

COMPARISON OF LEGAL TEXT OF OPEN OFFER AND ITS RELATED PROVISION OF SEBI (SAST) REGULATIONS, 1997 AND SEBI (SAST) REGULATIONS, 2011

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
Regulation 10- Acquisition of fifteen per cent or more of the shares or voting rights of any company	Regulation 3(1) - Acquisition of shares
No acquirer shall acquire shares or voting rights which (taken together with shares or voting rights, if any, held by him or by persons acting in concert with him), entitle such acquirer to exercise fifteen per cent or more of the voting rights in a company, unless such acquirer makes a public announcement to acquire shares of such company in accordance with the regulations.	No acquirer shall acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise twenty-five per cent or more of the voting rights in such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.
Regulation 11 - Consolidation of holdings	Regulation 3(2) - Acquisition of shares
<p>(1) No acquirer who, together with persons acting in concert with him, has acquired, in accordance with the provisions of law, 15 per cent or more but less than fifty five per cent (55%) of the shares or voting rights in a company, shall acquire, either by himself or through or with persons acting in concert with him, additional shares or voting rights entitling him to exercise more than 5% of the voting rights, with post acquisition shareholding or voting rights not exceeding fifty five per cent., in any financial year ending on 31st March unless such acquirer makes a public announcement to acquire shares in accordance with the regulations.</p> <p>(2) No acquirer, who together with persons acting in concert with him holds, fifty-five per cent (55%) or more but less than seventy-five per cent (75%) of the shares or voting rights in a target company, shall acquire either by himself or through or with persons acting in concert with him any additional shares entitling him to exercise voting rights or voting rights therein, unless he makes a public</p>	<p>No acquirer, who together with persons acting in concert with him, has acquired and holds in accordance with these regulations shares or voting rights in a target company entitling them to exercise twenty-five per cent or more of the voting rights in the target company but less than the maximum permissible non-public shareholding, shall acquire within any financial year additional shares or voting rights in such target company entitling them to exercise more than five per cent of the voting rights, unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations:</p> <p>Provided that such acquirer shall not be entitled to acquire or enter into any agreement to acquire shares or voting rights exceeding such number of shares as would take the aggregate shareholding pursuant to the acquisition above the maximum permissible non-public shareholding.</p> <p>Explanation.— For purposes of determining the quantum of acquisition of additional voting rights under this sub-regulation,—</p> <p>(i) gross acquisitions alone shall be taken into</p>

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<p>announcement to acquire shares in accordance with these Regulations: Provided that in a case where the target company had obtained listing of its shares by making an offer of at least ten per cent (10%) of issue size to the public in terms of clause (b) of sub-rule (2) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, or in terms of any relaxation granted from strict enforcement of the said rule, this sub-regulation shall apply as if for the words and figures 'seventy-five per cent (75%)', the words and figures ninety per cent (90%)' were substituted. Provided further that such acquirer may, notwithstanding the acquisition made under regulation 10 or sub-regulation (1) of regulation 11, without making a public announcement under these Regulations, acquire, either by himself or through or with persons acting in concert with him, additional shares or voting rights entitling him upto five per cent. (5%) voting rights in the target company subject to the following:- (i) the acquisition is made through open market purchase in normal segment on the stock exchange but not through bulk deal /block deal/ negotiated deal/ preferential allotment; or the increase in the shareholding or voting rights of the acquirer is pursuant to a buyback of shares by the target company; (ii) the post acquisition shareholding of the acquirer together with persons acting in concert with him shall not increase beyond seventy five per cent.(75%).</p> <p>(2A) Where an acquirer who (together with persons acting in concert with him) holds fifty-five per cent (55%) or more but less than seventy-five per cent (75%) of the shares or voting rights in a target company, is desirous of consolidating his holding while ensuring that the public shareholding in the target company does not fall below the minimum level permitted by the Listing Agreement, he</p>	<p>account regardless of any intermittent fall in shareholding or voting rights whether owing to disposal of shares held or dilution of voting rights owing to fresh issue of shares by the target company.</p> <p>(ii) in the case of acquisition of shares by way of issue of new shares by the target company or where the target company has made an issue of new shares in any given financial year, the difference between the pre allotment and the post-allotment percentage voting rights shall be regarded as the quantum of additional acquisition .</p>

