

SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

Regd. Office : 3-A, Barodawala Mansion, 81 Dr. Annie Besant Road

Worli, Mumbai - 400 018

Tel.: 24938687, 4362 5500, Fax No. 24974886

Email.: admin@danienterprises.co.in3rd December, 2012

To,
Securities and Exchange Board of India,
 Plot No. C4 - A, 'G' Block,
 Bandra Kurla Complex, Bandra (East),
 Mumbai- 400051
 Tel : +91-22-26449000 / 40459000
 Fax : +91-22-26449019-22 / 40459019-22

Dear Sir,

Sub: Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to inter-se transfer of 16,49,820 equity shares of the Target Company namely Asian Paints Limited from our holding Company viz. Geetanjali Trading and Investments Private Limited, through inter-se transfer route, the transaction which falls under Regulation 10(1)(a)(iii) of the aforesaid Regulations.

The applicable fee of Rs. 25,000/- is enclosed vide cheque no. 662850 dated 3rd December, 2012 drawn on HDFC Bank Limited, Fort Branch.

Also, enclosed are proof of filing reports under Regulation 10(5), 10(6) and 29(2) of the aforesaid regulations, for your reference.

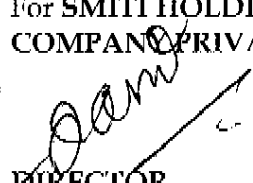
You are requested to take the above information on record.

Thanking you.

Yours truly,

For **SMITI HOLDING AND TRADING
 COMPANY PRIVATE LIMITED**

 IAD
 (F)


DIRECTOR

Enclosures: (i) Cheque No. 662850 dated 3rd December, 2012 drawn on HDFC Bank Limited, Fort Branch.

(ii) Enclosure I, II, III, IV - proof of filing reports under regulation 10(5), 10(6), and 29(2) respectively.

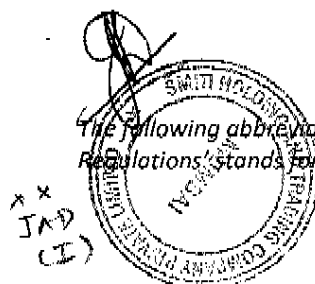
CC:

Asian Paints Limited, 6A ShantiNagar, Vakola Pipe Line, Santacruz (E), Mumbai - 400 055.	National Stock Exchange of India Ltd., Exchange Plaza Bandra Kurla Complex, Bandra (E), Mumbai- 400 051 Fax: 26598237 / 26598238	Bombay Stock Exchange Limited, P. J. Towers, Dalal Street, Fort, Mumbai- 400 001 Fax: 22722037/39/41/61 and 22721278
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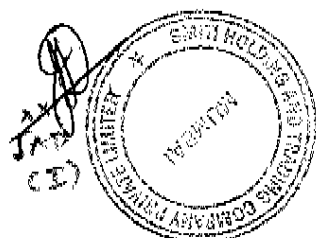
Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. General Details											
a. Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	<table border="1"> <tr> <td>Name</td><td>Smiti Holding and Trading Company Private Limited</td></tr> <tr> <td>Registered office address</td><td>3A, Barodawala Mansion, 81, Dr. Annie Besant Road, Worli, Mumbai- 400018</td></tr> <tr> <td>Telephone no.</td><td>022- 24938687</td></tr> <tr> <td>e-mail</td><td>admin@danienterprises.co.in</td></tr> <tr> <td>Contact person for correspondence</td><td>Mr. Jatin Ramesh Shah Telephone no.: 022 - 2493 8687, 4362 5500 Email id: Jatin.shah@danienterprises.co.in</td></tr> </table>	Name	Smiti Holding and Trading Company Private Limited	Registered office address	3A, Barodawala Mansion, 81, Dr. Annie Besant Road, Worli, Mumbai- 400018	Telephone no.	022- 24938687	e-mail	admin@danienterprises.co.in	Contact person for correspondence	Mr. Jatin Ramesh Shah Telephone no.: 022 - 2493 8687, 4362 5500 Email id: Jatin.shah@danienterprises.co.in
Name	Smiti Holding and Trading Company Private Limited										
Registered office address	3A, Barodawala Mansion, 81, Dr. Annie Besant Road, Worli, Mumbai- 400018										
Telephone no.	022- 24938687										
e-mail	admin@danienterprises.co.in										
Contact person for correspondence	Mr. Jatin Ramesh Shah Telephone no.: 022 - 2493 8687, 4362 5500 Email id: Jatin.shah@danienterprises.co.in										
b. Whether sender is the acquirer (Y/N)	Yes										
c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not applicable										
d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Mr. Jatin Ramesh Shah Telephone no.: 022 - 2493 8687, 4362 5500 Email id: Jatin.shah@danienterprises.co.in										
2. Compliance of Regulation 10(7)											
a. Date of report	03/12/2012										
b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes										
c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes. The applicable fee of Rs. 25, 000/- is enclosed via cheque no. 662850 dated 3 rd December, 2012 drawn on HDFC Bank Limited, Fort Branch.										
3. Compliance of Regulation 10(5)											
a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, atleast 4 working days before the date of the proposed acquisition.	Yes. Intimation was sent 4 working days prior to date of acquisition under Regulation 10(5). A Copy of the same is attached as Enclosure I.										
b. Date of report	19/11/2012										
4. Compliance of Regulation 10(6)											
a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes. Regulation 10(6) report has been filed with Stock Exchange within 4 working days from the date of acquisition. A Copy of the same is attached as Enclosure II.										
b. Date of report	26/11/2012										

