

S.Chakrabarti

From: S.Chakrabarti [s.chakrabarti@rp-sg.in]
Sent: 24 November 2015 05:26 PM
To: 'corp.relations@bseindia.com'
Subject: Revised - Disclosure under Regulation 29 (1) of SEBI (Substantiona Acquisition of SHares & Takeover) Regulations, 2011 by Rainbow Investments Ltd for acquisition of shares in STEL Holdings Ltd
Attachments: 29(2) - Rainbow (STEL).pdf

Dear Sir,

This is regarding the disclosure under Regulation 29(1) of SEBI (SAST), 2011 for the acquirer Rainbow Investments Limited ("RIL") dated November 24, 2015. There was some totalling error in the said disclosure.

Therefore we are enclosing a revised disclosure under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 by Rainbow Investments Ltd for acquisition of shares in STEL Holdings Ltd. for your kind perusal please.

Regards,

S. Chakrabarti

Format for 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)	STEL Holdings Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer: Rainbow Investments Limited ("RIL")</p> <p>Persons Acting in Concert:</p> <ol style="list-style-type: none"> 1. Rama Prasad Goenka 2. Sanjiv Goenka 3. Harsh Vardhan Goenka 4. Saregama India Limited 5. Zensar Technologies Limited 6. Instant Holdings Limited 7. Swallow Associates Limited 8. Summit Securities Limited 9. HML Trust I 10. HML Trust II 11. HML Trust III 12. HML Trust IV 13. HML Trust V 14. HML Trust VI 15. Carnival Investments Limited



Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange		
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 b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) 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) e) Total (a+b+c+d)	(a) 56,44,196 fully paid up equity shares face value INR 10 each (b) 0 (c) 0 (d) 0 (e) 56,44,196 fully paid up equity shares face value INR 10 each	(a) 30.58% of the total paid up share capita (b) 0 (c) 0 (d) 0 (e) 30.58% of the total paid up share capital	(a) 30.58% of the total paid up share capital (b) 0 (c) 0 (d) 0 (e) 30.58% of the total paid up share capital
Details of acquisition carrying voting rights acquired VRs acquired otherwise than by equity shares 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)	a) Shares 36,40,000 fully paid up equity shares face value INR 10 each b) equity shares face value INR 10 each 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)	19.72% of the total paid up share capital	19.72% of the total paid up share capital



After the acquisition, holding of acquirer along with PACs of:	(a) 92,84,196 fully paid up equity shares face value INR 10 each.	(a) 50.30% (b) 0 (c) 0 (d) 0 (e) 50.30%	(a) 50.30% (b) 0 (c) 0 (d) 0 (a) 50.30%
a) Shares carrying voting rights	(b) 0		
b) VRs otherwise than by equity shares	(c) 0		
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) 0		
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	(e) 92,84,196		
e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA		
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.	23 November 2015		
Equity share capital / total voting capital of the TC before the said acquisition	18,455,405 equity shares of face value INR 10 each and fully paid up		
Equity share capital/ total voting capital of the TC after the said acquisition	18,455,405 equity shares of face value INR 10 each and fully paid up		
Total diluted share/voting capital of the TC after the said acquisition	18,455,405 equity shares of face value INR 10 each and fully paid up		

