



भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

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SEBI/HO/CFD/DCR1/OW/P/2016/0000015370/1
May 27, 2016

M/s. Raghukul Trading Private Limited
D - 196, Sector - 63
Noida - 201 307

Dear Sir,

Sub: Request for informal guidance by way of "Interpretive Letter" under the SEBI (Informal Guidance) Scheme, 2003 ("Scheme") in relation to Reg. 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Takeover Regulations) in the matter of M/s. Ginni Filaments Limited (Target Company)

1. This has reference to your letter dated April 12, 2016 (received by SEBI on April 18, 2016) on the captioned subject.
2. In respect of the same, you have, inter alia, represented as under:
 - 2.1 Target Company is listed on the National Stock Exchange of India Limited and traded under permitted category on BSE Limited. The promoter shareholding in the company is as on March 31, 2016 is 61.82% of the paid up share capital of the target company.
 - 2.2 The shareholding pattern of target company is as under:

Sr. No.	Category of shareholder	Number of shares	% of shareholding
	A. Promoter and Promoter group		
i.	Dr. Rajaram Jaipuria (HUF)	366	0.00
ii.	Shri Sharad Jaipuria (HUF)	1500	0.00
iii.	Shri Sharad Jaipuria	1700	0.00
iv.	Shri Shishir Jaipuria (HUF)	13,08,286	1.85
v.	Shri Shishir Jaipuria	28,64,276	4.05
vi.	Smt Sunita Jaipuria	56,75,716	8.03
vii.	Shri Yash Jaipuria	57,20,847	8.10
viii.	Shri Saket Jaipuria	61,36,008	8.69
ix.	Smt Suniti Devi Jaipuria	1,84,60,027	26.13
x.	Jaipuria Education Services Private Limited	8,715	0.01

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in



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xi.	Raghukul Trading Private Limited	34,98,027	4.95
	Total (Promoters)	4,36,75,468	61.82
	B. Public	2,69,74,597	38.18
	Total	7,06,50,065	100.00

2.3 Raghukul Trading Private Limited ("Raghukul") is a private limited unlisted company whose entire share capital is held by its promoters. It first acquired shares of Target Company on March 18, 2015 and from thereafter is being shown as part of promoter group of Target Company. The shareholding pattern of Raghukul is as under:

Sr. No.	Category of shareholder	Number of shares	% of shareholding
i.	Dr. Rajaram Jaipuria (HUF)	10	0.00
ii.	Shri Shishir Jaipuria (HUF)	10	0.00
iii.	Shri Saket Jaipuria	4,500	0.41
iv.	Shri Shishir Jaipuria	10,000	0.90
v.	Smt Anika Jaipuria	1,75,500	15.80
vi.	Shri Yash Jaipuria	1,80,000	16.20
vii.	Smt Sunita Jaipuria	1,80,000	16.20
viii.	Smt Suniti Devi Jaipuria	5,60,940	50.49
	Total	11,10,960	100.00

2.4 Smt Suniti Devi Jaipuria, Smt Sunita Jaipuria, Shri Yash Jaipuria, Shri Shishir Jaipuria and Shri Saket Jaipuria ("**transferor entities**"), part of promoter group of target company, intend to sell part of their shareholding in Target Company (aggregating to more than 5% of paid up equity share capital of Target Company) to Raghukul as inter-se Promoter Group Transfer. Transferor entities collectively hold 84.20% of the shareholding of Raghukul.

3. In view of above, you have sought interpretive letter from SEBI confirming, whether the proposed transaction of inter-se promoter group transfer of equity shares of Target Company, for more than 5% of the paid up share capital of Target Company in one financial year from transferor entities (each individually the seller) to Raghukul will qualify for exemption under Reg. 10(1)(a)(iii) of Takeover Regulations.
4. We have considered the submissions made by you in your letter under reference. Without necessarily agreeing with your analysis, our view is as under:

4.1 Although the proposed transaction would trigger open offer requirement under regulation 3 and 4 of the Takeover Regulations, it would qualify for exemption in terms of regulation 10(1)(a)(iii) of Takeover Regulations subject to compliance with conditions specified in the proviso to Regulations 10(1)(a) of Takeover Regulations, as the same



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would be a transfer between a company and persons holding not less than fifty per cent of the equity shares of such company.

5. The above position is based on the information furnished in your letter under reference. Different facts or conditions might lead to a different result. Further, this letter does not express a decision of the Board on the questions referred.
6. You may also note that the above views are expressed only with respect to the clarification sought in your letter under reference with respect to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and do not affect the applicability of any other law or requirements of any other SEBI Regulations, Guidelines and Circulars administered by SEBI or of the laws administered by any other authority.

Yours faithfully,

Amit Tandon