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

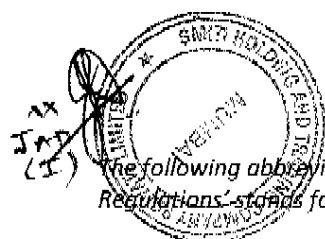


5.	Details of the Target Company														
	a.	Name & address of TC	ASIAN PAINTS LIMITED 6A, Shanti Nagar, Santacruz (East), Vakola, Mumbai- 400055												
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	National Stock Exchange Bombay Stock Exchange												
6.	Details of the acquisition														
	a.	Date of acquisition	23/11/2012												
	b.	Acquisition price per share (in Rs.)	16,49,820 equity shares @ Rs. 1133.31/- per share (at its cost of acquisition)												
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7)(whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(1), 3(2) and 3(3).												
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no& as a percentage of the total share/voting capital of the TC)(*)	<table> <tr> <th colspan="2">Before the acquisition</th><th colspan="2">After the acquisition</th></tr> <tr> <th>No. of Shares</th><th>% w.r.t total share capital /voting rights of TC</th><th>No. of Shares</th><th>% w.r.t total share capital /voting rights of TC</th></tr> <tr> <td></td><td></td><td></td><td></td></tr> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC				
Before the acquisition		After the acquisition													
No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC												
		Name(s) of the acquirer(s)(**) Smili Holding and Trading Company Private Limited and	3172060 3.307 4821880 5.027												
		#PACs (other than sellers)(*)	38315871 39.946 38315871 39.946###												
	e.	Shareholding of seller/s in TC (in terms of no: & as a percentage of the total share/voting capital of the TC) (*)	<table> <tr> <th colspan="2">Before the acquisition</th><th colspan="2">After the acquisition</th></tr> <tr> <th>No. of Shares</th><th>% w.r.t total share capital /voting rights of TC</th><th>No. of Shares</th><th>% w.r.t total share capital /voting rights of TC</th></tr> <tr> <td></td><td></td><td></td><td></td></tr> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC				
Before the acquisition		After the acquisition													
No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC												
		Name(s) of the seller(s) (**) Geetanjali Trading and Investments Private Limited	9148748 9.538 7498928 7.818												



The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

7.	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii)	
a.	Provide the names of the seller/s	Geetanjali Trading and Investments Private Limited
b.	Specify the relationship between the acquirer/s and the seller/s.	The transferee is wholly owned subsidiary of transferor Company. Thus, there exists a relationship of holding and subsidiary company between the transferee and transferor.
c.	Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations	The Transferee namely Smiti Holding and Trading Company Private Limited is wholly owned subsidiary of the its holding company viz. Geetanjali Trading and Investments Private Limited (Transferor). Thus, there exists a relationship of Holding and Subsidiary company between the Transferee and Transferor company. Since transferor ie. Geetanjali Trading and Investments Private Limited is transferring 1.720 % of its shareholding to its wholly owned Subsidiary Company, viz Smiti Holding and Trading Company Private Limited (Transferee), it satisfies the relationship of holding and subsidiary company as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations.
d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Bombay Stock Exchange- Rs. 3900.81/- National Stock Exchange- Rs. 3877.49/-
e.	If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	We confirm that the acquisition price per share is not higher by more than twenty five percent of the price.
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	19/11/2012



