

PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATION 3(2) READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("TAKEOVER REGULATIONS").

Open Offer ("Offer/Open Offer") for acquisition of upto 64,88,560 fully paid-up equity shares of Rs. 10/- each, from the Public shareholders of Art Nirman Limited ("ANL" or "the Target Company" or "TC") representing 26.00% of the paid-up Equity Share Capital of the Target Company, as of the 10th working day from the date of 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 Rs. 22.00/- (Indian rupees Twenty-Two only) per Equity Share by Mr. Ashok Kumar Raghuram Thakkar (herein-after referred to as the "Acquirer") and Mrs. Dharmisthaben Ashokkumar Thakkar ("PAC1"), Mr. Piyush Kumar C. Thakkar ("PAC2") and Mr. Raghurambhai Varsambhai Thakkar ("PAC 3") as Persons Acting in Concert ("PACs") with the Acquirer.

This Public Announcement ("Public Announcement" / "PA") is being issued by Hem Securities Limited ("HSL/Manager to the Offer"), for and on behalf of the Acquirer and PACs, to the public shareholders of the Target Company, pursuant to and in compliance with Regulations 3(2), read with Regulation 15 (1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (hereinafter referred to as "SEBI (SAST) Regulations, 2011").

The Board of Directors of Target Company in their meeting held on April 25, 2019 ("**Original Date when Public Announcement was required to be given**") approved the allotment of upto 51,30,000 (Fifty-One Lacs and Thirty thousand) Equity shares of Rs. 10.00/- (Rupees Ten Only) to the Acquirer and PACs by way of conversion of the warrants. Subsequently, The Board of Directors of Target Company in their Board meeting dated May 02, 2019 ("**Subsequent acquisition through conversion of warrants**") approved the allotment of upto 76,50,000 (Seventy-Six Lacs and Fifty thousand) Equity shares of Rs. 10.00/- (Rupees Ten Only) each, to the Acquirer and PACs by way of conversion of the warrants under the Companies Act, 2013 and subject to the Compliance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations, 2018**"), as amended. The conversion of warrants was done in two tranches i.e., on **April 25, 2019 and May 02, 2019** which leads to an increase in the promoter shareholding in the Target Company to 62.00%, post the first conversion, and then to 73.65%, post the second round of conversion of warrants.

Pursuant to the above transactions, the Acquirer was required to make an open offer as per the provisions of the SEBI (SAST) Regulations, 2011 on the date when the conversion of warrants took place. The Acquirer also made an Application with SEBI vide dated March 31, 2020 seeking exemption from the obligation to make an Open Offer however the same request was rejected by the SEBI vide order WTM/GM/CFD-DCR-1/43/2020-21 dated October 23, 2020. Now, this Public Announcement has been made on December 31, 2020 ("**Actual Date of the Public Announcement**") to comply with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

On the initial conversion dated April 25, 2019, Acquirer and PACs holds 55,99,997 (Fifty-Five Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Seven) Equity Shares representing 45.99% of the existing paid-up share Capital (prior to the conversion of the warrants) of the Target Company and 62.00% of the Expanded Equity Shares Capital of the Target Company. Subsequently on second tranche of conversion dated May 02, 2019, the acquirer and PACs hold 73.65% of the Expanded Equity Shares Capital of the Target Company. After the said conversion of warrants took place, the Acquirer and PACs hold 1,83,79,997 (One Crore Eighty-Three Lakhs Seventy-Nine Thousand Nine Hundred and Ninety-Seven) Equity shares representing 73.65% of the Expanded Equity Share Capital of the Target Company.

1. Open Offer Details

- 1.1. **Offer Size:** The Acquirer and PACs hereby makes this Open Offer to all the Public Shareholders of the Target Company, other than the Promoters of the Target Company, to acquire up to **64,88,560** (Sixty Four Lakhs Eighty Eight Thousand Five Hundred Sixty Only) fully paid up Equity Shares of the Target Company, of face value of ₹ 10/- each ("Offer Shares") constituting 26.00% (Twenty Six per cent) of the fully diluted Equity Share Capital (2,49,56,000 Equity Shares being the post conversion total paid up equity capital of the Target Company as of the 10th working day prior to the commencement of the tendering period for the Offer) ("Voting Share Capital"), at a price of ₹ 22.00 (Rupees Twenty Two only) per Offer Share ("Offer Price") aggregating to total consideration of ₹ 14,27,48,320 (Rupees Fourteen Crores Twenty Seven Lakhs Forty Eight thousand Three Hundred And Twenty only), ("Offer Size"), subject to the terms and conditions mentioned in this Public Announcement ("PA"), and in the Detailed Public Statement ("DPS") and the Letter of Offer ("LOO") that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.

