

Varam Private Trust

Family Trustee – Dr. Jairam Varadaraj

208, Ceejay House, Dr. Annie Besant Road, Shivsagar Estate, Worli, Mumbai – 400018, India

Date: April 11, 2017

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Fax : 91-22-22721919 Scrip Code : 522074	To NSE - Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax No: (022) 26598120 Symbol : ELGIEQUIP
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Withdrawal of 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

Dear Sir/Madam,

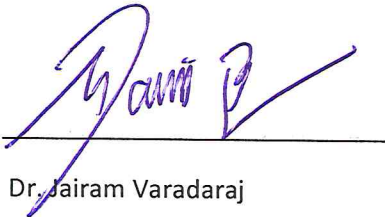
This is with reference to the disclosures made Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the proposed acquisition of shares (by way of contribution to the Varam Private Trust) of Elgi Equipments Ltd by Dr. Jairam Varadaraj (in his capacity as Family Trustee to Varam Private Trust) from Jairam Varadaraj as under :

- 1) 12006678 shares directly
- 2) 25509390 shares indirectly (through Dark Horse Portfolio Investment Ltd)

The aforesaid disclosures were made to Bombay Stock Exchange on 21st March, 2017 and National Stock Exchange on 21st March, 2017. Copy of these disclosures are attached herewith for your reference.

I would like to inform you that the aforesaid proposal for acquisition of shares (by way of contribution to the Varam Private Trust) stands cancelled as of now. You are requested to kindly take this on record.

In case if any future acquisitions are planned, the stock exchanges will be accordingly intimated as per the applicable SEBI Regulations.



Dr. Jairam Varadaraj

Family Trustee: Varam Private Trust

Attachment to Letter dated 11.04.2017

cc

Varam Private Trust
Family Trustee – Dr. Jairam Varadaraj
208, Ceejay House, Dr. Annie Besant Road, Shivsagar Estate, Worli, Mumbai – 400018, India

21-3-2017

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To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Fax : 91-22-22721919 Scrip Code : 522074	To NSE - Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax No: (022) 26598120 Symbol : ELGIEQUIP
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Dear Sirs

Sub: Disclosure under The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Please find attached, the prescribed form duly filled in and signed by me in respect of a proposed acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. This disclosure is made pursuant to Regulation 10(5). Kindly take this into your records.

Thanking You,

Yours Faithfully,


(Dr Jairam Varadaraj)
Family Trustee

Varam Private Trust

Encl: As Above

Varam Private Trust

Family Trustee – Dr. Jairam Varadaraj

208, Ceejay House, Dr. Annie Besant Road, Shivsagar Estate, Worli, Mumbai – 400018, India

Date : March 21, 2017

<p>To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Fax : 91-22-22721919 Scrip Code : 522074</p>	<p>To NSE - Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Fax No: (022) 26598120 Symbol : ELGIEQUIP</p>
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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)	ELGI EQUIPMENTS LTD	ELGI EQUIPMENTS LTD
2.	Name of the acquirer(s)	Dr. Jairam Varadaraj (in his capacity as Family Trustee to Varam Private Trust)	Dr. Jairam Varadaraj (in his capacity as Family Trustee to Varam Private Trust)
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. It must be noted that this is an inter-se transfer from Dr. Jairam Varadaraj (in personal capacity) to Dr. Jairam Varadaraj (as Family Trustee to Varam Private Trust)	Yes. It must be noted that this is an inter-se transfer from Dr. Jairam Varadaraj (in personal capacity) to Dr. Jairam Varadaraj (as Family Trustee to Varam Private Trust)
4.	Details of the proposed acquisition		
a	Name of the person(s) from whom shares are to be acquired	Dr. Jairam Varadaraj	Dr. Jairam Varadaraj
b	Proposed date of acquisition	27-March-2017	27-March-2017
c	Number of shares to be acquired from each person mentioned in 4(a) above	12006678 (Directly)***	25509390*** (Indirectly through Dark Horse iPortfolio Investment Ltd)
d	Total shares to be acquired as % of share capital of TC	7.58% ***	16.10% *** (98.12% of total paid up shares of Dark Horse Portfolio Investment Ltd will be contributed into Varam Private Trust by Dr. Jairam Varadaraj. This company inturn holds 16.10% of Elgi Equipments Ltd)
e	Price at which shares are proposed to be acquired	Nil. The shares will be contributed by Dr. Jairam Varadaraj (in personal capacity) to Varam Private Trust	Nil. The shares of Dark Horse Portfolio Investment Ltd will be contributed by Dr. Jairam Varadaraj (in personal capacity) to Varam Private Trust
f	Rationale, if any, for the proposed transfer	The proposed transfer is in line with succession planning objectives for the	The proposed transfer is in line with succession planning objectives for the family of



Varam Private Trust

Family Trustee – Dr. Jairam Varadaraj

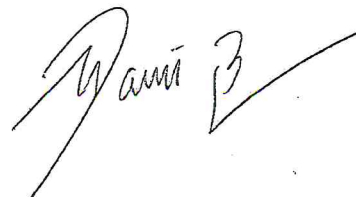
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		family of Dr. Jairam Varadaraj.	Dr. Jaíram Varadaraj.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10 (1) (a) (ii)	Regulation 10 (1) (a) (ii)
6.	If, frequently traded, volume 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.	213.65	213.65
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable	Not Applicable
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.	Not Applicable as the shares are being received without consideration	Not Applicable as the shares are being received indirectly without consideration
9.	Declaration by the acquirer, that the transferor and transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes*	Yes*
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with	Yes**	Yes**