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<p>may do so by making a public announcement in accordance with these regulations: Provided that in a case where the target company had obtained listing of its shares by making an offer of at least ten per cent (10%) of issue size to the public in terms of clause (b) of sub-rule (2) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, or in terms of any relaxation granted from strict enforcement of the said rule, this sub-regulation shall apply as if for the words and figures seventy-five per cent (75%)', the words and figures ninety per cent (90%)' were substituted.</p>	
<p>(3) Notwithstanding anything contained in regulations 10, 11 and 12, in case of disinvestment of a Public Sector Undertaking, an acquirer who together with persons acting in concert with him, has made a public announcement, shall not be required to make another public announcement at the subsequent stage of further acquisition of shares or voting rights or control of the Public Sector Undertaking provided:— (i) both the acquirer and the seller are the same at all the stages of acquisition, and (ii) disclosures regarding all the stages of acquisition, if any, are made in the letter of offer issued in terms of regulation 18 and in the first public announcement.</p>	<p>10. (1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefore,— 10(1)(c) acquisitions at subsequent stages, by an acquirer who has made a public announcement of an open offer for acquiring shares pursuant to an agreement of disinvestment, as contemplated in such agreement: Provided that,— (i) both the acquirer and the seller are the same at all the stages of acquisition; and (ii) full disclosures of all the subsequent stages of acquisition, if any, have been made in the public announcement of the open offer and in the letter of offer.</p>
	<p>Regulation 5- Indirect acquisition of shares or control</p>
<p>Explanation.—For the purposes of regulation 10 and regulation 11, acquisition shall mean and include,— (a) direct acquisition in a listed company to which the regulations apply; (b) indirect acquisition by virtue of acquisition of companies, whether listed or unlisted, whether in India or abroad.</p>	<p>(1) For the purposes of regulation 3 and regulation 4, acquisition of shares or voting rights in, or control over, any company or other entity, that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in, or control over, a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, shall be</p>

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	considered as an indirect acquisition of shares or voting rights in, or control over the target company.
	<p>(2) Notwithstanding anything contained in these regulations, in the case of an indirect acquisition attracting the provisions of sub-regulation (1) where,—</p> <p>(a) the proportionate net asset value of the target company as a percentage of the consolidated net asset value of the entity or business being acquired;</p> <p>(b) the proportionate sales turnover of the target company as a percentage of the consolidated sales turnover of the entity or business being acquired; or</p> <p>(c) the proportionate market capitalisation of the target company as a percentage of the enterprise value for the entity or business being acquired; is in excess of eighty per cent, on the basis of the most recent audited annual financial statements, such indirect acquisition shall be regarded as a direct acquisition of the target company for all purposes of these regulations including without limitation, the obligations relating to timing, pricing and other compliance requirements for the open offer.</p> <p>Explanation.— For the purposes of computing the percentage referred to in clause (c) of this sub-regulation, the market capitalisation of the target company shall be taken into account on the basis of the volume-weighted average market price of such shares on the stock exchange for a period of sixty trading days preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.</p>
Regulation 12- Acquisition of control over a company	Regulation 4- Acquisition of Control
Irrespective of whether or not there has been any acquisition of shares or voting rights in a company, no acquirer shall acquire control over the target company, unless such person makes a public announcement to acquire shares and	Irrespective of acquisition or holding of shares or voting rights in a target company, no acquirer shall acquire, directly or indirectly, control over such target company unless the acquirer makes a public announcement of an open offer for

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<p>acquires such shares in accordance with the regulations:</p> <p>Provided that nothing contained herein shall apply to any change in control which takes place in pursuance to a special resolution passed by the shareholders in a general meeting :</p> <p>Provided further that for passing of the special resolution facility of voting through postal ballot as specified under the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 shall also be provided.</p> <p>Explanation.—For the purposes of this regulation, acquisition shall include direct or indirect acquisition of control of target company by virtue of acquisition of companies, whether listed or unlisted and whether in India or abroad.</p>	<p>acquiring shares of such target company in accordance with these regulations.</p>
Regulation 13- Appointment of a merchant banker	Regulation 12- Manager to the Open Offer
<p>Before making any public announcement of offer referred to in regulation 10 or regulation 11 or regulation 12, the acquirer shall appoint a merchant banker in Category I holding a certificate of registration granted by the Board, who is not an associate of or group of the acquirer or the target company.</p>	<p>(1) Prior to making a public announcement, the acquirer shall appoint a merchant banker registered with the Board, who is not an associate of the acquirer, as the manager to the open offer.</p> <p>Explanation— For the purposes of this regulation the term “associate” has the same meaning as in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.</p> <p>(2) The public announcement of the open offer for acquiring shares required under these regulations shall be made by the acquirer through such manager to the open offer.</p>
Regulation 14- Timing of the public announcement of offer	Regulation 13- Timing
<p>(1) The public announcement referred to in regulation 10 or regulation 11 shall be made by the merchant banker not later than four working days of entering into an agreement for acquisition of shares or voting rights or deciding to acquire shares or voting rights exceeding the respective percentage specified therein:</p>	<p>(1) The public announcement referred to in regulation 3 and regulation 4 shall be made in accordance with regulation 14 and regulation 15, on the date of agreeing to acquire shares or voting rights in, or control over the target company.</p>
	<p>(2) Such public announcement,—</p>

