

V N Venkatanathan

**No. 34, Nachiappan Street
Mahalingapuram
Chennai 600 034**

5th February 2018

Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4 - A,
G Block, Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sirs,

**Sub: Report under Regulation 10(7) of SEBI (Substantial Acquisition of
Shares and takeovers) Regulations, 2011**

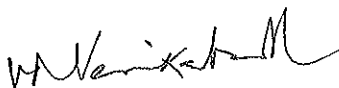
Please find enclosed the Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011 pertaining to transfer among the shareholders of the promoter companies of Harita Seating Systems Limited viz., Harita Cheema Private Limited, Harita Venu Private Limited, Harita Limited and Harita Financial Services Limited.

The applicable fee of Rs.1,50,000 vide Demand draft No. 272865 dated 25th January 2018 favoring Securities and Exchange Board of India is also enclosed.

Please acknowledge receipt.

Thanking you,

Yours faithfully,



V N Venkatanathan
Authorized Signatory

Encl: a/a

CC:

The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

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 Takeover) Regulations, 2011

1	General Details	
	a.	<p>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.)</p> <p>Mr Sudarshan Venu No.29, Jayalakshmi Estates, Haddows Road, Chennai – 600 006 e-mail: vnu@scl.co.in Tel No: 044-28272233</p> <p>Dr. Lakshmi Venu No.29, Jayalakshmi Estates, Haddows Road, Chennai – 600 006 e-mail: vnu@scl.co.in Tel No: 044-28272233</p>
	b.	<p>Whether sender is the acquirer (Y/N)</p> <p>No</p>
	c.	<p>If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)</p> <p>Yes (Authorization Letter Enclosed)</p>
	d.	<p>Name, address, Tel no. and e-mail of sender, if sender is not the acquirer</p> <p>Mr V N Venkatanathan, No.29, Jayalakshmi Estates, Haddows Road, Chennai – 600 006 e-mail: vnu@scl.co.in Tel No: 044-28272233</p>
2	Compliance of Regulation 10(7)	
	a.	<p>Date of report</p> <p>2nd February 2018</p>
	b.	<p>Whether report has been submitted to SEBI within 21 working days from the date of the acquisition</p> <p>Yes</p>
	c.	<p>Whether the report is accompanied with fees as required under Regulation 10(7)</p> <p>Yes Demand Draft No.272865 dated 25/01/2018 drawn on Central Bank of India, Nungambakkam Branch, Chennai – 600 006</p>
3	Compliance of Regulation 10(5)	
	a.	<p>Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.</p> <p>Yes</p>
	b.	<p>Date of Report</p> <p>8th January 2018</p>

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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.	Yes													
	b.	Date of Report	20 th January 2018													
5	Details of the Target Company															
	a.	Name & address of TC	Harita Seating Systems Limited, Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006													
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited													
6	Details of the acquisition															
	a.	Date of acquisition	19 th January 2018													
	b.	Acquisition price per share (in Rs.)	Not applicable (Since transfer was by way of gift)													
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 3(4) or 3(5))	3(1)													
	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)	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td colspan="2">Name of the acquirer(s) / PAC</td> <td colspan="2">No Change in shareholding of TC</td> </tr> </tbody> </table>		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		No Change in shareholding of 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		No Change in shareholding of TC														
	e.	Shareholding of seller(s) in TC (in terms of no: & as a percentage of the total share/voting capital of the TC)	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td colspan="2">Name of the seller(s)</td> <td colspan="2">No Change in shareholding of TC</td> </tr> </tbody> </table>		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)		No Change in shareholding of 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)		No Change in shareholding of TC														
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)	Mr Venu Srinivasan													
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Gift given by father to his children's													

