

12<sup>th</sup> June 2021

To,


<b>The Managing Director BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001</b>	<b>The Managing Director National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai 400 051</b>	<b>Accelya Solutions India Limited, Accelya Enclave, 685/2B &amp; 2C, 1<sup>st</sup> Floor, Sharada Arcade, Satara Road, Pune 411 037</b>
<b>BSE Code: 532268</b>	<b>NSE Code: ACCELYA</b>	

Dear Sir/Madam,


**Sub: Disclosure of change in shareholding of Accelya Group Bidco Limited (“Seller”) under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) in Accelya Solutions India Limited (“Company”).**

We, the Seller, hereby notify you that we sold aggregate of 21,81,773 equity shares of face value of Rs. 10 each of the Company (“**Sale Shares**” or “**Offer Size**”) held by the us in the Company, representing approximately 14.62% of the total issued and paid-up equity share capital of the Company (collectively referred to as the “**OFS**”) on June 10, 2021 (“**T Day**”) (for non-Retail Investors only) and on June 11, 2021 (“**T+1 Day**”) (for Retail Investors and for un-allocated non-Retail Investors from T Day, who chose to carry forward their bids) through a separate, designated window of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”), and in accordance with:

- a) the “Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (the “**SEBI**”) through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circulars nos. CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/32/2014 dated December 1 2014, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/65/2017 dated June 27, 2017 and SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (the “**OFS Circular**”), and section 21 of chapter 1 of the “Master Circular for Stock Exchanges and Clearing Corporation” issued by SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (the “**OFS Master Circular**”, and together with the OFS Circular, the “**SEBI OFS Circulars**”);
- b) the “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by the BSE through its notice no. 20200701-27 dated July 01, 2020 and, to the extent applicable, the previous notices issued by the BSE in this regard; and

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 [www.accelya.com](http://www.accelya.com)

 Accelya Group  
Bidco Limited  
22 Grenville Street, St Helier  
Jersey JE4 8PX, Channel Islands  
Registered in Jersey No. 130272

- c) the “*Offer for Sale-Introduction of Interoperability*” issued by the NSE through its circular no. 51/2020 and dated June 30, 2020, and “*Offer for Sale – Retail category price bids below cut-off not allowed in RS series on T+1 day*” issued by NSE through its circular no. NSE/CMTR/47711 dated March 22, 2021 and, to the extent applicable, the previous circulars issued by the NSE in this regard.

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding the above sale of shares made by us on June 10, 2021 and June 11, 2021. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI. The above is for your information and records.

*This signature page forms an integral part of the disclosure submitted under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to BSE Limited, National Stock Exchange of India Limited and Accelya Solutions India Limited in relation to the offer for sale by Accelya Group Bidco Limited.*

**For Accelya Group Bidco Limited**



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**Anand Anbalagan, Director  
(Authorized Signatory)**

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Accelya Solutions India Limited (the “ <b>Company</b> ”)		
2. Name(s) of the Seller <del>acquirer</del> and Persons Acting in Concert (PAC) with the <del>acquirer</del>	Accelya Group Bidco Limited (formerly known as Aurora UK Bidco Limited) (the “ <b>Seller</b> ”)		
3. Whether the Seller <del>acquirer</del> belongs to <del>Promoter</del> /Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“ <b>BSE</b> ”) and The National Stock Exchange of India Limited (“ <b>NSE</b> ”)		
5. Details of the <del>acquisition/</del> disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the <del>acquisition/</del> disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	21,81,773 equity shares	14.62%	14.62%
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
<b>Total (a+b+c+d)</b>	<b>21,81,773 equity shares</b>	<b>14.62%</b>	<b>14.62%</b>
<b>Details of <del>acquisition/</del> sale of shares held by the Seller</b>			
a) Shares carrying voting rights <del>acquired/</del> sold	21,81,773 equity shares	14.62%	14.62%
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
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) <del>acquired/</del> sold	Nil	Nil	Nil
d) Shares encumbered/ invoked/released by the acquirer	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	<b>21,81,773 equity shares</b>	<b>14.62%</b>	<b>14.62%</b>

<b>After the acquisition/ sale, holding of:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs 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) after acquisition	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Offer for Sale of up to 21,81,773 equity shares having face value of INR 10 each of Accelya Solutions India Limited by Accelya Group Bidco Limited (formerly known as Aurora UK Bidco Limited), the promoter group entity the Company, through the stock exchange mechanism, in accordance with the relevant circulars issued by SEBI in this regard.		
7. Date of acquisition/ sale of shares/ <del>VR</del> or date of receipt of intimation of allotment of shares, whichever is applicable	10 <sup>th</sup> June, 2021 and 11 <sup>th</sup> June, 2021		
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	1,49,26,261		
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	1,49,26,261		
10. Total diluted share/voting capital of the TC after the said acquisition/ sale	1,49,26,261		

(\* ) 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.

*This signature page forms an integral part of the disclosure submitted under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to BSE Limited, National Stock Exchange of India Limited and Accelya Solutions India Limited in relation to the offer for sale by Accelya Group Bidco Limited.*

For Accelya Group Bidco Limited

By:   
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**Anand Anbalagan, Director**

Place: Austin, Texas, USA

Date: 12 June, 2021