The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

h.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	<div>Yes, the acquirers hereby declare that both the transferor and transferee have complied with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.</div> <div>Proof of filing disclosures are enclosed as under:</div> <table><tr><td data-bbox="865 590 1174 695">Regulation 10(5), 10(6) of Takeover Regulations, 2011</td><td data-bbox="1174 590 1476 695">Enclosures I, II</td></tr><tr><td data-bbox="865 695 1174 796">Regulation 29(2) of Takeover Regulations, 2011</td><td data-bbox="1174 695 1476 796">Enclosures III, IV</td></tr></table>		Regulation 10(5), 10(6) of Takeover Regulations, 2011	Enclosures I, II	Regulation 29(2) of Takeover Regulations, 2011	Enclosures III, IV
Regulation 10(5), 10(6) of Takeover Regulations, 2011	Enclosures I, II						
Regulation 29(2) of Takeover Regulations, 2011	Enclosures III, IV						
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.	Yes, the acquirer do and hereby declare that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions have been duly complied with.					

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

- Please find enclosed shareholding details of pre/post transaction in case of promoter/promoter group/PAC as Annexure A.

Please Note that by virtue of this acquisition, the overall shareholding (pre & post- transaction) of the promoter/promoter group/PAC remains unchanged/intact; since, the said acquisition is an inter se transfer of shares amongst Holding Company and its wholly owned subsidiary pursuant to Sub-clause (iii) of Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Signature:

**For SMITI HOLDING AND TRADING
COMPANY PRIVATE LIMITED**

11
JAD
(F)

DIRECTOR

Date: 03/12/2012

Place: Mumbai

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

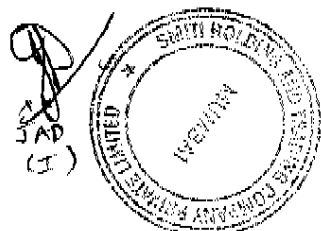
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SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

Annexure A

Shareholding details of "promoter and promoter Group" of Asian Paints Limited

Sr. No.	Name of the Shareholder	Pre- transaction		Post transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares	% w.r.t total share capital of TC
1	ABHAY ARVIND VAKIL	2845031	2.966	2845031	2.966
2	AMAR ARVIND VAKIL	1370617	1.429	1370617	1.429
3	AMI MANISH CHOKSI	47220	0.049	47220	0.049
4	AMRITA AMAR VAKIL	256668	0.268	256668	0.268
5	ANAY RUPEN CHOKSI	7775	0.008	7775	0.008
6	ASHA SUBHASH GUJARATHI	142340	0.148	142340	0.148
7	ASHAY ASHWIN CHOKSI	12538	0.013	12538	0.013
8	ASHISH ASHWIN CHOKSI	149946	0.156	149946	0.156
9	ASHWIN CHIMANLAL CHOKSI	78570	0.082	78570	0.082
10	ASHWIN RAMANLAL GANDHI	432579	0.451	432579	0.451
11	ASHWIN SURYAKANT DANI	209207	0.218	209207	0.218
12	ASTEROIDS TRADING & INVESTMENTS LTD.	1059353	1.104	1059353	1.104
13	BHAIRAVI ABHAY VAKIL	224700	0.234	224700	0.234
14	BINITA ASHISH CHOKSI	13170	0.014	13170	0.014
15	CASTEL INVESTMENT & INDUSTRIES PVT. LTD.	1545747	1.611	1545747	1.611
16	CENTAURUS TRADING & INVESTMENTS PVT. LTD.	729244	0.760	729244	0.760
17	CHANDANBEN CHHOTALAI SHAH	2000	0.002	2000	0.002
18	DANI FINLEASE LIMITED	1093	0.001	1093	0.001
19	DIPIKA AMAR VAKIL	225113	0.235	225113	0.235
20	DOLI TRADING & INVESTMENTS PVT. LTD.	936344	0.976	936344	0.976
21	DRUHI ASHISH CHOKSI	10000	0.010	10000	0.010
22	ELCID INVESTMENTS LTD.	2831386	2.952	2831386	2.952
23	ELF TRADING & CHEMICALS MANUFACTURING LTD	210816	0.220	210816	0.220
24	GUJARAT ORGANICS LTD.	2281073	2.378	2281073	2.378
25	HASIT ASHWIN DANI	400480	0.418	400480	0.418
26	HIREN ASHWIN GANDHI	158195	0.165	158195	0.165
27	HIREN HOLDINGS PVT. LTD.	59640	0.062	59640	0.062
28	INA ASHWIN DANI	51592	0.054	51592	0.054
29	ISHWARA HASIT DANI	41071	0.043	41071	0.043
30	ISHWARA HOLDING & TRADING CO. PVT. LTD.	129000	0.134	129000	0.134
31	ISIS HOLDING & TRADING CO. PVT. LTD.	3172060	3.307	3172060	3.307
32	JALADHAR INVESTMENTS & TRADING CO. PVT. LTD.	1242825	1.296	1242825	1.296
33	JALAJ ASHWIN DANI	280020	0.292	280020	0.292
34	JALAJ TRADING & INVESTMENT CO. PVT. LTD.	1055162	1.100	1055162	1.100
35	JIGISH SHAILESH CHOKSI	199518	0.208	199518	0.208
36	LAMBODAR INVESTMENTS & TRADING CO. LTD.	601513	0.627	601513	0.627
37	LYON INVESTMENT & INDUSTRIES PVT. LTD.	1434206	1.495	1434206	1.495
38	MAHENDRA CHIMANLAL CHOKSI	219618	0.229	219618	0.229
39	MALAV ASHWIN DANI	330551	0.345	330551	0.345
40	MANISH MAHENDRA CHOKSI	238854	0.249	238854	0.249
41	MARGI RUPEN CHOKSI	10550	0.011	10550	0.011
42	MEGHNA SATYEN GANDHI	7500	0.008	7500	0.008
43	MITSU ASHWIN DAMANI	5000	0.005	5000	0.005
44	MUDIT JALAJ DANI	15830	0.017	15830	0.017
45	MURAHAR INVESTMENTS & TRADING CO. LTD.	574367	0.599	574367	0.599
46	NEHAL ABHAY VAKIL	237128	0.247	237128	0.247
47	NEHAL TRADING & INVESTMENTS PVT. LTD.	1087753	1.134	1087753	1.134
48	NYSHA RUPEN CHOKSI	5000	0.005	5000	0.005
49	OMEGA PROPERTIES PVT. LTD.	336375	0.351	336375	0.351
50	PADINHARAPATTU PANDATH BALAKRISHNAN	12350	0.013	12350	0.013