- 1.2. **Offer Price/ Consideration:** The Offer is made at a price of Rs. 22.00/- (Rupees Twenty-two only) per Offer Share (hereinafter referred to as the **"Offer Price"**) which has been determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be ₹ 14,27,48,320 (Rupees Fourteen Crores Twenty-Seven Lakhs Forty-Eight Thousand Three Hundred and Twenty Only), (**"Offer Size"**). The open offer originally triggered upon the conversion of the warrants which took place on April 25, 2019 and May 02, 2019, however the actual Public announcement for the Open offer have been made on December 31, 2020. Thus, the price has been adjusted with the interest at the rate of 10.00% per annum from the date of original Triggering date till the date of payment to the Shareholders.
- 1.3. **Mode of Payment:** The Offer Price is payable in **Cash** in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- 1.4. **Type of Offer:** The Offer is a mandatory offer in compliance with Regulations 3(2) of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

2. **Transaction which has triggered the Open Offer obligations (Underlying Transaction)**

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/ Rs. acquired (inRs.)	Mode of Payment (Cash/ securities)	Regulations which have triggered
		Number	% vis a vis total equity/ voting capital			
Direct Acquisition	The Board of Directors of the Target Company at their meeting held on April 25, 2019 approved issue of 51,30,000 Equity Shares to the Acquirer and PACs on due to conversion of warrants into Equity shares of the Company as per the provisions of the Companies Act, 2013 ("Conversion I").	51,30,000	20.56% of equity share capital	8,20,80,000	Partly cash & partly non-cash	3(2) & 4 of SEBI (SAST) Regulations, 2011
Direct Acquisition	The Board of Directors of the Target Company at their meeting held on May 02, 2019 approved issue of 76,50,000 Equity Shares to the Acquirer and PACs on due to conversion of warrants into Equity shares of the Company as per the provisions of the Companies Act, 2013	76,50,000	30.65% of equity share capital	12,24,00,000	Partly cash & partly non-cash	3(2) & 4 of SEBI (SAST) Regulations, 2011

("Conversion II").

3. Acquirer and PACs

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
Name of the Acquirer/ PAC(s)	Mr. Ashokkumar Raghuram Thakker	Mrs. Dharmisthaben Ashokkumar Thakkar	Mr. Piyush Kumar Chandrakantbhai Thakkar	Mr. Raghurambhai Varsambhai Thakker	--
Address	507/2, Shree Raghuvir Bungalow, Science City Road, Nr. Sundaram Residency, Sola, Ahmedabad 380060 Gujarat, India	507/2, Near Sundaram Residency, Science City Road, Opp. Divine Highland, Sola Ahmedabad 380060 Gujarat, India	106, Anusthan Bungalows, Sola Opp. Anurag Bungalows, Sola Ahmedabad 380060 Gujarat, India	507/2, Shree Raghuvir Bungalow, Science City Road, Nr. Sundaram Residency, Sola, Ahmedabad 380060, Gujarat India.	--
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	Nil	Nil	Nil	Nil	--
Name of the Group, if any, to which the Acquirer(s)/ PAC belongs to	Promoter of Art Nirman Limited	Promoter group of Art Nirman Limited	Promoter group of Art Nirman Limited	Promoter group of Art Nirman Limited	--
Pre-Transaction shareholding	55,94,995	5,000	1	1	55,99,997
	45.95%	0.04%	0.00%	0.00%	45.99%
Shareholding after the acquisition of shares which triggered the Open Offer. Allotment made on April 25, 2019	89,84,995 Equity Shares	8,75,000 Equity Shares	8,70,001 Equity Shares	1 Equity Share	1,07,29,997
	51.92% of total Expanded Equity Share Capital / Voting Capital of Target Company	5.06% of total Expanded Equity Share Capital / Voting Capital of Target Company	5.03% of total Expanded Equity Share Capital / Voting Capital of Target Company	0.00% of total Expanded Equity Share Capital / Voting Capital of Target Company	62.00%
Shareholding after the acquisition of shares which triggered the Open Offer Allotment made on May 02, 2019	1,57,64,995 Equity Shares	8,75,000 Equity Shares	8,70,001 Equity Shares	8,70,001 Equity Shares	1,83,79,997
	63.17% of total Expanded Equity Share Capital / Voting Capital of Target Company	3.51% of total Expanded Equity Share Capital / Voting Capital of Target Company	3.49% of total Expanded Equity Share Capital / Voting Capital of Target Company	3.49% of total Expanded Equity Share Capital / Voting Capital of Target Company	73.65%
Proposed shareholding after the acquisition of shares in the Open Offer (*)	2,22,53,555	8,75,000	8,70,001	8,70,001	1,83,79,997
Any other interest in the TC	The Acquirer does not have	The Acquirer does not have any other	The Acquirer does not have any other	The Acquirer does not have any other	--

