

Client Rosehill Limited

IFS Court, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

Ref: DR/LC/LBR

(Please quote our reference in your reply)

20 August 2018

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001, India

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

Dear Sir/Madam

Sub: Compliance of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations")

Unit: SPML Infra Limited

BSE Scrip Code: 500402 / SYMBOL: SPMLINFRA / ISIN: INE937A01023

Pursuant to Regulation 29(2) of the Takeover Regulations, we, Client Rosehill Limited hereby inform you that we have acquired 1,972,301 equity shares of SPML Infra Ltd. on 20 August 2018, and consequently, our shareholding in SPML Infra Ltd., has increased to 5,493,876 shares.

Please find enclosed the disclosure relating to the aforesaid sale of shares in the format as prescribed under the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thank you.

Yours faithfully



Litasha Callycharran-Ramnohur
Director

Enc.

CC:

SPML Infra Limited
F-27/2, Okhla Industrial Area Phase-II,
New Delhi, 110020

ANNEXURE**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	SPML Infra Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Client Rosehill Limited		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer does not belong to the promoter/promoter group of the TC.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(i) BSE Limited (ii) National Stock Exchange of India Limited		
Details of the acquisition/disposal 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:			
a) Shares carrying voting rights	3,521,575	9.61%	9.61%
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)	3,521,575	9.61%	9.61%
Details of acquisition sale			
a) Shares carrying voting rights acquired / sold	1,972,301	5.38%	5.38%
b) VRs acquired sale otherwise than by equity shares	-	-	-
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 sale	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	1,972,301	5.38%	5.38%
After the acquisition sale, holding of:			
a) Shares carrying voting rights	5,493,876	14.99%	14.99%
b) VRs otherwise than by equity shares	-	-	-
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) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	5,493,876	14.99%	14.99%

Mode of acquisition /sale (e.g. open market / off-market/public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Off-market (Client Rosehill Limited has made the acquisition under the foreign direct investment route.)
Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 August 2018
Equity share capital / total voting capital of the TC before the said acquisition /sale	36,650,276 shares having a face value of INR2 each aggregating to INR73,300,552
Equity share capital/ total voting capital of the TC after the said acquisition /sale	36,650,276 shares having a face value of INR2 each aggregating to INR73,300,552
Total diluted share/voting capital of the TC after the said acquisition /sale	36,650,276 shares having a face value of INR2 each aggregating to INR73,300,552

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement [*now under Clause 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*]

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC

Signature of the acquirer:



Client Rosehill Limited

Place: Ebene, Mauritius

Date: 20 August 2018