

CIRCULAR

SEBI/HO/CFD/DCR1/CIR/P/2016/52

May 02, 2016

To
All Listed Entities
All Recognised Stock Exchanges
All Registered Merchant Bankers

Dear Sir/Madam,

Sub: Revised Formats under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. SEBI vide circular No. SEBI/CFD/DCR/SAST/1/2011/09/23 dated September 23, 2011 has, *inter alia*, prescribed the format for report to be furnished to stock exchanges under regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("The Regulations") in respect of acquisitions made under regulation 10(1)(a) of the regulations. Vide the said circular, separate formats for reports to be furnished to SEBI under regulation 10(7) of the regulations in respect of acquisitions made in reliance upon exemption provided under sub-clauses (i), (ii), (iii), (iv) and (v) of regulation 10(1)(a) of the regulations have also been prescribed.
2. While filing the reports, the acquirers are required to report compliance under Chapter V of the regulations. However, there is no specific time period mentioned in the formats for reporting of such compliance. In order to bring it in line with the requirement under regulation 10(1)(a), it is necessary that the compliance should be reported for a period of 3 years. Accordingly, the aforesaid formats have been modified to this extent and are given in the **Annexure** to this circular.
3. The stock exchanges are advised to bring the provisions of this circular to the notice of listed entities and also to disseminate the same on their websites.
4. This circular is issued in exercise of the powers conferred under Section 11 of the Securities and Exchange Board of India Act, 1992.

5. A copy of this circular is available on SEBI website at www.sebi.gov.in under the categories “Legal Framework” and “Takeovers”.

Yours faithfully,

Amit Tandon
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Annexure

Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----|--|--|
| 1. | Name of the Target Company (TC) | |
| 2. | Name of the acquirer(s) | |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | |
| 4. | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | |
| | b. Proposed date of acquisition | |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | |
| | d. Total shares to be acquired as % of share capital of TC | |
| | e. Price at which shares are proposed to be acquired | |
| | f. Rationale, if any, for the proposed transfer | |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | |

| | | | | | |
|-----|--|--|-----------------------------------|--------------------------------|-----------------------------------|
| 9. | <p>i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p> | | | | |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | | | | |
| 11. | Shareholding details | Before the proposed transaction | | After the proposed transaction | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| | a | Acquirer(s) and PACs (other than sellers)(*) | | | |
| | b | Seller (s) | | | |

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----------|---|---|
| 1 | General Details | |
| | a. | Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond. } |
| | b. | Whether sender is the acquirer (Y/N) |
| | c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) |
| | d. | Name, address, Tel no. and e-mail of the sender, if sender is not the acquirer |
| 2 | Compliance of Regulation 10(7) | |
| | a. | Date of report |
| | b. | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition |
| | c. | Whether the report is accompanied with fees as required under Regulation 10(7) |
| 3 | Compliance of Regulation 10(5) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition |
| | b. | Date of Report |
| 4 | Compliance of Regulation 10(6) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days after the date of the proposed acquisition |
| | b. | Date of Report |
| 5 | Details of the Target Company (TC) | |
| | a. | Name & address of TC |

| | | | | | | |
|----------|--|---|------------------------|-----------------------------------|-----------------------|-----------------------------------|
| | b. | Name of the Stock Exchange(s) where the shares of the TC are listed | | | | |
| 6 | Details of the acquisition | | | | | |
| | a. | Date of acquisition | | | | |
| | b. | Acquisition price per share (in Rs.) | | | | |
| | c. | Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5) | | | | |
| | d. | Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | Name of the acquirer(s) / PAC (**) | | | | |
| | e. | Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | Name of the seller(s)(**) | | | | |
| 7 | Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(i) | | | | | |
| | a. | Provide the names of the seller(s) | | | | |
| | b. | Specify the relationship between the acquirer(s) and the seller(s). | | | | |
| | c. | Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(1). | | | | |
| | d. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | | | | |
| | e. | If the shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | | | | |

| | | |
|----|---|--|
| f. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable. | |
| g. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | |
| h. | <p>1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N).</p> <p>2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.</p> | |
| i. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with. | |

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date:

