

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

Part-A- Details of the Acquisition

|  |  |  |  |
|--|--|--|--|
| Name of the Target Company (TC)  | Aptech Limited   |  |  |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  | 1. Aptech Investment (Rare Equity Private Limited as account holder and partner of Aptech Investments)<br>2. Rekha Jhunjunwala<br>3. Gopikishan Damani<br>4. ASK Securities Advisory Services P. Ltd.<br>5. Rakesh Jhunjunwala<br>6. Rajiv Agarwal<br><br>Sender: Aptech Investment ( Rare Equity Private Limited as account holder and partner of Aptech Investments) |  |  |
| Whether the acquirer belongs to Promoter/Promoter group  | Yes, the acquirers belong to Promoter group  |  |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed   | NSE and BSE  |  |  |
| Details of the acquisition/disposal 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   |  |  |  |
| 1. Aptech Investment ( Rare Equity Private Limited as account holder and partner of Aptech Investments)  | 105,54,403   | 21.632   | N.A  |
| 2. Rakesh Jhunjunwala  | 43,19,100  | 8.852  | N.A  |
| 3. Rekha Jhunjunwala   | 21,83,433  | 4.475  | N.A  |
| 4. Gopikishan Damani   | 11,00,000  | 2.254  | N.A  |
| 5. Rajiv Agarwal   | 8,100  | 0.020  | N.A  |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  |  |  |  |
| 1. ASK Securities Advisory Services Private Limited  | 6,50,000   | 1.332  | N.A  |
| c) Voting rights (VR) otherwise than by equity 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) | N.A<br>N.A   | N.A<br>N.A   | N.A<br>N.A   |
| e) Total (a+b+c+d)   | 1,88,15,036  | 38.562   |  |

**For Aptech Investments**

*Wg.*

**Rare Equity Private Limited  
Partner**

|  |   |   |  |
|--|---|---|--|
| <p>Details of acquisition</p> <p>a) Shares carrying voting rights acquired</p> <p>b) VRs acquired otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>   | <p>There has been an increase in percentage of voting rights post buyback</p>   |   |  |
| <p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>1. Aptech Investment ( Rare Equity Private Limited as account holder and partner of Aptech Investments)</p> <p>2. Rakesh Jhunjhunwala</p> <p>3. Rekha Jhunjhunwala</p> <p>4. Gopikishan Damani</p> <p>5. Rajiv Agarwal</p> <p>b) VRs otherwise than by equity shares</p> <p>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</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>1. ASK Securities Advisory Services Private Ltd.</p> <p>e) Total (a+b+c+d)</p> | <p>105,54,403</p> <p>43,19,100</p> <p>21,83,433</p> <p>11,00,000</p> <p>8,100</p> <p>6,50,000</p> <p><b>1,88,15,036</b></p> | <p>26.456</p> <p>10.827</p> <p>5.473</p> <p>2.757</p> <p>0.020</p> <p>1.629</p> <p>47.163</p> |  |
| <p>Mode of acquisition (e.g. open market / off – market/ public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>  | <p>Increase in percentage of voting rights of acquirers and PACs from 38.562% to 47.163% due to buyback of shares by TC</p> |   |  |
| <p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.</p>   | <p>Buyback completed on 23<sup>rd</sup> January 2014</p>  |   |  |
| <p>Equity share capital / total voting capital of the TC before the said acquisition/sale</p>  | <p>4,87,91,421 equity shares of Rs. 10 each amounting to to Rs. 48,79,14,210</p>  |   |  |
| <p>Equity share capital/ total voting capital of the TC after the said acquisition/sale</p>  | <p>3,98,93,560 equity shares of Rs. 10 each amounting to Rs. 39,89,35,600</p>   |   |  |
| <p>Total diluted share/voting capital of the TC after the said acquisition</p>   | <p>NA</p>   |   |  |

Note:

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the

**For Aptech Investments**

**Rare Equity Private Limited**  
Partner

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.

