotted to the Acquirers & PACs in the preferential issue and 18,67,738 shares to be acquired through SPA after the completion of Open Offer.

8. The Acquirers & PACs along with its Directors severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI SAST Regulations.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and the registered office of the Target Company (Shalimar Agencies Limited).

10. The capitalized terms used but not defined in this advertisement shall have the meanings assigned to such terms in the Public Announcement and/or Detailed Public Statement and/or Letter of Offer.

11. This Post offer Advertisement is being issued in all the newspapers in which the DPS has appeared.

Issued by Manager to the Offer on behalf of the Acquirers & PACs



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