

Bilcare Mauritius Limited

Date: November 7, 2019

To,

Securities and Exchange Board of India,
SEBI Bhavan, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

SUBJECT : REPORT TO SEBI IN TERMS OF REGULATION 10(7) FOR TRANSACTIONS FALLING UNDER REGULATION 10(1)(a)(iii) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 – ACQUISITION THROUGH INTER-SE TRANSFER OF SHARES.

Dear Sir,

As required under Regulation 10(7) of SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, please find enclosed herewith the report for transaction falling under Regulation 10(1)(A)(III) – Acquisition Through Inter-Se Transfer of Shares of Caprihans India Limited, on 7th November, 2019.

Also please find enclosed herewith Demand Draft bearing No. 027845 dated 07/11/2019, drawn on HDFC Bank Ltd., in favour of Securities and Exchange Board of India, payable at Mumbai of Rs. 150,000/- (Rupees On Lac Fifty Thousand Only).

Thanking you.

Yours faithfully,

For and on behalf of
Bilcare Mauritius Limited



Sharmanand Jhurreea
Authorised Signatory

Enclosed: As above.

CC : BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

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.} Bilcare Mauritius Limited IQEQ Corporate Services (Mauritius) Ltd., 33 Edith Cavell Street, Port Louis, 11324, Mauritius Sharmanand Jhurreea Authorised Signatory E : sharmanand.jhurreea@iqeq.com T +230 405 2039 M +230 52555564
	b.	Whether sender is the acquirer (Y/N) Yes
	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) N/A
	d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer N/A
2	Compliance of Regulation 10(7)	
	a.	Date of report 7 November, 2019
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition Yes
	c.	Whether the report is accompanied with fees as required under Regulation 10(7) Yes. Rs.150,000/- vide DD No. 027845 dated 07/11/2019 drawn of HDFC Bank Ltd.
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. Yes
	b.	Date of Report 16 July 2019
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 Yes
	b.	Date of Report 7 November 2019
5	Details of the Target Company	
	a.	Name & address of TC Caprihans India Limited Block D, Shivsagar Estate, Dr Annie Besant Road Worli, Mumbai 400018

	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited			
6	Details of the acquisition					
	a.	Date of acquisition	7 th November, 2019			
	b.	Acquisition price per share (in Rs.)	Euro 0.806 per share ~ INR 63.46			
	c.	Regulation which would have been triggered off had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2),4 or 5)	Regulations 3(1) and 4			
	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)(* Name(s) of the acquirer(s)** Bilcare Mauritius Limited	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	
Nil			Nil	66,98,325	51%	
	e.	Shareholding of seller/s in TC (in terms of no: & as a percentage of the total share/voting capital of the TC) (* Name(s) of the seller(s) (**) Bilcare Research GmbH	Before the acquisition		After the acquisition	
No. of Shares			% w.r.t total share capital /voting rights	No. of Shares	% w.r.t total share capital	
66,98,325			51%	Nil	Nil	
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	Bilcare Research GmbH			
	b.	Specify the relationship between the acquirer/s and the seller/s.	The Acquirer is the holding company of the Seller.			
	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	Yes			
	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.	Rs. 53.97			

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.	N/A
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.	It is confirmed that the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) above.
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	<i>16th July, 2019</i>
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. Disclosures under Regulation 29(1) of SEBI (SAST) Regulations, 2011 on 7 th November, 2019 by Acquirer- Bilcare Mauritius Limited Disclosures under Regulation 29(2) of SEBI (SAST) Regulations, 2011 on 7 th November, 2019 by Seller Bilcare Research GmbH
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.	It is hereby declared 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: 7th November, 2019

Place: Mauritius

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.



A/C PAYEE ONLY
NOT NEGOTIABLE

DEMAND DRAFT
VALID FOR 3 MONTHS ONLY
PAYABLE AT PAR AT ALL BRANCHES OF HDFC BANK LTD

0 7 1 1 2 0 1 9
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SECURITIES AND EXCHANGE BOARD OF INDIA.***

Or Order

या उनके आदेश पर

ON DEMAND PAY

अदा करे

Rupees

ONE LAKH FIFTY THOUSAND ONLY.