For Aptech Investments

*Utpal Sheth*

Partner – Rare Equity Pvt.Ltd.  
Authorised Signatory

Place: Mumbai


Date: 21<sup>st</sup> February 2014

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| Name of the Target Company (TC)  | Aptech Limited   |  |  |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer  | Acquirer: Aptech Investment ( Rare Equity Private Limited as account holder and partner of Aptech Investments)<br>PACs<br>1. Rekha Jhunjunwala<br>2. Gopikishan Damani<br>3. ASK Securities Advisory Services P. Ltd.<br>4. Rakesh Jhunjunwala<br>5. Rajiv Agarwal |  |  |
| Whether the acquirer belongs to Promoter/Promoter group  | Yes, the acquirers belong to Promoter group  |  |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed   | NSE and BSE  |  |  |
| Details of the acquisition/disposal 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   |  |  |  |
| 1. Rare Equity Private Limited(as account holder and partner of Aptech Investments) (Acquirer)   | 105,54,403   | 21.632   | N.A  |
| 2. Rakesh Jhunjunwala (PAC)  | 43,19,100  | 8.852  | N.A  |
| 3. Rekha Jhunjunwala (PAC)   | 21,83,433  | 4.475  | N.A  |
| 4. Gopikishan Damani (PAC)   | 11,00,000  | 2.254  | N.A  |
| 4. Rajiv Agarwal (PAC)   | 8,100  | 0.020  | N.A  |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  |  |  |  |
| 1. ASK Securities Advisory Services Private Limited (PAC)  | 6,50,000   | 1.332  | N.A  |
| c) Voting rights (VR) otherwise than by equity shares  | N.A  | N.A  | N.A  |
| 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) | N.A  | N.A  | N.A  |
| e) Total (a+b+c+d)   | 1,88,15,036  | 38.562   |  |
| <b>For Aptech Investments</b>  |  |  |  |

  
**Rare Equity Private Limited**  
**Partner**

|   |   |   |  |
|---|---|---|--|
| <p>Details of acquisition</p> <p>a) Shares carrying voting rights acquired</p> <p>b) VRs acquired otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>  | <p>There has been an increase in percentage of voting rights post buyback</p>   |   |  |
| <p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>1. Aptech Investment ( Rare Equity Private Limited as account holder and partner of Aptech Investments)(Acquirer)</p> <p>2. Rakesh Jhunjunwala(PAC)</p> <p>3. Rekha Jhunjunwala (PAC)</p> <p>4. Gopikishan Damani (PAC)</p> <p>5. Rajiv Agarwal(PAC)</p> <p>b) VRs otherwise than by equity shares</p> <p>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</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>1. ASK Securities Advisory Services Private Ltd.(PAC)</p> <p>e) Total (a+b+c+d)</p> | <p>1,05,54,403</p> <p>43,19,100</p> <p>21,83,433</p> <p>11,00,000</p> <p>8,100</p> <p>6,50,000</p> <p><b>1,88,15,036</b></p>  | <p>26.456</p> <p>10.827</p> <p>5.473</p> <p>2.757</p> <p>0.020</p> <p>1.629</p> <p>47.163</p> |  |
| <p>Mode of acquisition (e.g. open market / off – market/ public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>   | <p>Increase in voting rights of Rare Equity Private Limited(as account holder and partner of Aptech Investments) from 21.632% to 26.456% due to buyback of shares by TC</p> |   |  |
| <p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.</p>  | <p>Buyback completed on 23<sup>rd</sup> January 2014</p>  |   |  |
| <p>Equity share capital / total voting capital of the TC before the said acquisition/sale</p>   | <p>4,87,91,421 equity shares of Rs. 10 each amounting to Rs. 48,79,14,210</p>   |   |  |
| <p>Equity share capital/ total voting capital of the TC after the said acquisition/sale</p>   | <p>3,98,93,560 equity shares of Rs. 10 each amounting to Rs. 39,89,35,600</p>   |   |  |
| <p>Total diluted share/voting capital of the TC after the said acquisition</p>  | <p>NA</p>   |   |  |

**For Aptech Investments**

*Ujg.*  
**Rare Equity Private Limited  
Partner**

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.

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For Aptech Investments

*Utpal Sheth*

Partner - Rare Equity Pvt.Ltd.

Signature of the acquirer / Authorised Signatory

Place: Mumbai

Date: 21<sup>st</sup> Feb 2014

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