

GAYATRI & ANNAPURNA

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Email Id: mj.tomy@cosmofilms.com

Sent by Courier and Email

Date: 17-03-2017

✓
The Manager /
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Email Id: corp.relations@bseindia.com

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Mumbai-400051
Email Id: takeover@nse.co.in

Dear Sir/Madam,

Re: Intimation in respect of acquisition under regulation 10(1)(a)(ii) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 10(5) of SEBI (SAST) Regulations, 2011, which necessitates the Acquirer to give advance intimation to the stock exchanges about the details of the acquisition proposed to be made under Regulation 10(1)(a)(ii) of the aforesaid regulations, please find enclosed the applicable disclosure.

This is for your information and record.

Thanking you,

Yours faithfully,
For GAYATRI & ANNAPURNA
For PRAVASI ENTERPRISES LTD.



DIRECTOR
PARTNER

Encl: as above

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Cosmo Films Limited
2.	Name of the acquirer(s)	Gayatri & Annapurna, through its partners M/s Pravasi Enterprises Limited & Sunrise Manufacturing Co. Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, The acquirer is Promoter
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Hanuman Textile Manufacturing & Investment Co. Ltd.
	b. Proposed date of acquisition	On or after 24 th March, 2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	23,89,000 (Twenty Three Lakh Eighty Nine Thousand) Equity Share from M/s Hanuman Textile Manufacturing & Investment Co. Limited.
	d. Total shares to be acquired as % of share capital of TC	12.29% of Equity Share capital of Target Company
	e. Price at which shares are proposed to be acquired	At the prevailing market price as on or after 24 th March, 2017, through block deal in one or more tranches which will not exceed 25% of the price mentioned in Column -6
	f. Rationale, if any, for the proposed transfer	Investment is made for reshuffling of Promoters' holding
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(i)(a)(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 360.77 (NSE)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	We, Gayatri & Annapurna, through its partners M/s Pravasi Enterprises Limited & Sunrise Manufacturing Co. Ltd. do hereby declare that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.



9.	<p>(i) Declaration by the acquirer, that the transferor and transferee have complied (during 3 year prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p> <p>(ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished</p>	<p>We, Gayatri & Annapurna, through its partners M/s Pravasi Enterprises Limited & Sunrise Manufacturing Co. Ltd. do hereby declare that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011</p> <p>We, Gayatri & Annapurna, through its partner M/s Pravasi Enterprises Limited made the following disclosure during previous 3 years prior to the date of proposed acquisition:</p> <p>a) Purchase of 3,35,000 Equity Shares in Cosmo Films Ltd. on 13-04-2015</p> <p>b) Purchase of 5,60,000 Equity Shares in Cosmo Films Ltd. on 22-04-2015</p> <p>c) Purchase of 50,000 Equity Shares in Cosmo Films Ltd. on 24-05-2016</p>																												
10.	<p>Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.</p>	<p>We, Gayatri & Annapurna, through its partner M/s Sunrise Manufacturing Co. Limited made the following disclosure during previous 3 years prior to the date of proposed acquisition – Purchase of 8,70,000 Equity Shares in Cosmo Films Ltd. on 01-05-2015.</p>																												
11.	<p>Shareholding details</p>	<p>We, Gayatri & Annapurna, through its partners M/s Pravasi Enterprises Limited & Sunrise Manufacturing Co. Ltd. do hereby declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied.</p>																												
		<table border="1"> <thead> <tr> <th colspan="2">Before the proposed transaction</th> <th colspan="2">After the proposed transaction</th> </tr> <tr> <th>No. of shares /voting rights</th> <th>% w.r.t total share capital</th> <th>No. of shares /voting rights</th> <th>% w.r.t total capital of TC</th> </tr> </thead> <tbody> <tr> <td>50,000</td> <td>0.26</td> <td>15,69,000</td> <td>8.07</td> </tr> <tr> <td>1,31,100</td> <td>0.67</td> <td>1,31,100</td> <td>0.67</td> </tr> <tr> <td>0</td> <td>0</td> <td>8,70,000</td> <td>4.48</td> </tr> <tr> <td>1,81,100</td> <td>0.93</td> <td>25,70,100</td> <td>13.22</td> </tr> <tr> <td></td> <td></td> <td></td> <td>13.41</td> </tr> </tbody> </table>	Before the proposed transaction		After the proposed transaction		No. of shares /voting rights	% w.r.t total share capital	No. of shares /voting rights	% w.r.t total capital of TC	50,000	0.26	15,69,000	8.07	1,31,100	0.67	1,31,100	0.67	0	0	8,70,000	4.48	1,81,100	0.93	25,70,100	13.22				13.41
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	<p>a Acquirer(s) and PACs (other than sellers)(*) Pravasi Enterprises Ltd. (C/o Gayatri & Annapurna) Pravasi Enterprises Ltd. (self) Sunrise Manufacturing Co. Ltd. (C/o Gayatri & Annapurna)</p>																													
	<p>Sub Total (a)</p>																													

b	PAC's								
	1. Ashok Jaipuria	4,70,161	2.42	2.45	4,70,161	2.42	2.45	2.42	2.45
	2. Aanchal Jaipuria	91,720	0.47	0.48	91,720	0.47	0.48	0.47	0.48
	3. Abha Jaipuria	24,200	0.12	0.13	24,200	0.12	0.13	0.12	0.13
	4. Ambrish Jaipuria	5,02,800	2.58	2.62	5,02,800	2.58	2.62	2.58	2.62
	5. Sunrise Manufacturing Co. Ltd.	2,680	0.014	0.014	2,680	0.014	0.014	0.014	0.014
	6. Andheri Properties & Finance Ltd.	622	0.003	0.003	622	0.003	0.003	0.003	0.003
	7. Ashok Jaipuria (C/o Gayatri & Annapurna)	47,94,876	24.66	25.02	47,94,876	24.66	25.02	24.66	25.02
	Sub Total b	58,87,059	30.28	30.72	58,87,059	30.28	30.72	30.28	30.72
c	Seller (s)								
	Hanuman Textile Manufacturing & Investment Co. Ltd.	23,90,280	12.29	12.47	1280	0.006	0.007	0.006	0.007
	Grand Total (a+b+c)	84,58,439	43.51	44.14	84,58,439	43.51	44.14	43.51	44.14

Note:

- (*) Shareholding of each entity may 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

For Gayatri & Annapurna
For Pravasi Enterprises Ltd.
For Sunrise Mfg. Co. Ltd.

AUTHORIZED SIGNATORY / PARTNERS

Date: 17-03-2017

Place: New Delhi