

BY FAX/COURIER/EMAIL

Dated: 23.11.2017

To,
BSE Limited
P J Tower, Dalal Street,
Mumbai – 400 001

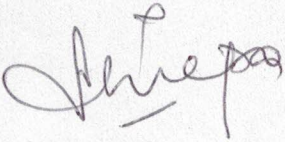
To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai
400051

Dear Sir,

Please find enclosed herewith Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition to be made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours faithfully,

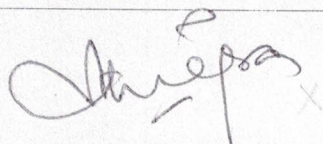


SHILPA BAGRODIA

Encl: a/a

Format for 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

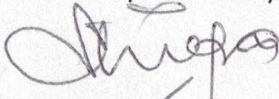
| | | | |
|---|--|--|--|
| 1 | Name of the Target Company (TC) | M/s. Winsome Yarns Limited. (WYL) There is an indirect acquisition of shares and voting rights in WYL by the Acquirer. | |
| 2 | Name of the acquirer(s) | Mrs. Shilpa Bagrodia There is an indirect acquisition of shares and voting rights in WYL by the Acquirer. | |
| 3 | Name of the stock exchange where shares of the TC are listed | BSE Limited | |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Inter –se Transfer | |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer. | 10(1)(a)(i) | |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange. | Yes 16.11.2017 | |
| 7 | Details of acquisition | Disclosures made/required to be made under regulation 10(5) | Actual |
| | a. Name of the transferor / seller | Mr. Ashish Bagrodia | Mr. Ashish Bagrodia |
| | b. Date of acquisition | On or after 23.11.2017 | On 23.11.2017 |
| | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | The Acquirer shall not directly acquire any shares in the Target Company but will acquire 892500 (62.07%) shares in Satyam Combines Private Limited (SCPL) which holds 57,65,073 (8.15%) shares in WYL | The Acquirer shall not directly acquire any shares in the Target Company but will acquire 892500 (62.07%) shares in Satyam Combines Private Limited (SCPL) which holds 57,65,073 (8.15%) shares in WYL |
| | d. Total shares proposed to be acquired / actually acquired as a % of diluted | The Acquirer shall not directly acquire any shares in the Target Company but will acquire 62.07% shares in SCPL | The Acquirer shall not directly acquire any shares in the Target Company but will acquire 62.07% shares in SCPL which |



| | | | | | |
|---|--|---|---------------------------------------|---|---------------------------------------|
| | share capital of TC | which holds 8.15% shares in WYL. | | holds 8.15% shares in WYL. | |
| | e. Price at which shares are proposed to be acquired / actually acquired | Not Applicable The transfer of shares of SCPL between Mr. Ashish Bagrodia and Mrs. Shilpa Bagrodia is in nature of Gift. | | Not Applicable The transfer of shares of SCPL between Mr. Ashish Bagrodia and Mrs. Shilpa Bagrodia is in nature of Gift. | |
| 8 | Shareholding details | Pre-Transaction | | Post-Transaction | |
| | | No. of shares held | % w.r.t. to total share capital of TC | No. of shares held | % w.r.t. to total share capital of TC |
| | Acquirer/s (*) | | | | |
| | Mrs. Shilpa Bagrodia | As per Annexure 1 | | As per Annexure 1 | |
| | Each Seller / Transferor | As per Annexure 1 | | As per Annexure 1 | |

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



Signature: Shilpa Bagrodia

Date: 23.11.2017

Place: Chandigarh

| Sl. No. | Particulars | Pre-Transaction | | Transaction | | Post Transaction | |
|--|---------------------------------|-------------------|------------------------------|-------------|------------------------------|-------------------|------------------------------|
| | | Number | % w.r.t. Total share capital | Number | % w.r.t. Total share capital | Number | % w.r.t. Total share capital |
| Acquirers: | | | | | | | |
| 1 | MRS. SHILPA BAGRODIA | 12,640 | 0.02% | - | 0.00% | 12,640 | 0.02% |
| Sellers | | | | | | | |
| 1 | MR. ASHISH BAGRODIA | 41,400 | 0.06% | - | 0.00% | 41,400 | 0.06% |
| Others entities forming part of Promoter group: | | | | | | | |
| 1 | MR. S.C. BAGRODIA | 42,900 | 0.06% | 0 | 0 | 42,900 | 0.06% |
| 3 | MR. MANISH BAGRODIA | 52,040 | 0.07% | 0 | 0 | 52,040 | 0.07% |
| 4 | MR. SUDHA BAGRODIA | 11,142 | 0.02% | 0 | 0 | 11,142 | 0.02% |
| 5 | MS. VANDYA BAGRODIA | 2,000 | 0.00% | 0 | - | 2,000 | 0.00% |
| 6 | SHELL BUSINESS PRIVATE LIMITED | 21,412,414 | 30.28% | 0 | 0 | 21,412,414 | 30.28% |
| 7 | SATYAM COMBINES PRIVATE LIMITED | 5,765,073 | 8.15% | 0 | 0 | 5,765,073 | 8.15% |
| | TOTAL PROMOTER HOLDING | 27,339,609 | 38.67% | | | 27,339,609 | 38.67% |

Note: Mrs. Shilpa Bagrodia shall acquire 892500 (62.07%) equity shares in SCPL Pursuant to such acquisition her shareholding in SCPL has increased to 1056318 (73.47%) equity shares. Accordingly, she has acquired voting rights on such shares of WYL held by SCPL.