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
	any other interest in the Target Company except that he is the Promoter and Managing Director of the Target Company and hence no change in management control is purported pursuant to this Open Offer	interest in the Target Company except that she is the member of Promoter group and Director of the Target Company and hence no change in management control is purported pursuant to this Open Offer	interest in the Target Company except that he is the member of Promoter group and Director of the Target Company and hence no change in management control is purported pursuant to this Open Offer	interest in the Target Company except that he is the member of Promoter group of the Target Company and hence no change in management control is purported pursuant to this Open Offer	

(*) Assuming full acceptance in the Open Offer.

- Note: Due to the operational definition of Regulations 2(1)(q) of the SEBI (SAST) Regulations, there could be other persons/entities who could be deemed to be PACs with the Acquirers. However, such persons/entities are not PACs for the purposes of this Open Offer.
- The Company has issued 1,27,80,000 warrants to the Promoter and Promoters Group on September 01, 2018 at an Issue Price Rs 16.00 per warrant (1 warrant convertible into 1 Equity share) and later on the Acquirer and the PACs exercised the option of conversion of the warrants into the Equity shares on dated April 25, 2019 and May 02, 2019 as mentioned above.

4. Details of selling shareholders

Name of Selling Shareholders	Part of Promoter group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholders			
		Pre-Transaction		Post Transaction	
		Number	%	Number	%
Not Applicable					

5. Target Company

5.1	Name	ART NIRMAN LIMITED
5.2	CIN No.	L45200GJ2011PLC064107
5.3	Registered Office	410, JBR Arcade, Science City Road, Sola Ahmedabad Gujarat 380060, India.
5.4	Exchange where listed	National Stock Exchange of India Limited("NSE") (SME Platform of NSE Emerge); Symbol: ARTNIRMAN

The Target company has preferred appeal to Securities Appellate Tribunal against the NSE notice dated 12.06.2019 bearing Ref. No. NSE/LIST/83332, which has imposed fine of INR 5,57,168 and INR 4,62,768 on the target company as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 read with circular no. CIR/CFD/DIL/57/2017 under which an applicant has to pay a fine for the Non-Compliance of Regulation 108 of SEBI (ICDR) Regulation, 2009 i.e. INR 20,000 per day from the date of non-compliance till the date of compliance and If non-compliance continues for more than 15 days, additional fine of 0.01% of paid up capital of the entity or INR 1 crore, whichever is less shall be paid.

6. Other Details

- Further details of the Offer shall be published on or before Thursday, January 07, 2021 in the Detailed Public Statement to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations which will be published as specified under Regulation 14(3) of the SEBI (SAST) Regulations. The DPS shall contain details of the Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the background of the Offer, the statutory approvals required for the Offer and details of financial arrangements and other terms of the Offer.
- The Acquirer and PACs undertakes that he is fully aware of and will comply with his obligations laid down in the SEBI (SAST) Regulations and that he has adequate financial resources to meet his obligations in relation to the Offer and has made firm financial arrangements for financing the acquisition through verifiable means in terms of Regulation 27(1) of SEBI (SAST) Regulations.

- 6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.4 This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations and subsequent amendments thereto.
- 6.5 Completion of the Offer and the underlying transaction, as envisaged, is subject to receipt of statutory approvals required, if any.

PUBLIC ANNOUNCEMENT ISSUED BY MANAGER TO THE OFFER



HEM SECURITIES LIMITED

CIN: U67120RJ1995PLC010390

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Elphinstone Road, Lower Parel, Mumbai-400013, India.

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Contact Person: Mr. Anil Bhargava; **SEBI Registration No.:** INM000010981

For and on behalf of Acquirer and PACs

Acquirer

Sd/-

Mr. Ashokkumar Raghuram Thakker

PAC1

PAC2

PAC3

Sd/-

Mrs. Dharmisthaben Ashokkumar Thakkar

Sd/-

Mr. Piyushkumar C. Thakkar

Sd/-

Mr. Raghurambhai Varsambhai
Thakker

Place: Ahmedabad

Date: Thursday, December 31, 2020