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	(a) in the case of market purchases shall be made prior to placement of the purchase order with the stock broker to acquire the shares that would take the entitlement to voting rights beyond the stipulated thresholds;
14(1) Provided that in case of disinvestment of a Public Sector Undertaking, the public announcement shall be made by the merchant banker not later than 4 working days of the acquirer executing the Share Purchase Agreement or Shareholders Agreement with the Central Government or the State Government as the case may be, for the acquisition of shares or voting rights exceeding the percentage of shareholding referred to in regulation 10 or regulation 11 or the transfer of control over a target Public Sector Undertaking.	(2) Such public announcement,— (d) Pursuant to a disinvestment shall be made on the same day as the date of executing the agreement for acquisition of shares or voting rights in or control over the target company.
(2) In the case of an acquirer acquiring securities, including Global Depository Receipts or American Depository Receipts which, when taken together with the voting rights, if any already held by him or persons acting in concert with him, would entitle him to voting rights, exceeding the percentage specified in regulation 10 or regulation 11, the public announcement referred to in sub-regulation (1) shall be made not later than four working days before he acquires voting rights on such securities upon conversion, or exercise of option, as the case may be 3. Provided that in case of American Depository Receipts or Global Depository Receipts entitling the holder thereof to exercise voting rights in excess of percentage specified in regulation 10 or regulation 11, on the shares underlying such depository receipts, public announcement shall be made within four working days of acquisition of such depository receipts.	(2) Such public announcement,— (b) pursuant to an acquirer acquiring shares or voting rights in, or control over the target company upon converting convertible securities without a fixed date of conversion or upon conversion of depository receipts for the underlying shares of the target company shall be made on the same day as the date of exercise of the option to convert such securities into shares of the target company. (c) pursuant to an acquirer acquiring shares or voting rights in, or control over the target company upon conversion of convertible securities with a fixed date of conversion shall be made on the second business day preceding the scheduled date of conversion of such securities into shares of the target company.
(3) The public announcement referred to in regulation 12 shall be made by the merchant banker not later than four working days after any such change or changes are decided to	(1) The public announcement referred to in regulation 3 and regulation 4 shall be made in accordance with regulation 14 and regulation 15, on the date of agreeing to acquire shares

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be made as would result in the acquisition of control over the target company by the acquirer.	or voting rights in, or control over the target company.
(4) In case of indirect acquisition or change in control, a public announcement shall be made by the acquirer within three months of consummation of such acquisition or change in control or restructuring of the parent or the company holding shares of or control over the target company in India.	(2) Such public announcement,— (e) in the case of indirect acquisition of shares or voting rights in, or control over the target company where none of the parameters referred to in sub-regulation (2) of regulation 5 are met, may be made at any time within four working days from the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain;
	(2) Such public announcement,— (f) in the case of indirect acquisition of shares or voting rights in, or control over the target company where any of the parameters referred to in sub-regulation (2) of regulation 5 are met shall be made on the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain;
	(2) Such public announcement,— (g) Pursuant to an acquirer acquiring shares or voting rights in, or control over the target company, under preferential issue, shall be made on the date on which special resolution is passed for allotment of shares under sub-section (1A) of section 81 of the Companies Act, 1956;
	(2) Such public announcement,— (h) The public announcement pursuant to an increase in voting rights consequential to a buy-back not qualifying for exemption under regulation 10, shall be made not later than the ninetieth day from the date of such increase in the voting rights beyond the relevant threshold stipulated in regulation 3.
	(2) Such public announcement,— (i) the public announcement pursuant to any acquisition of shares or voting rights in or control over the target company where the specific date on which title to such shares, voting rights or control is acquired is beyond the control of the

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	acquirer, shall be made not later than two working days from the date of receipt of intimation of having acquired such title.
	(3) The public announcement made under regulation 6 shall be made on the same day as the date on which the acquirer takes the decision to voluntarily make a public announcement of an open offer for acquiring shares of the target company.
	(4) Pursuant to the public announcement made under sub-regulation (1) and sub regulation (3), a detailed public statement shall be published by the acquirer through the manager to the open offer in accordance with regulation 14 and regulation 15, not later than five working days of the public announcement: Provided that the detailed public statement pursuant to a public announcement made under clause (e) of sub-regulation (2) shall be made not later than five working days of the completion of the primary acquisition of shares or voting rights in, or control over the company or entity holding shares or voting rights in, or control over the target company. <i>Explanation.</i> — It is clarified that in the event the acquirer does not succeed in acquiring the ability to exercise or direct the exercise of voting rights in, or control over the target company, the acquirer shall not be required to make a detailed public statement of an open offer for acquiring shares under these regulations.
Regulation 15- Public announcement of offer	Regulation 14- Publication
Short Public Announcement	Short Public Announcement
No Provision	<p>(1) The public announcement shall be sent to all the stock exchanges on which the shares of the target company are listed, and the stock exchanges shall forthwith disseminate such information to the public.</p> <p>(2) A copy of the public announcement shall be sent to the Board and to the target company at its registered office within one business day of the date of the public announcement.</p>

