

Varroc Engineering Limited

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CIN: L28920MH1988PLC047335



August 10, 2019

To,

(1) The Manager – Listing
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051

(2) The Manager - Listing
The Corporate Relation Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

NSE Symbol: VARROC

BSE Security Code: 541578

Security ID: VARROC

Dear Sir/Madam,

Sub: Acquisition of 74% stake in CarlQ Technologies Private Limited

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per the captioned subject, we wish to inform you that Board of Directors of the Company at their meeting held on August 9, 2019, approved the execution of Share Purchase Agreement for initial acquisition of 74% equity stake in the Pune - based CarlQ Technologies Private Limited.

Details of the proposed acquisition, pursuant to the Regulation 30 of SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given as under:

SL No.	Particulars	Details
a)	Name of the target entity	CarlQ Technologies Private Limited (CIN: U74900PN2013PTC145967) ("CarlQ")
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	The acquisition does not fall within related party transactions and none of Company's promoter / promoter group / group companies have any interest in the transaction.
c)	Industry to which the entity being acquired belongs	Information technology (Computer programming, consultancy related activities and Artificial Intelligence related to Auto Industry)
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This transaction will complement Company's connected vehicle product offerings such as instrument clusters, telematic devices and other data based analytical product offerings.



**Continuation Sheet**

SL No.	Particulars	Details
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approvals are required for this acquisition.
f)	Indicative time period for completion of the acquisition	On or before August 31, 2019 or such other date as may be mutually agreed between the Parties
g)	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
h)	Cost of acquisition or the price at which the shares are acquired	Rs.19.24 Crores
i)	Percentage of shareholding / control acquired and / or number of shares acquired	74% Equity stake on fully diluted basis
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	CarlQ is a Indian start-up Company incorporated on January 11, 2013, engaged in the business of providing integrated connected vehicle solutions to OEMs, fleet owners and insurance companies. CarlQ's proprietary solution is a seamless combination of hardware, software and IoT platform that enables safer driving, optimising uptime and personal and commercial mobility. Its data analytics platform helps gather engineering data from a car and convert it into a useful format for vehicle users, OEMs, fleet owners and Insurance Companies. Turnover of the CarlQ for last 3 years is as follows: FY 2018-19: Rs.132.1 million FY 2017-18: Rs.16.8 million. FY2016-17: Rs.38.2 million

Kindly take the above information on record and note the compliance.

Thanking you,

Yours faithfully,

For Varroc Engineering Limited

Rakesh Darji

Company Secretary & Compliance Officer