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c.	Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(l).	Yes. The acquirers and Mr Venu Srinivasan are 'immediate relatives' as defined in the Regulation 2(l).						
d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) 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.	Not Applicable						
e.	If the shares of the TC infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable						
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.	Not Applicable						
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	9 th January 2018						
h.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made along with the copies of the same.	Yes <table border="1"><thead><tr><th>Regulation</th><th>Date of Disclosure</th></tr></thead><tbody><tr><td>10(5)</td><td>09.01.2018</td></tr><tr><td>10(6)</td><td>20.01.2018</td></tr></tbody></table>	Regulation	Date of Disclosure	10(5)	09.01.2018	10(6)	20.01.2018
Regulation	Date of Disclosure							
10(5)	09.01.2018							
10(6)	20.01.2018							
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.	Yes. All the conditions specified under Regulation 10(1) (a)(i) with respect to exemptions has been duly complied with.						

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

Date: 5th February 2018
Place: Chennai



V N Venkatanathan
Authorised Signatory

Sudarshan Venu

*West Side House
3 Adyar Club Gate Road
Chennai 600 028*

To

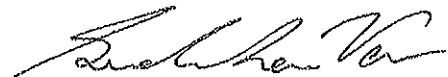
1. Harita Seating Systems Limited
Jayalakshmi Estates, No.29, Haddows Road,
Chennai – 600 006
2. Securities and Exchange Board of India
SEBI Bhavan, Plot No. C 4-A, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400051
3. National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Sub: Authorization to Mr V N Venkatanathan

I Sudarshan Venu, acquirer, do hereby authorise Mr V N Venkatanathan, as Authorised Signatory to act on my behalf for filing necessary forms under Regulation 10(5), 10(6) & 10(7) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and to do all such acts, deeds and things as may be necessary in connection with my acquisition of shares in promoter companies of Harita Seating Systems Limited viz., Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited and Harita Financial Services Limited.

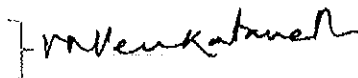
Date: 08.01.2018

Place: Chennai

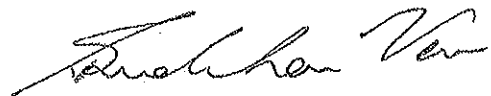


(Sudarshan Venu)

Specimen signature of
Mr V N Venkatanathan



Attested



(Sudarshan Venu)

Lakshmi Venu

*West Side House
3, Adyar Club Gate Road
Chennai 600 028*

To

1. Harita Seating Systems Limited
Jayalakshmi Estates, No.29, Haddows Road,
Chennai – 600 006
2. Securities and Exchange Board of India
SEBI Bhavan, Plot No. C 4-A, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051
3. National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Sub: Authorization to Mr V N Venkatanathan

I Lakshmi Venu, acquirer, do hereby authorise Mr V N Venkatanathan, as Authorised Signatory to act on my behalf for filing necessary forms under Regulation 10(5), 10(6) & 10(7) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and to do all such acts, deeds and things as may be necessary in connection with my acquisition of shares in promoter companies of Harita Seating Systems Limited viz., Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited and Harita Financial Services Limited.

Date: 08.01.2018

Place: Chennai

Lakshmi Venu
(Dr. Lakshmi Venu)

Specimen signature of
Mr V N Venkatanathan

V N Venkatanathan

Attested

Lakshmi Venu
(Dr. Lakshmi Venu)

Iswarya lakshmi N (Secretarial/Corporate/SCL)

From: Venkatanathan V N (HOD/CCLT/Corporate/SCL)
Sent: 09 January 2018 09:26
To: takeover@nse.co.in
Cc: Raja Prakash R (Secretarial/Corporate/SCL); Srinivasan KS (Secretarial/Corporate/SCL);
Iswarya lakshmi N (Secretarial/Corporate/SCL)
Subject: SEBI Disclosure under Regulation 10(5) of SEBI (SAST) Regulations - Harita Seating
Systems Limited.
Attachments: HSSL 10(5) intimation.pdf
Importance: High

Dear Sir,

Please find enclosed disclosure under Regulation 10(5) of SEBI (SAST) Regulations, 2011 for your information.