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(1) The public announcement to be made under regulation 10 or 11 or 12 shall be made in all editions of one English national daily with wide circulation, one Hindi national daily with wide circulation and a regional language daily with wide circulation at the place where the registered office of the target company is situated and at the place of the stock exchange where the shares of the target company are most frequently traded.	(3) The detailed public statement pursuant to the public announcement referred to in sub-regulation (4) of regulation 13 shall be published in all editions of any one English national daily with wide circulation, any one Hindi national daily with wide circulation, and any one regional language daily with wide circulation at the place where the registered office of the target company is situated and one regional language daily at the place of the stock exchange where the maximum volume of trading in the shares of the target company are recorded during the sixty trading days preceding the date of the public announcement.
(2) Simultaneously with publication of the public announcement in the newspaper in terms of sub-regulation (1), a copy of the public announcement shall be, (i) submitted to the Board through the merchant banker, (ii) sent to all the stock exchanges on which the shares of the company are listed for being notified on the notice board, (iii) sent to the target company at its registered office for being placed before the Board of Directors of the company.	(4) Simultaneously with publication of such detailed public statement in the newspapers, a copy of the same shall be sent to,— (i) the Board through the manager to the open offer; (ii) all the stock exchanges on which the shares of the target company are listed, and the stock exchanges shall forthwith disseminate such information to the public; (iii) the target company at its registered office, and the target company shall forthwith circulate it to the members of its board.
(3) Deleted	
(4) The offer under these regulations shall be deemed to have been made on the date on which the public announcement has appeared in any of the newspapers referred to in sub-regulation (1).	
Regulation 16- Contents of the public announcement of offer	Regulation 15- Content
The public announcement referred to in regulations 10 or 11 or 12 shall contain the following particulars, namely:— i. the paid-up share capital of the target company, the number of fully paid-up and partly paid-up shares;	(1) The public announcement shall contain such information as may be specified, including the following,— (a) name and identity of the acquirer and persons acting in concert with him; (b) name and identity of the sellers, if any;

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<ul style="list-style-type: none"> ii. the total number and percentage of shares proposed to be acquired from the public, subject to a minimum as specified in sub-regulation (1) of regulation 21; iii. the minimum offer price for each fully paid-up or partly paid-up share; iv. mode of payment of consideration; v. the identity of the acquirer(s) and in case the acquirer is a company or companies, the identity of the promoters and, or the persons having control over such company(ies) and the group, if any, to which the company(ies) belong; vi. the existing holding, if any, of the acquirer in the shares of the target company, including holdings of persons acting in concert with him; (via) the existing shareholding, if any, of the merchant banker in the target company; vii. the salient features of the agreement, if any, such as the date, the name of the seller, the price at which the shares are being acquired, the manner of payment of the consideration and the number and percentage of shares in respect of which the acquirer has entered into the agreement to acquire the shares or the consideration, monetary or otherwise, for the acquisition of control over the target company, as the case may be; viii. the highest and the average price paid by the acquirer or persons acting in concert with him for acquisition, if any, of shares of the target company made by him during the twelve months period prior to the date of public announcement; ix. the object and purpose of the acquisition of the shares and future plans, if any, of the acquirer for the target company, including disclosures whether the acquirer proposes to dispose of or otherwise encumber any assets of the target company in the succeeding two years 	<ul style="list-style-type: none"> (c) nature of the proposed acquisition such as purchase of shares or allotment of shares, or any other means of acquisition of shares or voting rights in, or control over the target company; (d) the consideration for the proposed acquisition that attracted the obligation to make an open offer for acquiring shares, and the price per share, if any; (e) the offer price, and mode of payment of consideration; and (f) offer size, and conditions as to minimum level of acceptances, if any.

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<p>except in the ordinary course of business of the target company: Provided that where the future plans are set out, the public announcement shall also set out how the acquirers propose to implement such future plans:</p> <p>Provided further that the acquirer shall not sell, dispose of or otherwise encumber any substantial asset of the target company except with the prior approval of the shareholders;</p> <p>(ixa) an undertaking that the acquirer shall not sell, dispose of or otherwise encumber any substantial asset of the target company except with the prior approval of the shareholders;</p> <p>x. the specified date as mentioned in regulation 19;</p> <p>xi. the date by which individual letters of offer would be posted to each of the shareholders;</p> <p>xii. the date of opening and closure of the offer and the manner in which and the date by which the acceptance or rejection of the offer would be communicated to the shareholders;</p> <p>xiii. the date by which the payment of consideration would be made for the shares in respect of which the offer has been accepted;</p> <p>xiv. disclosure to the effect that firm arrangement for financial resources required to implement the offer is already in place, including details regarding the sources of the funds whether domestic, i.e., from banks, financial institutions or otherwise or foreign, i.e., from Non-Resident Indians or otherwise;</p> <p>xv. provision for acceptance of the offer by person(s) who own the shares but are not the registered holders of such shares;</p> <p>xvi. statutory approvals, if any, required to be obtained for the purpose of acquiring the</p>	