11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a	Acquirer(s) and PACs (other than sellers)(^)**	5,05,48,283	31.90%	5,05,48,283	31.90%
b	Seller (s)				
	1) Dr. Jairam Varadaraj***	1,41,60,478	8.94%	21,53,800	1.36%
	2) Dr. Jairam Varadaraj***	2,55,09,390	16.10%	0	0%

Note:

^ Please see the statement showing break up of shareholding pattern of the Promoter and Promoter Group attached.



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Family Trustee – Dr. Jairam Varadaraj

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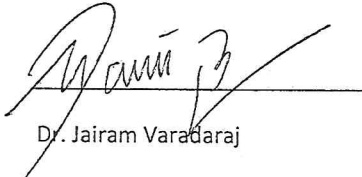
*I, Dr. Jairam Varadaraj, in capacity as Family Trustee to Varam Private Trust, hereby declare that the transferor and transferee will comply with applicable disclosure requirements in Chapter-V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).

** I, Dr. Jairam Varadaraj, in capacity as Family Trustee to Varam Private Trust, hereby declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with.

*** As explained above, the proposed acquisition involves two steps:

- (i) Contribution of 7.58% equity shares of the Target Company by Dr. Jairam Varadaraj (in personal capacity) to Dr. Jairam Varadaraj (in capacity as Family Trustee to Varam Private Trust) and
- (ii) Contribution of 98.12% equity shares of Dark Horse Portfolio Investment Limited by Dr. Jairam Varadaraj (in personal capacity) to Dr. Jairam Varadaraj (in capacity as Family Trustee to Varam Private Trust). Since Dark Horse Portfolio Investment Limited in turn holds 16.10% equity shares of the Target Company (i.e. Elgi Equipments Ltd.), the said 16.10% equity shares will stand transferred to Dr. Jairam Varadaraj (in capacity as Family Trustee to Varam Private Trust) for the purposes of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Hence, the pre and post acquisition shareholding pattern of the acquirer along with PACs will remain the same. However, for the purposes of clarity, the actual shares of the Target Company which get transferred (directly and indirectly) pursuant to the acquisition have been provided in the table above.



Dr. Jairam Varadaraj

Family Trustee : Varam Private Trust

Varam Private Trust
Family Trustee – Dr. Jairam Varadaraj
208, Ceejay House, Dr. Annie Besant Road, Shivsagar Estate, Worli, Mumbai – 400018, India

^Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder.	No. of fully paid up equity shares held before transfer	Shareholding %	No. of fully paid up equity shares proposed after transfer	Shareholding %
Indian				
Individuals/Hindu undivided Family	1,73,66,317	10.96	1,73,66,317	10.96
L.G. VARADARAJULU	200	0.00	200	0.00
VINAY BALAJI	11,000	0.01	11,000	0.01
VIREN MOHAN	19,980	0.01	19,980	0.01
GAYATHRI BALAJI	20,863	0.01	20,863	0.01
T. BALAJI	31,000	0.02	31,000	0.02
VARSHINI VARADARAJ	40,000	0.03	40,000	0.03
HARSHA VARADARAJ	40,000	0.03	40,000	0.03
SUDARSAN VARADARAJ	41,786	0.03	41,786	0.03
VANITHA MOHAN	57,720	0.04	57,720	0.04
UDAY BALAJI	64,000	0.04	64,000	0.04
MAYA JAY VARADARAJ	9,58,324	0.60	9,58,324	0.60
VARUN JAY VARADARAJ	9,58,342	0.60	9,58,342	0.60
ANVAR JAY VARADARAJ	9,62,624	0.61	9,62,624	0.61
JAIRAM VARADARAJ	1,41,60,478	8.94	21,53,800	1.36
JAIRAM VARADARAJ (As Family Trustee to Varam Private Trust)	0	0	1,20,06,678	7.58
Any Other (specify)	3,31,81,966	20.94	3,31,81,966	20.94
ELGI RUBBER COMPANY LIMITED	3,32,080	0.21	3,32,080	0.21
ELGI ULTRA INDUSTRIES LIMITED	60,79,366	3.84	60,79,366	3.84
DARK HORSE PORTFOLIO INVESTMENT LIMITED #	2,55,09,390	16.10	2,55,09,390	16.10
L.G.B. PUBLIC WELFARE SOCIETY	12,61,130	0.80	12,61,130	0.80
Total	5,05,48,283	31.90	5,05,48,283	31.90

98.12% of total paid up shares of Dark Horse Portfolio Investment Ltd will be contributed by Dr. Jairam Varadaraj to Varam Private Trust (represented by Family Trustee – Dr. Jairam Varadaraj). Dark Horse Portfolio Investment Ltd inturn holds 16.10% of total paid up equity share capital of the Target Company i.e. Elgi Equipments Ltd

