

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Vaibhav Global Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: 1. Sonymike's Holdings Limited PAC with the Acquirer: 1. Reegnus Exim Private Limited 2. STP Exim Private Limited 3. Brett Plastics Private Limited 4. Shivram Global Private Limited 5. Krishkin Impex Private Ltd. 6. Sunil Agrawal 7. Sheela Agrawal 8. Deepti Agrawal 9. Sanjeev Agrawal 10. Shefali Agarwal 11. Neil Agrawal 12. Nirmal Kumar Bardiya 13. Kusum Bardiya 14. Rahimullah		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited 2. National Stock Exchange of India Limited 3. Luxembourg Stock Exchange (GDRs Listed)		
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/disposal under consideration, holding of :			
a) Shares carrying voting rights (All Promoter / Promoter Group)	1,52,78,383	60.03%#	47.15%##

b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	2,82,472 (included in sub-clause(a))	1.11% [#] (included in sub-clause(a))	0.87% ^{##} (included in sub-clause(a))
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 (non voting Global Depository Receipts)	69,50,000 Equity Shares issued to the custodian with respect to 6,95,000 GDRs	NA	21.45% ^{##}
e) Total (a+b+c+d)	2,22,28,383	60.03%	68.60%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	-	-	-
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (3,00,000 Global Depository Receipts) acquired/sold	30,00,000 Equity Shares on conversion of 3,00,000 GDRs held by Sonymike's Holdings Limited	10.54% [#] (Please refer to Note 2)	9.26% ^{##}
d) Shares encumbered / invoked/released by the acquirer.	-	-	-
e) Total (a+b+c+/-d)	30,00,000	10.54%	9.26%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights (All Promoter / Promoter Group)	1,82,78,383	64.24% [#] (Please refer to Note 2)	56.41% ^{##}

b) Shares encumbered with the acquirer	282,472 (included in sub-clause(a))	0.99% [#] (included in sub-clause(a))	0.87% ^{##} (included in sub-clause(a))
c) VRs 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 (Non-voting Global Depository Receipts) after acquisition	39,50,000 Equity Shares issued to the custodian with respect to 3,95,000 GDRs	NA	12.19% ^{##}
e) Total (a+b+c+d)	2,22,28,383	64.24%	68.60%
Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Conversion of 3,00,000 GDRs into 30,00,000 Equity Shares (1GDR = 10 Equity Shares)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	23 rd April, 2015		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	2,54,52,383 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	2,84,52,383 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition/ sale	3,24,02,383 Equity Shares		

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.

(**) 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.

(#) This has been computed by dividing the number of Equity Shares held by the promoters by the total share capital which does not include Equity Shares issued to the custodian on account of the Global Depository Receipts ("GDR").

(##) This has been computed by dividing the number of Equity Shares held by the promoters by the total share capital which include Equity Shares issued to the custodian on account of the GDRs.

Note 1: In terms of Regulation 29(2) of the Takeover Regulations, a disclosure is required for a transaction which results in a change of 2% or more of the total voting share capital since the last disclosure made under Regulation 29(2). This disclosure is being made on account of the conversion of 3,00,000 GDRs into 30,00,000 Equity Shares carrying voting rights of the Target Company by Sonymike's Holdings Limited which has resulted in a change of the promoter shareholding from 60.03% to 64.24% from the date of the last disclosure made under regulation 29(2). The increase in collective shareholding of the promoters and PAC upon conversion of the GDRs from 60.03% to 64.24% is within the 5% creeping limit available under Regulation 3(2) of the Takeover Regulations.

Note 2: This has been computed by dividing the number of Equity Shares acquired by the total voting share capital of 2,84,52,383 Equity Shares which (i) includes 30,00,000 Equity Shares issued to Sonymike's Holdings Limited on account of conversion of GDRs; and (ii) does not include 39,50,000 Equity Shares issued to the custodian on account of the GDRs.

For Sonymike's Holdings Limited



Director

Place: Austin

Date: 23rd April, 2015