

Date: 28th February, 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip Code: HLEGLAS

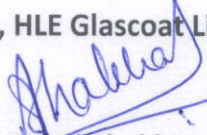
National Stock Exchange of India
Ltd., Exchange Plaza, 5th Floor,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.
Scrip Code: HLEGLAS

Undertaking

(Pursuant to the Scheme of Amalgamation between Kinam Enterprise Private Limited and HLE Glascoat Limited)

We hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated June 20, 2023 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For, HLE Glascoat Limited


Mr. Aash Thakkar
Company Secretary
PAN: AGKPT7146G



24th February, 2024

To,
AXIS FINANCE LIMITED
Axis house, Ground floor,
C-2, Wadia International Centre,
P.B. Marg, Worli,
Mumbai- 400025

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Yogesh Upadhyay

Dear Sir,

HLE Glascoat Limited (“HGL” or the “Company”), listed on the BSE and NSE with a market cap of ~Rs. 3700 crores, is a leading manufacturer of process equipment for the chemical and pharmaceutical industries. Over the last three decades, it has established itself as a market leader in Filtration and Drying Equipment and is a leading manufacturer of Glass Lined Equipment globally. It manufactures a wide range of chemical processing equipment in a range of materials for some of the most demanding chemical engineering applications across diverse industries. HLE Glascoat enjoys a consistent track record of growth and profitability. HLE Glascoat owns 100% equity in a highly reputed and profit-making German company - Thaletec GmbH, which specializes in innovative solutions and technology for Glass Lined Equipment based in Thale, Germany. Today, HLE Glascoat has three manufacturing facilities at Anand (near Vadodara), Maroli (near Surat) and Silvassa in India besides the manufacturing facility at Thale, Germany (owned by Thaletec GmbH).

On 7th August, 2023, HLE Glascoat entered into a definitive agreement with Mr. Kirit Mehta and Mr. Mehul Mehta to acquire 70% stake in Kinam Engineering Industries (“Kinam”) in a phased manner, by way of acquisition of ownership interest and profit share in Kinam, acquisition of 0.5% stake in Kinam Enterprises Private Limited (“KEPL”), succession of Kinam into a private limited company (Kinam Engineering Industries Private Limited), and eventual amalgamation of KEPL with HLE Glascoat Limited. On 26th September, 2023, HLE Glascoat acquired 35.56% stake from Mr. Kirit Mehta and Mr. Mehul Mehta for consideration of Rs. 79.97 crores and also acquired 0.50% shares of KEPL from Mr. Kirit Mehta and Mr. Mehul Mehta for a consideration of Rs. 0.03 crores. Effective 1st January, 2024, the business of the Kinam Engineering Industries has been succeeded by Kinam Engineering Industries Private Limited (“KEIPL”) and the partners of Kinam, Mr. Mehul Mehta (holding 20%), Mr. Kirit Mehta (holding 10%), Kinam Process Equipments Private Limited (“KPEPL”) (holding 34.44%) and HLE Glascoat Limited (holding 35.56%) have become the shareholders of KEIPL. The entire business, assets, liabilities, obligations, debts, contracts of Kinam have been taken over by KEIPL on a going concern basis with effect from 1st January, 2024.



1/2

Kinam Enterprise Private Limited (“KEPL”) holds investment (100%) in KPEPL, which in turn holds 34.44% shares in KEIPL.

The Company at its Board meeting held on 13th February, 2024 has approved the Scheme of Amalgamation (“Scheme”) between Kinam Enterprise Private Limited (“Transferor Company”) and HLE Glascoat Limited (“Transferee Company”) providing for amalgamation of Kinam Enterprise Private Limited with HLE Glascoat Limited.

Post the approval of the Scheme, all the assets (including its investment in 100% shareholding in KPEPL) and liabilities of the Transferor Company will vest in HLE Glascoat.

The Scheme, on approval by National Company Law Tribunal, Ahmedabad (NCLT), will become effective from 7th August, 2023. We are enclosing with this letter the Scheme as approved by the Company’s Board for your consideration.

The Scheme is being submitted to the BSE Limited and National Stock Exchange Limited (NSE) for its approval in line with Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Once the Scheme is approved by BSE and NSE, the Scheme will be submitted to NCLT for its approval under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.