रुपये

₹

*1,50,000.00

FOR VALUE RECEIVED

BILCARE LIMITED

PUNE - CLEARING BRANCH

Model Colony Pune - 411016

REF. No. 060713022839

ANUSHKA JOSHI
B20811

AUTHORISED SIGNATORIES
Please sign above

[Signature]
28/04

⑈027845⑈ 411240002⑈ 999990⑈ 16

Bilcare Mauritius Limited

Date: November 7, 2019

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub: Disclosure pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of shares acquired by Bilcare Mauritius Limited of Caprihans India Limited.

For and on behalf of

Bilcare Mauritius Limited



Sharmanand Jhurreea
Authorised Signatory

Enclosed: As above.

CC To :

Caprihans India Limited

Block D, Shivsagar Estate
Dr Annie Besant Road
Worli
Mumbai 400018

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A: Details of the Acquisition

Name of the Target Company (TC)	Caprihans India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Bilcare Mauritius Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition			
a) Shares carrying voting rights acquired	6,698,325	51%	51%
b) VRs acquired otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	--	--	--

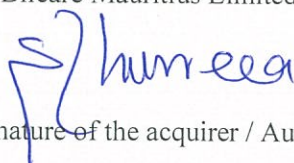
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
e) Total (a+b+c+/-d)	6,698,325	51%	51%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	6,698,325	51%	51%
b) VRs otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
e) Total (a+b+c+d)	6,698,325	51%	51%
Mode of acquisition (e.g. open market / public issue / rights issue/ preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer amongst holding company and subsidiary company.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares of the Target Company		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	7 TH November, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	13,133,971 Shares of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition	13,133,971 Shares of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition	13,133,971 Shares of Rs. 10/- each		

Part-B***

Name of the Target Company: Caprihans India Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Bilcare Mauritius Limited - Acquirer	Yes	AAGCB0956P

For Bilcare Mauritius Limited



Signature of the acquirer / Authorised Signatory

Place: Mauritius

Date: 7th November, 2019

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Bilcare Research GmbH
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79217 Staufen
Germany

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Bilcare
Research

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BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Copy to:

Caprihans India Limited
Block D, Shivsagar Estate
Dr Annie Besant Road
Worli
Mumbai 400018

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to disposal of equity shares of Caprihans India Limited

Pursuant to the disclosure required to be made under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of disposal of 6,698,325 equity shares of Caprihans India Limited, representing 51% of the issued and paid-up equity share capital of Caprihans India Limited.

We hereby authorize Trilegal to submit this disclosure on our behalf as may be required, including to the stock exchanges and Caprihans India Limited.

For and on behalf of
Bilcare Research GmbH

Staufen, 07 NOVEMBER 2019


Andreas Pfefferle
Managing Director


Thomas Piwowarsky
Managing Director

Enclosed: As above.

Sitz der Gesellschaft:
Radebeulstraße 1, D-79219 Staufen
Handelsregister HRB 310019
Amtsgericht Frelburg
Steuer-Nr.: 12179/10949
UST.-Id.-Nr.: DE142209415

Bankverbindung:
Landesbank Baden-Württemberg, Stuttgart
BLZ 600 501 01, Kto. 8578479, BIC: SOLADEV33
IBAN: DE52 6005 0101 0008 5784 79

Geschäftsführer:
Andreas Pfefferle, Thomas Piwowarsky

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Caprihans India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Bilcare Research GmbH		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited		
	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Details of the acquisition / disposal as follows			
Before the acquisition sale under consideration, holding of:			
a) Shares carrying voting rights	6,698,325	51%	51%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	6,698,325	51%	51%
Details of acquisition /sale			
a) Shares carrying voting rights acquired/sold	6,698,325	51%	51%
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer	--	--	--
e) Total (a+b+c+/-d)	6,698,325	51%	51%

After the acquisition /sale, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer amongst holding company and subsidiary company.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	07 November 2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	1,31,33,971		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	1,31,33,971		
Total diluted share/voting capital of the TC after the said acquisition sale	1,31,33,971		


(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory:

Bilcare Research GmbH,


Andreas Pfefferle
Managing Director


Thomas Piwowarsky
Managing Director

Place: Staufen, Germany

Date: 07 November 2019