

WELSPUN GROUP MASTER TRUST

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WGMT/SEC/2019-20

02.04.2019

Bombay Stock Exchange Ltd. (Scrip Code-514162) Department of Listing, P. J. Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. (Symbol: WELENT) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	Welspun Investments and Commercials Limited Welspun City, Village Versamedi, Taluka Anjar, District Kutch Gujarat-370 110
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Dear Sir/Madam,

Sub.: Disclosure under Regulation 10 (6), 29 (1), 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Sub.: Disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

This is to inform you that pursuant to the Scheme of Merger between Aethelred Multiventure Private Limited (“AMPL/Transferor Company”) with Welspun Investments and Commercials Limited (“WICL/Transferee Company”) made effective on March 30, 2019, WICL has issued 26,55,528 equity shares to Welspun Group Master Trust (“WGMT”) pursuant to the said scheme of merger.

Please find attached herewith, disclosure in terms of Regulation 10(6), 29(1) & 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

Also find attached herewith, disclosure, in terms of Regulation 7(2) of SEBI Prohibition of Insider Trading) Regulations, 2015 in the prescribed format.

You are requested to take the same on your record and oblige

Thanking You.

Yours Faithfully,
For WELSPUN GROUP MASTER TRUST



Devendra Patil
Authorised Signatory

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 SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Welspun Investments and Commercials Limited ("WICL")	
2.	Name of the acquirer(s)	<ul style="list-style-type: none"> Balkrishna Goneka, Trustee of Welspun Group Master Trust 	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Pursuant to the Scheme of Amalgamation of Aethelred Multiventure Private Limited ("AMPL") with Welspun Investments and Commercials Limited and their respective shareholders, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order pronounced on 14 th March, 2019 (which became effective on March 30, 2019), 26,55,528 Equity Shares of Rs. 10/- each fully paid up will be allotted by TC to the shareholders of Aethelred Multiventure Private Limited.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <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. 	No, disclosure was not required to be made	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor/seller:	Not Applicable	Not Applicable
	b. Date of acquisition	March 30, 2019	
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	26,55,528 Equity Shares	

	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	72.67%	
	e.	Price at which shares are proposed to be acquired /actually acquired	Not applicable	
8.	Shareholding details		Pre-Transaction	
			No. of shares held of TC	% w.r.t total share capital of TC
			No. of shares held of TC	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee	As per Annexure A	
	b	Each Seller/ Transferor		

Note:

This filing is being made in respect of an acquisition of voting rights pursuant to a court approved scheme of amalgamation under the provisions of Companies Act, 2013, directly involving the Target Company. The Scheme has been duly approved by the National Company Law Tribunal, Ahmedabad Bench and has been made effective on March 30, 2019.

Pursuant to such scheme,

- (a) AMPL has amalgamated with WICL;
- (b) The shares held by AMPL in WICL stand cancelled;
- (c) The Acquirer, being the shareholder of AMPL, will be allotted equity shares in WICL.

Such acquisition by the Acquirer pursuant to the merger is exempt under Regulation 10(1)(d)(ii).

For Welspun Group Master Trust



Devendra Patil
Authorised Signatory

Date: April 02, 2019
Place: Mumbai

Annexure A

	Pre-amalgamation		Post-amalgamation	
	No. of shares	%	No. of shares	%
Acquirer(s)/Transferee(s):				
Balkrishan Goenka – Trustee of Welspun Group Master Trust	25,080	0.69	26,80,608	73.36
Seller(s)/Transferor(s):				
Aethelred Multiventures Private Limited	26,55,528	72.67	0	0.00