Rationale for the Scheme

1. Consolidation as a single entity shall provide several benefits like reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances and reduction of costs, which would be beneficial for all stakeholders;
2. Simplification of the shareholding structure and reduction in the shareholding tiers;
3. Synergies that exist between the Transferor Company and the Transferee Company will ensure better cash flows and better business efficiency, avoid duplication of work and efforts and reduce managerial overlaps towards their common advantage; and
4. Enhance shareholder value accruing from consolidation of business, thus contributing to the overall growth prospects of the Transferee Company.

In the view of the above, we request you to kindly accord your approval as secured creditors in respect of all the fund based and non-fund-based limits including term loans at your earliest to enable us to file the Scheme with the NCLT.

We hope that the above information will be sufficient to accord your consent. We shall be glad to furnish any other information that you may require in this regard.

For **HLE Glascoat Limited**



Director

Encl: As above



24th February, 2024

To,
BAJAJ FINANCE LIMITED
4th Floor, Bajaj Finserv Corporate Office,
Off Pune-Ahmednagar Road,
Vimalnagar,
Pune- 411014

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Mayur Thakker

Dear Sir,

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For **HLE Glascoat Limited**



Director

Encl: As above



24th February, 2024

To,
CITIBANK N.A.
1st Floor, Pelican Building,
Opp. Race Course Tower,
Gotri Road,
Vadodara – 390 007.

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Arth Vyas

Dear Sir,

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For **HLE Glascoat Limited**



Director

Encl: As above



24th February, 2024

To,
HDFC Bank Ltd.,
Nandini Complex, Sandhkuwa,
Station Road,
Navsari – 396445.

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Ashwin Vaghasia

Dear Sir,

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For **HLE Glascoat Limited**



Director

Encl: As above



24th February, 2024

To,
ICICI Bank Ltd.,
ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara – 390007.

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Prem Ashwani

Dear Sir,

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Anand Works (Regd Office):
H-106, GIDC, Vitthal Udyognagar,
Anand - 388 121, Gujarat, India.
Phone: +91 2692 236842 to 45

Maroli Works:
A-6, Maroli Udyognagar, At Post: Maroli
Bazar, Navsari - 396 436, Gujarat, India.
Phone: +91 2637 270150 to 59

Silvassa Works:
Survey No. 183/P1, Zaroli Road, Village: Naroli,
Silvassa, Dadra & Nagar Haveli - 396 230, India.
Phone: +91 98251 15813 / +91 98251 25953

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For **HLE Glascoat Limited**



Director

Encl: As above



24th February, 2024

To,
Assistant General Manager
State Bank of India
CCG Branch,
3rd Floor Param Siddhi Complex,
Opposite V.S. Hopistal, Paldi Road
Ahmedabad 380006

Sub: Consent for Proposed Scheme of Amalgamation
Kind Attention: Mr. Sachin Yadav

Dear Sir,

HLE Glascoat Limited (“HGL” or the “Company”), listed on the BSE and NSE with a market cap of ~Rs. 3700 crores, is a leading manufacturer of process equipment for the chemical and pharmaceutical industries. Over the last three decades, it has established itself as a market leader in Filtration and Drying Equipment and is a leading manufacturer of Glass Lined Equipment globally. It manufactures a wide range of chemical processing equipment in a range of materials for some of the most demanding chemical engineering applications across diverse industries. HLE Glascoat enjoys a consistent track record of growth and profitability. HLE Glascoat owns 100% equity in a highly reputed and profit-making German company - Thaletec GmbH, which specializes in innovative solutions and technology for Glass Lined Equipment based in Thale, Germany. Today, HLE Glascoat has three manufacturing facilities at Anand (near Vadodara), Maroli (near Surat) and Silvassa in India besides the manufacturing facility at Thale, Germany (owned by Thaletec GmbH).

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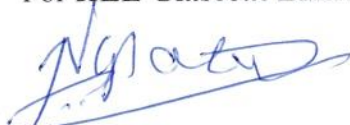
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For HLE Glascoat Limited



Director

Encl: As above

