



# Vaswani Industries Limited

POWER • SPONGE IRON • STEEL



CIN:L28939CT2003PLC015964

Date: 12.09.2016

To,

National Stock Exchange of India Ltd, The General Manager - Listing Department Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Bombay Stock Exchange Ltd., The General Manager - Listing Department P. J. Towers, Dalal Street, Mumbai - 400 001
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**Sub: Disclosure under Regulation 10 (7) of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011 ("Takeover Code") – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) and 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Please find the attached disclosure being made for Vaswani Industries Limited ("Company") in the prescribed format under Regulation 10(7) of the takeover Code.

The Disclosure is being made by the Company pursuant to inter-se transfer between Promoter and Promoter group.

For Vaswani Industries Limited

**Ravi Vaswani**

Managing Director

DIN: 00308616

CC: Securities and Exchange Board of India, Mumbai

**Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

<p><b>1 General Details</b></p>	<p>Name - Smt Sudha Vaswani Address - Vaswani Vatika, VIP Road, Opp. Gaurav Garden, Vill – Almidih Raipur CG Telephone - 0771-4226000 Email - ravi@vaswaniindustries.com</p>																
<p>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.}</p>																	
<p>b. Whether sender is the acquirer (Y/N)</p>	<p>YES</p>																
<p>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)</p>	<p>NOT APPLICABLE</p>																
<p>d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer</p>	<p>NOT APPLICABLE</p>																
<p><b>2 Compliance of Regulation 10(7)</b></p>	<p>12.09.2016</p>																
<p>a. Date of report</p>	<p>YES</p>																
<p>b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition</p>	<p>YES</p>																
<p>c. Whether the report is accompanied with fees as required under Regulation 10(7)</p>	<p>YES</p>																
<p><b>3 Compliance of Regulation 10(5)</b></p>	<p>YES</p>																
<p>a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.</p>	<p>YES</p>																
<p>b. Date of Report</p>	<p>16.08.2016</p>																
<p><b>4 Compliance of Regulation 10(6)</b></p>	<p>Yes</p>																
<p>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 acquisition.</p>	<p>Yes</p>																
<p>b. Date of Report</p>	<p>24.08.2016</p>																
<p><b>5 Details of the Target Company</b></p>	<p>Name - VASWANI INDUSTRIES LIMITED Address - MIG-4, Indrawati Colony, Raipur CG - 492001</p>																
<p>a. Name &amp; address of TC</p>	<p>Bombay Stock Exchange (BSE) &amp; National Stock Exchange (NSE)</p>																
<p>b. Name of the Stock Exchange(s) where the shares of the TC are listed</p>	<p>24.08.2016</p>																
<p><b>6 Details of the acquisition</b></p>	<p>NOT APPLICABLE, as shares are acquired by Gift</p>																
<p>a. Date of acquisition</p>	<p>Regulation 3(2)</p>																
<p>b. Acquisition price per share (in Rs.)</p>	<p>Regulation 3(2)</p>																
<p>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)</p>	<p>Regulation 3(2)</p>																
<p>d. Shareholding of acquirer(s) and PAC individually in TC (in terms of no. &amp; as a percentage of the total share/voting capital of the TC)(*)</p>	<p>Regulation 3(2)</p>																
<p>Name(s) of the acquirer(s) (**)</p>	<p>Regulation 3(2)</p>																
<p>Mrs. Sudha Vaswani</p>	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> </tr> </thead> <tbody> <tr> <td>1900525</td> <td>6.34</td> <td>3568025</td> <td>11.89</td> </tr> </tbody> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC (*)	1900525	6.34	3568025	11.89				
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<p>Name(s) of the seller(s) (**)</p>	<p>Mrs. Juhi Vaswani Ms. Kritika Vaswani</p>																
<p>Mrs. Juhi Vaswani Ms. Kritika Vaswani</p>	<p><i>Sudha Vaswani</i></p>																

**7 Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)**

- a. Provide the names of the seller(s)  
Specify the relationship between the acquirer(s) and the seller(s).
- b.
- c. Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition Acquirer(s) (\*) Sellers(s)(\*)
- Shareholding of the acquirer  
Mrs. Sudha Vaswani  
Shareholding of the seller  
Mrs. Juhi Vaswani  
Ms. Kritika Vaswani
- d. Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.
- e. 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.
- f. If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.
- g. Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable
- h. Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed
- i. 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.
- j. Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with.

Smt Juhi Vaswani and Ku Kritika Vaswani  
1. Smt Juhi Vaswani is sister in law of Smt Sudha Vaswani 2. Ku Kritika Vaswani is the niece of Smt Sudha Vaswani (daughter of husband's ( i.e Shri Ravi Vaswani's brother)

Year - 1 i.e June 2013-2014	Year -2 i.e June 2014-2015	Year-3 i.e June 2015-2016
1241200	1855225	1900525
1562500	2108300	2108300
105000	105000	105000

YES ATTACHED HERE WITH FOR JUNE 2016

NOT APPLICABLE, as shares are acquired by Gift

NOT APPLICABLE, as shares are acquired by Gift

NOT APPLICABLE, as shares are acquired by Gift

NOT APPLICABLE, as shares are acquired by Gift

YES, disclosure under reg 29 (1) of Chapter V - SEBI on 26.08.2016 (SAST) Reg ATTACHED HERE WITH

YES ATTACHED HERE WITH

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature: Sudha Vaswani

*Sudha Vaswani*

Date: 12.09.2016

Place: Raipur

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.

**Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

<p><b>1 General Details</b></p> <p>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.]</p> <p>b. Whether sender is the acquirer (Y/N)</p> <p>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)</p> <p>d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer</p> <p><b>2 Compliance of Regulation 10(7)</b></p> <p>a. Date of report</p> <p>b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition</p> <p>c. Whether the report is accompanied with fees as required under Regulation 10(7)</p> <p><b>3 Compliance of Regulation 10(5)</b></p> <p>a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.</p> <p>b. Date of Report</p> <p><b>4 Compliance of Regulation 10(6)</b></p> <p>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 acquisition.</p> <p>b. Date of Report</p> <p><b>5 Details of the Target Company</b></p> <p>a. Name &amp; address of TC</p> <p>b. Name of the Stock Exchange(s) where the shares of the TC are listed</p> <p><b>6 Details of the acquisition</b></p> <p>a. Date of acquisition</p> <p>b. Acquisition price per share (in Rs.)</p> <p>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)</p> <p>d. Shareholding of acquirer(s) and PAC individually in TC (in terms of no. &amp; as a percentage of the total share/voting capital of the TC)(*)</p> <p>Name(s) of the acquirer(s) (**)</p>	<p>Name - Shri Ravi Vaswani Address - Vaswani Vatika, VIP Road, Opp. Gaurav Garden, Vill – Almidih Raipur CG Telephone - 0771-4226000 Email - ravi@vaswaniindustries.com</p> <p>YES</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>12.09.2016 YES</p> <p>YES</p> <p>YES</p> <p>16.08.2016</p> <p>Yes</p> <p>24.08.2016</p> <p>Name - VASWANI INDUSTRIES LIMITED Address - MIG-4, Indrawati Colony, Raipur CG - 492001 Bombay Stock Exchange (BSE) &amp; National Stock Exchange (NSE)</p> <p>24.08.2016 NOT APPLICABLE, as shares are acquired by Gift</p> <table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> </tr> </thead> <tbody> <tr> <td>4522300</td> <td>15.07</td> <td>8492160</td> <td>28.31</td> </tr> </tbody> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC (*)	4522300	15.07	8492160	28.31
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<p>e. Shareholding of seller/s in TC (in terms of no. &amp; as a percentage of the total share/voting capital of the TC)</p> <p>Name(s) of the seller(s) (**)</p> <p>Mr. Pramod Vaswani</p> <p><b>7 Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(i)</b></p> <p>a. Provide the names of the seller(s)</p> <p>b. Specify the relationship between the acquirer(s) and the seller(s).</p> <p>c. Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(l).</p> <p>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.</p> <p>e. If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.</p>	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> </tr> </thead> <tbody> <tr> <td>3969860</td> <td>13.23</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table> <p>Shri Pramod Vaswani</p> <p>1. Shri Ravi Vaswani and Shri Pramod Vaswani are bothers</p> <p>YES</p> <p>NOT APPLICABLE, as shares are acquired by Gift</p> <p>NOT APPLICABLE, as shares are acquired by Gift</p>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC (*)	3969860	13.23	NIL	NIL
Before the acquisition		After the acquisition											
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3969860	13.23	NIL	NIL										

*[Handwritten Signature]*

f. Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable

NOT APPLICABLE, as shares are acquired by Gift

g. Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed

NOT APPLICABLE, as shares are acquired by Gift

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, disclosure under reg 29 (1) of Chapter V - SEBI on 26.08.2016 (SAST)  
Reg ATTACHED HERE WITH

i. Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(i) with respect to exemptions has been duly complied with.

YES ATTACHED HERE WITH

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature: Ravi Vaswani

Date: 12.09.2016

Place: Raipur

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.

Date: 12.09.2016

Listing Department National Stock Exchange of India Ltd, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Listing Department Bombay Stock Exchange Ltd., Market Operations Dept. P. J. Towers, Dalal Street, Mumbai - 400 001
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Dear Sir(s),

**Subject: Declaration by the acquirer**

I, Ravi Vaswani, son of Lt Shri Gyanchand Vaswani, residing at Vaswani Vatika, VIP Road, Amilidih, Opp. Gaurav Garden, Raipur - 07, here by confirm/undertake/declare that all the conditions specified under regulation 10(1) (a)(i) with respect to exemptions has been duly complied with.

I declare that the information given above is true.

Yours faithfully

  
Ravi Vaswani  
Acquirer/Authorized Signatory

Date: 12.09.2016

Listing Department National Stock Exchange of India Ltd, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Listing Department Bombay Stock Exchange Ltd., Market Operations Dept. P. J. Towers, Dalal Street, Mumbai - 400 001
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Dear Sir(s),

**Subject: Declaration by the acquirer**

I, Sudha Vaswani, wife of Shri Ravi Vaswani, residing at Vaswani Vatika, VIP Road, Amilidih, Opp. Gaurav Garden, Raipur - 07, here by confirm/undertake/declare that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with.

I declare that the information given above is true.

Yours faithfully

*Sudha Vaswani*

Sudha Vaswani  
Acquirer/Authorized Signatory