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately and then collectively in a group.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----------|--|--|
| 1 | General Details | |
| | a. | Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} |
| | b. | Whether sender is the acquirer (Y/N) |
| | c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) |
| | d. | Name, address, Tel no. and e-mail of sender, if sender is not the acquirer |
| 2 | Compliance of Regulation 10(7) | |
| | a. | Date of Report |
| | b. | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition |
| | c. | Whether the report is accompanied with fees as required under Regulation 10(7) |
| 3 | Compliance of Regulation 10(5) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition. |
| | b. | Date of Report |
| 4 | Compliance of Regulation 10(6) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition. |
| | b. | Date of Report |
| 5 | Details of the Target Company | |
| | a. | Name & address of TC |

| | | | | | | |
|----------|--|--|---------------------------------|-----------------------------------|-----------------------|-----------------------------------|
| | b. | Name of the Stock Exchange(s) where the shares of the TC are listed | | | | |
| 6 | Details of the acquisition | | | | | |
| | a. | Date of acquisition | | | | |
| | b. | Acquisition price per share (in Rs.) | | | | |
| | c. | Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (<u>whether Regulation 3(1), 3(2), 4 or 5</u>) | | | | |
| | d. | Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | | Name(s) of the acquirer(s) (**) | | | |
| | e. | Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | | Name(s) of the seller(s) (**) | | | |
| 7 | Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii) | | | | | |
| | a. | Provide the names of the seller(s) | | | | |
| | b. | Specify the relationship between the acquirer(s) and the seller(s). | | | | |
| | c. | Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition | Year-1 | Year-2 | Year-3 | |
| | | Acquirer(s) (*) | | | | |
| | | Sellers(s) (*) | | | | |
| | d. | Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations. | | | | |

| | | |
|----|--|--|
| e. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | |
| f. | If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | |
| g. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable | |
| h. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed | |
| i. | 1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same. | |
| j. | Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with. | |

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date:

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----------|---------------------------------------|--|
| 1 | General Details | |
| | a. | Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} |
| | b. | Whether sender is the acquirer (Y/N) |
| | c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) |
| | d. | Name, address, Tel no. and e-mail of sender, if sender is not the acquirer |
| 2 | Compliance of Regulation 10(7) | |
| | a. | Date of Report |
| | b. | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition |
| | c. | Whether the report is accompanied with fees as required under Regulation 10(7) |
| 3 | Compliance of Regulation 10(5) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition. |
| | b. | Date of Report |
| 4 | Compliance of Regulation 10(6) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition |
| | b. | Date of Report |
| 5 | Details of the Target Company | |
| | a. | Name & address of TC |

| | | | | | | |
|----------|---|---|------------------------|--|-----------------------|--|
| | b. | Name of the Stock Exchange(s) where the shares of the TC are listed | | | | |
| 6 | Details of the acquisition | | | | | |
| | a. | Date of acquisition | | | | |
| | b. | Acquisition price per share (in Rs.) | | | | |
| | c. | Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2),4 or 5) | | | | |
| | d. | Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share/voting capital of the TC)(*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital /voting rights of TC | No. of Shares | % w.r.t total share capital /voting rights of TC |
| | | Name(s) of the acquirer(s)(**) | | | | |
| | e. | Shareholding of seller/s in TC (in terms of no: & as a percentage of the total share/voting capital of the TC) (*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital /voting rights of TC | No. of Shares | % w.r.t total share capital /voting rights of TC |
| | | Name(s) of the seller(s) (**) | | | | |
| 7 | Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii) | | | | | |
| | a. | Provide the names of the seller/s | | | | |
| | b. | Specify the relationship between the acquirer/s and the seller/s. | | | | |
| | c. | Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations | | | | |
| | d. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | | | | |

| | | |
|----|--|--|
| e. | If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | |
| f. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable. | |
| g. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed | |
| h. | 1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same. | |
| i. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with. | |

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date:

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iv) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----------|---|--|
| 1 | General Details | |
| | a. | Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} |
| | b. | Whether sender is the acquirer (Y/N) |
| | c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) |
| | d. | Name, address, Tel. no. and e-mail of sender, if the sender is not the acquirer |
| 2 | Compliance of Regulation 10(7) | |
| | a. | Date of Report |
| | b. | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition |
| | c. | Whether the report is accompanied with fees as required under Regulation 10(7) |
| 3 | Compliance of Regulation 10(5) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition. |
| | b. | Date of Report |
| 4 | Compliance of Regulation 10(6) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition |
| | b. | Date of Report |
| 5 | Details of the Target Company (TC) | |
| | a. | Name & address of TC |