51	PRAFULLIKA SHAILESH CHOKSI	214256	0.223	214256	0.223
52	RHEA MANISH CHOKSI	70200	0.073	70200	0.073
53	RICHA MANISH CHOKSI	18045	0.019	18045	0.019
54	RITA MAHENDRA CHOKSI	98000	0.102	98000	0.102
55	RUPAL ANANT BHAT	192377	0.201	192377	0.201
56	RUPEN ASHWIN CHOKSI	92859	0.097	92859	0.097
57	RUPEN INVESTMENT & INDUSTRIES PVT. LTD.	1874280	1.954	1874280	1.954
58	S. C. DANI RESEARCH FOUNDATION PVT. LTD.	25362	0.026	25362	0.026
59	SADAVANI INVESTMENTS & TRADING CO. PVT. LTD.	4320	0.005	4320	0.005
60	SAPAN INVESTMENTS PVT. LTD.	4320	0.005	4320	0.005
61	SATYADHARMA INVESTMENTS & TRADING CO. PVT. LTD.	1833428	1.911	1833428	1.911
62	SATYEN ASHWIN GANDHI	160638	0.167	160638	0.167
63	SHAILESH CHIMANLAL CHOKSI	434090	0.453	434090	0.453
64	SHUBHALAKSHI HASIT DANI	5950	0.006	5950	0.006
65	SMITI JALAJ DANI	13781	0.014	13781	0.014
66	SUDHANAVA INVESTMENTS & TRADING CO. PVT. LTD.	1861226	1.940	1861226	1.940
67	SUPRASAD INVESTMENTS & TRADING CO. PVT. LTD.	15716	0.016	15716	0.016
68	SUPTASWAR INVESTMENTS & TRADING CO. LTD.	655831	0.684	655831	0.684
69	TRU TRADING & INVESTMENTS PVT. LTD.	1217650	1.269	1217650	1.269
70	UNNATI TRADING & INVESTMENTS PVT. LTD.	1024760	1.068	1024760	1.068
71	URVASHI ASHWIN CHOKSI	83811	0.087	83811	0.087
72	VAIBHAVI HIREN GANDHI	7500	0.008	7500	0.008
73	VARUN AMAR VAKIL	223559	0.233	223559	0.233
74	VIKATMEV CONTAINERS LTD.	4320	0.005	4320	0.005
75	VISHAL SHAILESH CHOKSI	295122	0.308	295122	0.308
76	VITA JALAJ DANI	43106	0.045	43106	0.045
77	VIVEK ABHAY VAKIL	312676	0.326	312676	0.326
TOTAL		38315871	39.946	38315871	39.946

For SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

AX
JAD
(F)

DIRECTOR