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<p>shares under the Companies Act, 1956 (1 of 1956), the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969), the Foreign Exchange Regulation Act, 1973 (46 of 1973), and/or any other applicable laws;</p> <p>xvii. approvals of banks or financial institutions required, if any;</p> <p>xviii. whether the offer is subject to a minimum level of acceptances from the shareholders; and</p>	
<p>16(IX) such other information as is essential for the shareholders to make an informed decision in regard to the offer.</p>	<p>(2) The detailed public statement pursuant to the public announcement shall contain such information as may be specified in order to enable shareholders to make an informed decision with reference to the open offer.</p>
Regulation 17-Brochures, advertising material, etc.	Regulation 15- Content
<p>The public announcement of the offer or any other advertisement, circular, brochure, publicity material or letter of offer issued in relation to the acquisition of shares shall not contain any misleading information.</p>	<p>(3) The public announcement of the open offer, the detailed public statement, and any other statement, advertisement, circular, brochure, publicity material or letter of offer issued in relation to the acquisition of shares under these regulations shall not omit any relevant information, or contain any misleading information.</p>
Regulation 18- Submission of letter of offer to the Board	Regulation 16- Filing of letter of offer with the Board
<p>(1) Within fourteen days from the date of public announcement made under regulation 10, 11 or 12 as the case may be, the acquirer shall, through its merchant banker, file with the Board, the draft of the letter of offer containing disclosures as specified by the Board.</p>	<p>(1) Within five business days from the date of the detailed public statement made under sub-regulation (4) of regulation 13, the acquirer shall, through the manager to the open offer, file with the Board, a draft of the letter of offer containing such information as may be specified along with a non-refundable fee as per the following scale by way of a banker's cheque or demand draft payable in Mumbai in favour of the Board,—</p>
<p>(3) The acquirer shall, while filing the draft letter of offer with the Board under sub-regulation (1), pay a fee as mentioned in the following table, by bankers' cheque or demand draft drawn in favour of the 'Securities and Board of India', payable at Mumbai:</p>	

SEBI (SAST) Regulations, 1997

Offer size	Fee (Rs.)
Less than or equal to ten crore rupees	One lakh rupees (Rs. 1,00,000)
More than ten crore rupees, but less than or equal to one thousand crore rupees	0.125 per cent of the offer size
More than one thousand crore rupees, but less than or equal to five thousand crore rupees.	One crore twenty five lakh rupees (Rs. 1,25,00,000) plus 0.03125 per cent of the portion of the offer size in excess of one thousand crore rupees (Rs. 1000,00,00,000).
More than five thousand crore rupees.	A flat charge of three crore rupees (Rs. 3,00,00,000).

Exchange

(2) The letter of offer shall be despatched to the shareholders not earlier than 21 days from its submission to the Board under sub-regulation (1):
Provided that if, within 21 days from the date of submission of the letter of offer, the Board specifies changes, if any, in the letter of offer (without being under any obligation to do so, the merchant banker and the acquirer shall carry out such changes before the letter of offer is despatched to the shareholders :

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Consideration payable under the Open Offer	Fee (Rs.)
Upto ten crore rupees	One Lakh twenty five thousands rupees (Rs.1,25,000)
More than ten crores rupees, but less than or equal to one thousand crore rupees	One Lakh twenty five thousand rupees (Rs.1,25,000) plus 0.025 percent of the portion of the offer size in excess of ten crore rupees (Rs.10,00,00,000)
More than one thousand crore rupees, but less than or equal to five thousand crore rupees	One crore twenty five lakh rupees (Rs.1,25,00,000) plus 0.03125 percent of the portion of the offer size in excess of one thousand crore rupees (Rs.1000,00,00,000)
More than five Thousand crore rupees	Two crore fifty lakh rupees (Rs.2,50,00,000) plus 0.01 percent of the portion of the offer size in excess of five thousand crore rupees (Rs.5000,00,00,000), subject to a maximum of three crore rupees (Rs.3,00,00,000)

(4) The Board shall give its comments on the draft letter of offer as expeditiously as possible but not later than fifteen working days of the receipt of the draft letter of offer and in the event of no comments being issued by the Board within such period, it shall be deemed that the Board does not have comments to offer.
Provided that in the event the Board has sought clarifications or additional information from the manager to the open offer, the