Regards,

V N Venkatanathan
Authorised Signatory
Harita Seating Systems Limited

Disclosure 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)	Harita Seating Systems Limited
2.	Name of the acquirer(s)	Mr Sudarshan Venu & Dr. Lakshmi Venu will indirectly control the shares of the TC by acquiring shares in Promoter companies of TC viz., 1. Harita Cheema Private Ltd 2. Harita Venu Private Ltd 3. Harita Ltd (HAL) 4. Harita Financial Services Ltd (100% subsidiary of HAL)
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	Yes. The acquirers are immediate relatives of the shareholder of Promoter Companies.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Venu Srinivasan (One of the shareholder of the Promoter companies of the TC. Father of both the acquirers)
	b. Proposed date of acquisition	On or after 18 th January 2018
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mr Sudarshan Venu and Dr Lakshmi Venu will indirectly have control over the shares of TC through acquisition of shares in the Promoter companies. Copy of the Pre and Post gift of shares by Mr Venu Srinivasan is enclosed as annexure.
	d. Total shares to be acquired as % of share capital of TC	The aforesaid 4 Promoter companies have control of 33.31% of the shares of TC.
	e. Price at which shares are proposed to be acquired	Gift (No consideration)
	f. Rationale, if any, for the proposed transfer	Gift
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(i) of SEBI (SAST) Regulations 2011

Venu Srinivasan

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.	Not applicable			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
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.	Not Applicable			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes			
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
	- Acquirer(s) and PACs (other than sellers)	No Change in shareholding of TC			

Date: 8th January 2018
Place: Chennai


V N Venkatanathan
Authorised Signatory

Annexure

Shareholding of Promoter Companies

1. Harita Cheema Private Limited

Name of the Shareholder (M/s)	Pre- Transfer		Post Transfer	
	No of shares	% of shares	No of shares	% of shares
Venu Srinivasan	30,000	99.68	-	-
Mallika Srinivasan	100	0.32	100	0.32
Sudarshan Venu	-	-	15,000	49.84
Lakshmi Venu	-	-	15,000	49.84
Total	30,100	100.00	30,100	100.00

2. Harita Venu Private Limited

Name of the Shareholder (M/s)	Pre- Transfer		Post Transfer	
	No of shares	% of shares	No of shares	% of shares
Venu Srinivasan	30,000	99.68	-	-
Mallika Srinivasan	100	0.32	100	0.32
Sudarshan Venu	-	-	15,000	49.84
Lakshmi Venu	-	-	15,000	49.84
Total	30,100	100.00	30,100	100.00

3. Harita Limited

Name of the Shareholder (M/s)	Pre- Transfer		Post Transfer	
	No of shares	% of shares	No of shares	% of shares
Venu Srinivasan	4,65,307	17.29	101	0.01
Mallika Srinivasan	2,07,373	7.71	2,07,373	7.71
Harita Venu Pvt Ltd	7,25,687	26.97	7,25,687	26.97
Harita Cheema Pvt Ltd	12,92,349	48.03	12,92,349	48.03
Sudarshan Venu	-	-	2,32,603	8.64
Lakshmi Venu	-	-	2,32,603	8.64
V N Venkatanathan	1	-	1	-
C Mukundhan	1	-	1	-
K Sridhar	1	-	1	-
Total	26,90,719	100.00	26,90,719	100.00

4. Harita Financial Services Limited

No change in shareholding pattern. It remains to be the wholly owned subsidiary of Harita Limited.

V Venkatanathan

Iswarya lakshmi N (Secretarial/Corporate/SCL)

From: Venkatanathan V N (HOD/CCLT/Corporate/SCL)
Sent: 20 January 2018 11:42
To: takeover@nse.co.in
Cc: Raja Prakash R (Secretarial/Corporate/SCL); Srinivasan KS (Secretarial/Corporate/SCL);
Iswarya lakshmi N (Secretarial/Corporate/SCL)
Subject: Disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011.
Attachments: Regulation 10(6) Intimation.pdf
Importance: High

Dear Sir,

Please find enclosed disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011 for your information.