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

| | | | | | | |
|----------|--|--|-----------------------------|-----------------------------------|-----------------------|-----------------------------------|
| | b. | Name of the Stock Exchange(s) where the shares of the TC are listed | | | | |
| 6 | Details of the acquisition | | | | | |
| | a. | Date of acquisition | | | | |
| | b. | Acquisition price per share (in Rs.) | | | | |
| | c. | Regulation which would have been triggered, had the report not been filed under Regulation 10(7)? (<u>whether Regulation 3(1), 3(2),4 or 5</u>) | | | | |
| | d. | Shareholding of acquirer(s) and PACs (other than sellers) individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) (*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | Name(s) of the acquirer(s) (**) | | | | |
| | e. | Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) (*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital of TC | No. of Shares | % w.r.t total share capital of TC |
| | | Name(s) of the seller(s) (**) | | | | |
| 7 | Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iv) | | | | | |
| | a. | Provide the names of the seller(s) | | | | |
| | b. | Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition | | | | |
| | c. | Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition | Year 1 | Year 2 | Year 3 | |
| | | | Acquirer* (Name of the PAC) | | | |
| | | Name of the sellers (*) | | | | |
| | d. | Confirm that the acquirer(s) and the seller/s have been named as PAC during the last three years in the shareholding pattern filed by the TC, in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations. | | | | |

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

| | | |
|----|--|--|
| e. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | |
| f. | If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | |
| g. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable. | |
| h. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed | |
| i. | 1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same. | |
| j. | Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(iv) with respect to exemptions has been duly complied with. | |

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date:

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(v) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----------|---------------------------------------|--|
| 1 | General Details | |
| | a. | Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} |
| | b. | Whether sender is the acquirer (Y/N) |
| | c. | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) |
| | d. | Name, address, Tel. no. and e-mail of sender, if the sender is not the acquirer |
| 2 | Compliance of Regulation 10(7) | |
| | a. | Date of Report |
| | b. | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition |
| | c. | Whether the report is accompanied with fees as required under Regulation 10(7) |
| 3 | Compliance of Regulation 10(5) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the Target Company (TC) are listed, at least 4 working days before the date of the proposed acquisition. |
| | b. | Date of Report |
| 4 | Compliance of Regulation 10(6) | |
| | a. | Whether the report has been filed with the Stock Exchanges where the shares of the TC are listed within 4 working days of the acquisition. |
| | b. | Date of Report |
| 5 | Details of the TC | |
| | a. | Name & address of TC |

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

| | | | | | | |
|----------|---|---|------------------------|--|-----------------------|--|
| | b. | Name of the Stock Exchange(s) where the shares of the TC are listed | | | | |
| 6 | Details of the acquisition | | | | | |
| | a. | Date of acquisition | | | | |
| | b. | Acquisition price per share (in Rs.) | | | | |
| | c. | Regulation which would have been triggered, had the report not been filed under Regulation 10(7). (<u>whether Regulation 3(1), 3(2), 4 or 5</u>) | | | | |
| | d. | Shareholding of transferee company in TC (in terms of no. & as a percentage of the total share capital of the TC) (*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital /voting rights of TC | No. of Shares | % w.r.t total share capital /voting rights of TC |
| | | Name | | | | |
| | e. | Shareholding of sellers/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) (*) | Before the acquisition | | After the acquisition | |
| | | | No. of Shares | % w.r.t total share capital /voting rights of TC | No. of Shares | % w.r.t total share capital /voting rights of TC |
| | | Name(s) of the seller(s) (**) | | | | |
| 7 | Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(v) | | | | | |
| | a. | Provide the names of the seller(s) | | | | |
| | b. | Shareholding of the seller(s) in the TC during the three years prior to the proposed acquisition | Year-1 | Year-2 | Year-3 | |
| | | Name of the sellers | | | | |
| | c. | Confirm that the seller/s have been disclosed as persons acting in concert (PAC) during the last three years in the shareholding pattern filed by the TC in terms of the listing agreement Provide copies of such filings | | | | |

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

| | | | |
|--|----|--|--|
| | | under the listing agreement for a period of three years prior to the proposed acquisition. | |
| | d. | Shareholding of the seller(s) in the transferee company | |
| | e. | Confirm that the entire equity capital in the transferee company is owned by the sellers and is in the same proportion as their holdings in the TC. | |
| | f. | Confirm that none of the sellers is entitled to exercise differential voting rights in the transferee company. | |
| | g. | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | |
| | h. | If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | |
| | i. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (g) or (h) above as applicable. | |
| | j. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed | |
| | k. | 1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same. | |
| | l. | Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(v) with respect to exemptions has been duly complied with. | |

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I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date:

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.