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<p>Provided further that if the disclosures in the draft letter of offer are inadequate or the Board has received any complaint or has initiated any enquiry or investigation in respect of the public offer, the Board may call for revised letter of offer with or without rescheduling the date of opening or closing of the offer and may offer its comments to the revised letter of offer within seven working days of filing of such revised letter of offer.</p>	<p>period for issuance of comments shall be extended to the fifth working day from the date of receipt of satisfactory reply to the clarification or additional information sought. Provided that in the event the Board specifies any changes, the manager to the open offer and the acquirer shall carry out such changes in the letter of offer before it is dispatched to the shareholders.</p> <p>(6) In the event the disclosures in the draft letter of offer are inadequate the Board may call for a revised letter of offer and shall deal with the revised letter of offer in accordance with sub-regulation (4).</p>
	<p>(2) The consideration payable under the open offer shall be calculated at the offer price, assuming full acceptance of the open offer, and in the event the open offer is subject to differential pricing, shall be computed at the highest offer price, irrespective of manner of payment of the consideration. Provided that in the event of consideration payable under the open offer being enhanced owing to a revision to the offer price or offer size the fees payable shall stand revised accordingly, and shall be paid within five business days from the date of such revision.</p>
	<p>(3) The manager to the open offer shall provide soft copies of the public announcement, the detailed public statement and the draft letter of offer in accordance with such specifications as may be specified, and the Board shall upload the same on its website.</p>
	<p>(5) In the case of competing offers, the Board shall provide its comments on the draft letter of offer in respect of each competing offer on the same day.</p>
Regulation 19- Specified date	Regulation 2(1)(k)- Identified Date
<p>The public announcement shall specify a date, which shall be the specified date for the purpose of determining the names of the shareholders to whom the letter of offer should be sent: Provided</p>	<p>Identified date means the date falling on the tenth working day prior to the commencement of the tendering period, for the purposes of determining the shareholders to whom the letter of offer shall</p>

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that such specified date shall not be later than the thirtieth day from the date of the public announcement.	be sent.
Regulation 20- Offer Price	Regulation 8- Offer Price and Regulation 9- Mode of Payment
(1) The offer to acquire shares under regulation 10, 11 or 12 shall be made at a price not lower than the price determined as per sub-regulations (4) and (5).	8(1) The open offer for acquiring shares under regulation 3, regulation 4, regulation 5 or regulation 6 shall be made at a price not lower than the price determined in accordance with sub-regulation (2) or sub-regulation (3), as the case may be.
<p>(2) The offer price shall be payable— (a) in cash; (b) by issue, exchange and/transfer of shares (other than preference shares) of acquirer company, if the person seeking to acquire the shares is a listed body corporate; or (c) by issue, exchange and, or transfer of secured instruments of acquirer company with a minimum <u>A'</u> grade rating from a credit rating agency registered with the Board; (d) a combination of clause (a), (b) or (c) :</p> <p>Provided that where the payment has been made in cash to any class of shareholders for acquiring their shares under any agreement or pursuant to any acquisition in the open market or in any other manner during the immediately preceding twelve months from the date of public announcement, the letter of offer shall provide an option to the shareholders to accept payment either in cash or by exchange of shares or other secured instruments referred to above:</p> <p>Provided further that the mode of payment of consideration may be altered in case of revision in offer price or size subject to the condition that the amount to be paid in cash as mentioned in any announcement or the letter of offer is not reduced.</p>	<p>9(1) The offer price may be paid, —</p> <p>(a) in cash;</p> <p>(b) by issue, exchange or transfer of listed shares in the equity share capital of the acquirer or of any person acting in concert;</p> <p>(c) by issue, exchange or transfer of listed secured debt instruments issued by the acquirer or any person acting in concert with a rating not inferior to investment grade as rated by a credit rating agency registered with the Board;</p> <p>(d) by issue, exchange or transfer of convertible debt securities entitling the holder thereof to acquire listed shares in the equity share capital of the acquirer or of any person acting in concert; or</p> <p>(e) a combination of the mode of payment of consideration stated in clause (a), clause (b), clause (c) and clause (d):</p> <p>Provided that where any shares have been acquired or agreed to be acquired by the acquirer and persons acting in concert with him during the fifty-two weeks immediately preceding the date of public announcement constitute more than ten per cent of the voting rights in the target company and has been paid for in cash, the open offer shall entail an option to the shareholders to require payment of the offer price in cash, and a shareholder who has not exercised an option in his acceptance shall be deemed to have opted for receiving the offer price in cash:</p> <p>Provided further that in case of revision in offer price the mode of payment of consideration may be altered subject to the condition that the component of the offer price to be paid in cash prior to such revision is not reduced.</p>
(3) In case the offer price consists of consideration payable in the form of	9(4) In the event the offer price consists of consideration to be paid by issuance of securities,