Regards,

V N Venkatanathan
Authorised Signatory
Harita Seating Systems Limited

Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition under Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Harita Seating Systems Limited	
2.	Name of the acquirer(s)	<p>Mr Sudarshan Venu & Dr. Lakshmi Venu will indirectly control the shares of the TC by acquiring shares in Promoter companies of TC viz.,</p> <ol style="list-style-type: none"> 1. Harita Cheema Private Ltd 2. Harita Venu Private Ltd 3. Harita Ltd (HAL) 4. Harita Financial Services Ltd (100% subsidiary of HAL) 	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Transfer of shares in Promoter companies of the TC by way of gift	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(i) of SEBI (SAST) Regulations 2011	
6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange. 	<p>Yes.</p> <p>Disclosure was made within the timeline specified under the regulations.</p> <p>9th January 2018</p>	
7.	Details of acquisition	Disclosures made/required to be made under Regulation 10(5)	Whether the disclosures under Regulation 10(5) are actually made
	a. Name of the transferor / seller	Mr Venu Srinivasan	Yes
	b. Date of acquisition	19 th January 2018	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	<p>The aforesaid 4 Promoter companies controls 33.31% of shares of TC.</p> <p>Mr Sudarshan Venu & Dr. Lakshmi Venu will indirectly control the shares of the TC by acquiring shares in Promoter companies of TC</p>	Yes

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	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not applicable. Indirect acquisition. Revised shareholding of Promoter companies of TC post transfer enclosed as Annexure.		
	e. Price at which shares are proposed to be acquired / actually acquired	Not applicable. Gift		
8.	Shareholding details	Pre-Transaction		Post-Transaction
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held % w.r.t. to total share capital of TC
	Each acquirer / Transferee	No Change in shareholding of TC		

Date: 20th January 2018
Place: Chennai



V N Venkatanathan
Authorised Signatory

Annexure

Shareholding of Promoter Companies post transfer

1. Harita Cheema Private Limited

Name of the Shareholder (M/s)	No of shares	% of shares
Venu Srinivasan	-	-
Mallika Srinivasan	100	0.32
Sudarshan Venu	15,000	49.84
Lakshmi Venu	15,000	49.84
Total	30,100	100.00

2. Harita Venu Private Limited

Name of the Shareholder (M/s)	No of shares	% of shares
Venu Srinivasan	-	-
Mallika Srinivasan	100	0.32
Sudarshan Venu	15,000	49.84
Lakshmi Venu	15,000	49.84
Total	30,100	100.00

3. Harita Limited

Name of the Shareholder (M/s)	No of shares	% of shares
Venu Srinivasan	101	0.01
Mallika Srinivasan	2,07,373	7.71
Harita Venu Pvt Ltd	7,25,687	26.97
Harita Cheema Pvt Ltd	12,92,349	48.03
Sudarshan Venu	2,32,603	8.64
Lakshmi Venu	2,32,603	8.64
V N Venkatanathan	1	-
C Mukundhan	1	-
K Sridhar	1	-
Total	26,90,719	100.00

4. Harita Financial Services Limited

No change in shareholding pattern. It remains to be the wholly owned subsidiary of Harita Limited.

V N Venkatanathan

NUNGAMBAKKAM

KL HI-TECH SECURE PRINT LTD. HYD./CTS-2010
केवल तीन महीने के लिए वैध VALID FOR THREE MONTHS

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मॉगि जानेपर
ON DEMAND PAY

रुपये
RUPEES

अदाकर्ता शाखा
DRAWEE BRANCH

SSB Mumbai

जारी करने वाली शाखा
ISSUING BRANCH

अल्फा कोड नं.
ALPHA CODE NO.

NUNGAM

Securities & Exchange Board of India
One Lakh Fifty thousand only

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AUTHORISED SIGNATORIES

Please sign above

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