

SPICE CONNECT PRIVATE LIMITED
(Formerly Smart Ventures Private Limited)
Plot no. 19A & 19B, Sector-125
Noida 201301 (U.P.)
Phone: 0120-3355131, 3859000

spiceconnect

Date: February 25, 2019

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001
Email: corp.relations@bseindia.com

Subject: Report under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011')

Dear Sir/Madam,

This is in reference to the captioned subject, we, Spice Connect Private Limited ('Acquirer') are hereby submitting report under Regulation 10(6) of SEBI (SAST) Regulations, 2011 pursuant to acquisition of 7,223,894 (Seventy Two Lacs Twenty Three Thousand Eight Hundred and Ninety Four) Equity Shares representing 62.43% of the paid up share capital of **Wall Street Finance Limited** ('Target Company') from Smart Global Corporate Holding Private Limited ('Seller'), promoter of the Target Company under Regulation 10(1)(a)(iii) of the SEBI (SAST) Regulations, 2011.

Acquirer is the wholly owned subsidiary of Seller and is qualifying person in terms of the provisions of Regulation 10(1)(a)(iii) of the SEBI (SAST) Regulations, 2011.

Enclosed herewith is the report as required under Regulation 10(6) of the SEBI (SAST) Regulations, 2011.

For and on behalf of

Spice Connect Private Limited



(Ruchi Mehta)
Company Secretary



Encl : As above

Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Wall Street Finance Limited	
2.	Name of the acquirer(s)	Spice Connect Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Realignment/ consolidation of group businesses/ structure	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Sub clause (iii) of clause (a) of sub-regulation (1) of Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes, the disclosure for the proposed transaction was required to be made under sub-regulation (5) of Regulation 10. – The disclosure was made atleast 4 working days prior to the date of transaction as was required under SEBI (SAST) Regulations, 2011. – The same was filed to BSE Limited on January 29, 2019, Tuesday and was disseminated on January 30, 2019, Wednesday.	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Actual
	a. Name of the transferor / seller	Smart Global Corporate Holding Private Limited	Smart Global Corporate Holding Private Limited
	b. Date of acquisition	On or after Tuesday, February 05, 2019	February 22, 2019
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	7,223,894 (Seventy Two Lacs Twenty Three Thousand Eight Hundred and Ninety Four) Equity Shares	7,223,894 (Seventy Two Lacs Twenty Three Thousand Eight Hundred and Ninety Four) Equity Shares
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	62.43% of the Issued and Subscribed paid-up share capital of the Target Company	62.43% of the Issued and Subscribed paid-up share capital of the Target Company



	e. Price at which shares are proposed to be acquired / actually acquired	INR 338,728,390 (Indian Rupees Thirty Three Crore Eighty Seven Lacs Twenty Eight Thousand Three Hundred and Ninety Only)	INR 338,728,390 (Indian Rupees Thirty Three Crore Eighty Seven Lacs Twenty Eight Thousand Three Hundred and Ninety Only)*		
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	Nil	NA	7,223,894	62.43
	Each Seller / Transferor	7,223,894	62.43	Nil	NA

(* The consideration has been discharged by the Acquirer by issue and allotment of 3,38,72,839 (Three Crore Thirty Eight Lakhs Seventy Two Thousand Eight Hundred Thirty Nine only) equity shares of Acquirer of face value of Rs. 10/- (Rupees Ten Only) each, at par.

(**) These percentages have been calculated on the basis of the number of fully paid up shares of the Target Company i.e. 11,571,800 (One Crore Fifteen Lacs Seventy One Thousand and Eight Hundred) Equity Shares of face value of INR 10.00/- (Indian Rupees Ten Only) each.

For and on behalf of
SPICE CONNECT PRIVATE LIMITED




(Ruchi Mehta)
Company Secretary

Date: February 25, 2019

Place: New Delhi