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>securities issuance of which requires approval of the shareholders, such approval shall be obtained by the acquirer within seven days from the date of closure of the offer: Provided that in case the requisite approval is not obtained, the acquirer shall pay the entire consideration in cash.</p>	<p>which requires compliance with any applicable law, the acquirer shall ensure that such compliance is completed not later than the commencement of the tendering period: Provided that in case the requisite compliance is not made by such date, the acquirer shall pay the entire consideration in cash.</p>
<p>(4) For the purposes of sub-regulation (1), the offer price shall be the highest of—</p> <ol style="list-style-type: none"> (a) the negotiated price under the agreement referred to in sub-regulation (1) of regulation 14; (b) price paid by the acquirer or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty-six week period prior to the date of public announcement, whichever is higher; (c) the average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the twenty-six weeks or the average of the daily high and low of the prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, whichever is higher: Provided that the requirement of average of the daily high and low of the closing prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, shall not be applicable in case of disinvestment of a Public Sector Undertaking. Explanation.— In case of disinvestment of a Public Sector Undertaking, the relevant date for the calculation of the average of the weekly 	<p>8(2) In the case of direct acquisition of shares or voting rights in, or control over the target company, and indirect acquisition of shares or voting rights in, or control over the target company where the parameters referred to in sub-regulation (2) of regulation 5 are met, the offer price shall be the highest of,—</p> <ol style="list-style-type: none"> (a) the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer; (b) the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement; (c) the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty six weeks immediately preceding the date of the public announcement; (d) the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded; (e) where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and (f) the per share value computed under sub-regulation (5), if applicable.

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>prices of the shares of the Public Sector Undertaking, as quoted on the stock exchange where its shares are most frequently traded, shall be the date preceding the date when the Central Government or the State Government opens the financial bid.</p>	
<p>(5) Where the shares of the target company are infrequently traded, the offer price shall be determined by the acquirer and the merchant banker taking into account the following factors: (a) the negotiated price under the agreement referred to in sub-regulation (1) of regulation 14; (b) the highest price paid by the acquirer or persons acting in concert with him for acquisitions, if any, including by way of allotment in a public or rights or preferential issue during the twenty-six week period prior to the date of public announcement; (c) other parameters including return on networth, book value of the shares of the target company, earning per share, price earning multiple vis-a-vis the industry average : Provided that where considered necessary, the Board may require valuation of such infrequently traded shares by an independent merchant banker (other than the manager to the offer) or an independent chartered accountant of minimum ten years' standing or a public financial institution. Explanation.—</p> <p>i. For the purpose of sub-regulation (5), shares shall be deemed to be infrequently traded if on the stock exchange, the annualised trading turnover in that share during the preceding six calendar months prior to the month in which the public announcement is made is less than five per cent (by number of shares) of the listed shares. For this purpose, the weighted average number of shares listed during the said six months period may be taken.</p>	

