# Public Announcement under Regulation 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Open Offer ("Offer") for acquisition of up-to 377,552 Fully Paid-Up Equity Shares having Face Value Rs. 10/- each (each, an "Equity Share") of DISA India Limited ("Target Company") from the public shareholders of the Target Company by Naciron A/S (the "Acquirer"), and the persons acting in concert with the Acquirer as at the time of the Offer, DISA Holding AG ("PAC 1") and DISA Holding A/S ("PAC 2"). PAC 1 and PAC 2 are collectively referred to as the "PACs".**

This public announcement ("**Public Announcement**") is being issued by ICICI Securities Limited ("**Manager**"), for and on behalf of the Acquirer and the PACs to the public shareholders of the Target Company pursuant to and in compliance with, among others, Regulations 3(1), 4 and 5(1) read with Regulation 13(2)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended, the "**SEBI (SAST) Regulations**").

## 1. Offer Details

1.1 Offer Size: While the minimum offer size for an open offer as per Regulation 7(1) of the SEBI (SAST) Regulations is 26% of the total paid-up equity share capital of the Target Company, the Acquirer (along with the PACs) as on date, hold (directly or indirectly) 75% of the Equity Shares of the Target Company. The offer size is therefore restricted to up to 377,552 (Three hundred seventy seven thousand and five hundred fifty two only) Equity Shares (each, an "**Offer Share**"), representing 25% (twenty five per cent) of the total fully paid-up equity capital and voting rights of the Target Company, as of the tenth working day from the closure of the tendering period, subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement and the letter of offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations since these Offer Shares constitute all of the Equity Shares of the Target Company that are held by the persons to whom the Offer is to be made under Regulation 7(6) of the SEBI (SAST) Regulations.

1.2 Offer Price/ Consideration: The price for the Offer shall be Rs. 3,440.43 (Rupees Three Thousand Four Hundred and Forty and Forty Three Paise only) per Equity Share ("**Initial Offer Price**"), aggregating to a total consideration for the Offer of up-to 1,298,941,227.36 (Indian Rupees One Billion Two Hundred and Ninety Eight Million Nine Hundred and Forty One Thousand Two Hundred and Twenty Seven and Thirty Six Paise) assuming full acceptance of the Offer. The Initial Offer Price will be enhanced in accordance with Regulation 8(12) of the SEBI (SAST) Regulations by an amount equal to the sum determined at the rate of 10% (ten per cent) per annum on the Initial Offer Price for the period between the date on which this transaction was contracted and announced in the public domain (i.e., 18 December 2014, in both cases) and the date of the detailed public statement in respect of this Offer (such enhanced price, the "**Offer Price**"). The Equity Shares of the Target Company are infrequently traded as per Regulation 2(i)(j) of the SEBI (SAST) Regulations. Accordingly, the Initial Offer Price has been determined as per Regulations 8(3) and 8(5) of the SEBI (SAST) Regulations taking into account the valuation report dated 18 December 2014 issued by Haribhakti & Co LLP., Chartered Accountants (Firm Registration No. 103523W).

1.3 <u>Mode of Payment:</u> The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4 <u>Type of Offer</u>: The Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations pursuant to the indirect acquisition of the equity shares of, voting rights in and control over the Target Company in the manner described in paragraph 2 below. The thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations do not apply to this indirect acquisition.

## 2. Transaction which has triggered the open offer obligations (Underlying Transaction)

As on the date of this Public Announcement, PAC 1 and PAC 2 respectively hold 54.22% (Fifty four point two two per cent) and 20.78% (Twenty point seven eight per cent) of the paid-up share capital and voting rights of the Target Company. Norican Holding ApS, a company incorporated in Denmark with its registered office at Højagervej 8, Høje Taastrup, DK-2630 Taastrup, Denmark ("**Norican**"), indirectly through its subsidiaries, owns and controls 100% (hundred per cent) of the paid-up capital and voting rights of both PAC 1 and PAC 2. Consequently, Norican indirectly owns and controls 75% (seventy five per cent) of the equity share capital and voting rights of the Target Company.

On 18 December 2014, the Acquirer entered into a Sale and Purchase Agreement ("**SPA**") to acquire 100% of the paid-up capital and voting rights of Norican from its existing shareholders ("**Primary Acquisition**"). The Primary Acquisition is subject to receipt of merger control clearance in Germany. The Acquirer will indirectly acquire 75% (seventy five per cent) of the equity share capital and control over the Target Company upon consummation of the Primary Acquisition. Therefore, the Acquirer has triggered Regulations 3(1) and 4 read with Regulation 5(1) of the SEBI (SAST) Regulations by entering into of the SPA and simultaneously announcing the Primary Acquisition in the public domain.

As per the terms of the explanation to the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, this Offer is subject to the completion of the Primary Acquisition in terms of the SPA. It is clarified that, if the Acquirer (a) is unable to consummate the Primary Acquisition, or (b) is unable to acquire the ability to exercise or direct the exercise of voting rights in, or control over the Target Company, the Acquirer and the PACs will not proceed with the detailed public statement and the letter of offer and subject to the conditions of the SEBI (SAST) Regulations may withdraw the offer.

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| Details of Underlying Transaction | | | | | | |
|---|---|---|---|---|---|---|
| **Type of transaction (direct/indirect)** | **Mode of Transaction** | **Shares/Voting rights acquired/proposed to be acquired** | | **Total Consideration for shares/voting rights (VR) acquired (INR in Crores)** | **Mode of Payment (cash/Securities)** | **Regulation which has been triggered** |
| | | **Number** | **% vis a vis total equity /voting capital** | | | |
| Indirect Acquisition | The Acquirer has executed the SPA to acquire 100% of Norican, which, *inter alia*, results in the Acquirer indirectly acquiring (a) 100% ownership of PAC 1 and PAC 2, and (b) 75% of the equity share capital and voting rights of the Target Company. | Indirect acquisition of 1,132,653 Equity Shares of the Target Company. | Indirect acquisition of 75% of the equity share capital and voting rights. | Not applicable since this is an indirect acquisition. | Not applicable since this is an indirect acquisition. | Regulations 3(1) and 4 read with Regulation 5(1) of the SEBI (SAST) Regulations. The indirect acquisition does not trigger Regulation 5(2) of the SEBI (SAST) Regulations. |

**3. Acquirer(s)/PAC**

| Details | Acquirer | PAC 1 | PAC 2 | Total |
|---|---|---|---|---|
| Name | Naciron A/S | DISA Holding AG | DISA Holding A/S | |
| Address | Christian IX's Gade 7, III DK-1111 Copenhagen K, Denmark | Kasernenstrasse 1, 8184 Bachenbülach, Switzerland | Højagervej 8, Høje Taastrup, DK-2630 Taastrup, Denmark | |
| Name(s) of persons in control/ promoters of Acquirers/PACs | Naciron Holding A/S- 100% of which will be held equally by ALTR Fund IV no. 1 AB and ALTR Fund IV no. 2 AB. | Norican – 100% of which will be owned by the Acquirer upon completion of the Primary Acquisition. | Norican – 100% of which will be owned by the Acquirer upon completion of the Primary Acquisition. | |
| Name of the Group, if | Altor Group. | Altor Group, upon | Altor Group, upon completion | |

| | | | | |
|---|---|---|---|---|
| any, to which the Acquirer/ PACs belong. | | completion of the Primary Acquisition. | of the Primary Acquisition. | |
| Pre-Transaction Shareholding | Zero Shares | 818,902 Equity Shares (54.22%) | 313,751 Equity Shares (20.78%) | 1,132,653 Equity Shares (75%) |
| Proposed shareholding after the acquisition of the shares which triggered the open offer | Indirect acquisition of 1,132,653 Equity Shares representing 75% of the equity share capital of the Target Company by way of indirect acquisition of the PACs. | No Change | No Change | Indirect acquisition of 1,132,653 Equity Shares representing 75% of the equity share capital of the Target Company |
| Any other interest in the Target Company* | The Acquirer has no other material interest in the Target Company | Transactions between DISA Holding AG and the Target Company have been disclosed under Accounting Standard 18 (Related Party Transactions) in the audited financial statements of the Target Company. The Acquirer is not aware of any further transactions or interests. | Mr. Robert E. Joyce, Jr is a director on the board of directors of both DISA Holding A/S and the Target Company.<br><br>Transactions between DISA Holding A/S and the Target Company have been disclosed under Accounting Standard 18 (Related Party Transactions) in the audited financial statements of the Target Company. The Acquirer is not aware of any further transactions or interests. | |

* Please note that this Offer is being made by the Acquirer and the PACs. It is intended that the shares tendered in the Offer will be acquired by one of the PACs.

**4. Details of the selling shareholders, if applicable**

This is an indirect acquisition of the Equity Shares of the Target Company as a result of the Primary Acquisition. Therefore, there are no selling shareholders for the purpose of this Offer.

## 5. Target Company

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| Name: | DISA India Limited |
| Registered Office: | 5th Floor, Kushal Garden Arcade, 1A, Peenya Industrial Area, Peenya 2nd Phase, Bangalore, Karnataka- 560058, India. |
| Business: | Providing technology, parts and other equipment and services for the metallic parts formation and surface preparation industries. |
| Exchanges where listed: | The Equity Shares are listed on BSE Limited (Scrip Code: 500068). |

## 6. Other Details

6.1 The detailed public statement for this Offer shall, subject to the completion of the Primary Acquisition, be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, and any one regional language daily newspaper with wide circulation in Bangalore, being the place where the registered office of the Target Company is situated and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company was recorded during the sixty trading days preceding the date of this public announcement (i.e. Mumbai, where BSE Limited is located), no later than 5 (five) working days from the date of completion of the Primary Acquisition, in accordance with the explanation to the proviso to Regulation 13(4) of the SEBI (SAST) Regulations. The detailed public statement will contain details of the offer including detailed information on the Offer Price, the Acquirer, the PACs, the Target Company, background to the Offer, statutory approvals for the Offer and details of the financial arrangements and other terms and conditions of the Offer.

6.2 If the Primary Acquisition is not consummated or the Acquirer is unable to acquire the ability to exercise or direct the exercise of voting rights in, or control over the Target Company, including as a result of non-receipt of merger control approval for the Primary Acquisition in Germany, the Acquirer and the PACs will not proceed with the detailed public statement and the letter of offer and subject to the conditions of the SEBI (SAST) Regulations may withdraw the offer.

6.3 The Acquirer and the PACs undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have made firm financial arrangements to fulfil their payment obligations, in each case in respect of this Offer.

6.4 The Acquirer confirms that this Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

**Issued by Manager:**

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SEBI Registration Number: INM000011179

**On behalf of Naciron A/S**

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|---|---|
| Sd/- | Sd/- |
| ______________________________ | ______________________________ |
| Søren Johansen | Thomas Kvorning |

**On behalf of DISA Holding A/S**

Sd/-
**-------------------------------------------**
Robert Eugene Joyce Jr.

**On behalf of DISA Holding AG**

Sd/-
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Mr Andrew Matsuyama

Place: Mumbai
Date: 18 December 2014