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>ii. In case of disinvestment of a Public Sector Undertaking, the shares of such an undertaking shall be deemed to be infrequently traded, if on the stock exchange, the annualised trading turnover in the shares during the preceding six calendar months prior to the month, in which the Central Government or the State Government as the case may be opens the financial bid, is less than five per cent (by the number of shares) of the listed shares. For this purpose, the weighted average number of shares listed during the six months period may be taken.</p> <p>iii. In case of shares which have been listed within six months preceding the public announcement, the trading turnover may be annualised with reference to the actual number of days for which the shares have been listed.</p>	
<p>(6) Notwithstanding anything contained in sub-regulation (5), in case of disinvestment of a Public Sector Undertaking, whose shares are infrequently traded, the minimum offer price shall be the price paid by the successful bidder to the Central Government or the State Government, arrived at after the process of competitive bidding of the Central Government or the State Government for the purpose of disinvestment.</p>	
<p>(7) Notwithstanding anything contained in the provisions of sub-regulations (2), (4), (5) and (6), where the acquirer has acquired shares in the open market or through negotiation or otherwise, after the date of public announcement at a price higher than the offer price stated in the letter of offer, then, the highest price paid for such acquisition shall be payable for all acceptances received under the offer: Provided that no such acquisition shall be made by the acquirer during the last seven working days prior to the closure of the offer:</p>	<p>8(8) Where the acquirer has acquired or agreed to acquire whether by himself or through or with persons acting in concert with him any shares or voting rights in the target company during the offer period, whether by subscription or purchase, at a price higher than the offer price, the offer price shall stand revised to the highest price paid or payable for any such acquisition: Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>Provided further that nothing contained in sub-regulation (7) shall be construed to authorise an acquirer who makes a public announcement in terms of sub-regulation (2A) of regulation 11 to acquire any shares during the offer period in the open market or through negotiation or in any other manner otherwise than under the public offer.</p>	
<p>(8) Any payment made to the persons other than the target company in respect of non-compete agreement in excess of twenty-five per cent of the offer price arrived at under sub-regulation (4) or (5) or (6) shall be added to the offer price.</p>	<p>8(7) For the purposes of sub-regulation (2) and sub-regulation (3), the price paid for shares of the target company shall include any price paid or agreed to be paid for the shares or voting rights in, or control over the target company, in any form whatsoever, whether stated in the agreement for acquisition of shares or in any incidental, contemporaneous or collateral agreement, whether termed as control premium or as non-compete fees or otherwise.</p>
<p>(9) In case where shares or secured instruments of the acquirer company are offered in lieu of cash payment, the value of such shares or secured instruments shall be determined in the same manner as specified in sub-regulation (4) or sub-regulation (5) to the extent applicable, as duly certified by an independent merchant banker (other than the manager to the offer) or an independent chartered accountant of a minimum ten years' standing or a public financial institution.</p>	<p>9(5) Where listed securities are offered as consideration, the value of such securities shall be higher of:</p> <ul style="list-style-type: none"> (a) the average of the weekly high and low of the closing prices of such securities quoted on the stock exchange during the six months preceding the relevant date; (b) the average of the weekly high and low of the closing prices of such securities quoted on the stock exchange during the two weeks preceding the relevant date; and (c) the volume-weighted average market price for a period of sixty trading days preceding the date of the public announcement, as traded on the stock exchange where the maximum volume of trading in the shares of the company whose securities are being offered as consideration, are recorded during the six-month period prior to relevant date and the ratio of exchange of shares shall be duly certified by an independent merchant banker (other than the manager to the open offer) or an independent chartered accountant having a minimum experience of ten years. <p><i>Explanation.</i>— For the purposes of this sub-regulation, the “relevant date” shall be the thirtieth day prior to the date on which the meeting of shareholders is held to consider the proposed issue of shares under subsection (1A) of Section 81 of the Companies Act, 1956 (1 of 1956).</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>(10) The offer price for partly paid up shares shall be calculated as the difference between the offer price and the amount due towards calls-in-arrears or calls remaining unpaid together with interest, if any, payable on the amount called up but remaining unpaid.</p>	<p>8(13) The offer price for partly paid up shares shall be computed as the difference between the offer price and the amount due towards calls-in-arrears including calls remaining unpaid with interest, if any, thereon.</p>
<p>(11) The letter of offer shall contain justification or the basis on which the price has been determined.</p> <p><i>Explanation.</i>— (i) The highest price under clause (b) or the average price under clause (c) of sub-regulation (4) may be adjusted for quotations, if any, on cum-rights or cum-bonus or cum-dividend basis during the said period.</p> <p>(ii) Where the public announcement of offer is pursuant to acquisition by way of firm allotment in a public issue or preferential allotment, the average price under clause (c) of sub-regulation (4) shall be calculated with reference to twenty-six week period preceding the date of the board resolution which authorised the firm allotment or preferential allotment. (iii) Where the shareholders have been provided with an option to accept payment either in cash or by way of exchange of security, the pricing for the cash offer could be different from that of a share exchange offer or offer for exchange with secured instruments provided that the disclosures in the letter of offer contains suitable justification for such differential pricing and the pricing is subject to other provisions of this regulation. (iv) Where the offer is subject to a minimum level of acceptance, the acquirer may, subject to the other provisions of this regulation, indicate a lower price for the minimum acceptance up to twenty per cent, should be the offer not receive full acceptance.</p>	<p>8(7) The price parameters under sub-regulation (2) and sub-regulation (3) may be adjusted by the acquirer in consultation with the manager to the offer, for corporate actions such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of dividend, de-mergers and reduction of capital, where the record date for effecting such corporate actions falls prior to three working days before the commencement of the tendering period:</p> <p>Provided that no adjustment shall be made for dividend declared with a record date falling during such period except where the dividend per share is more than fifty per cent higher than the average of the dividend per share paid during the three financial years preceding the date of the public announcement.</p> <p>9(3) Where the shareholders have been provided with options to accept payment in cash or by way of securities, or a combination thereof, the pricing for the open offer may be different for each option subject to compliance with minimum offer price requirements under regulation 8:</p> <p>Provided that the detailed public statement and the letter of offer shall contain justification for such differential pricing.</p> <p>8(11) Where the open offer is subject to a minimum level of acceptances, the acquirer may, subject to the other provisions of this regulation, indicate a lower price, which will not be less than the price determined under this regulation, for acquiring all the acceptances despite the acceptance falling short of the indicated minimum level of acceptance, in the event the open offer does not receive the minimum acceptance.</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>(12) The offer price for indirect acquisition or control shall be determined with reference to the date of the public announcement for the parent company and the date of the public announcement for acquisition of shares of the target company, whichever is higher, in accordance with sub-regulation (4) or sub-regulation (5).</p>	<p>8(3) In the case of an indirect acquisition of shares or voting rights in, or control over the target company, where the parameter referred to in sub-regulation (2) of regulation 5 are not met, the offer price shall be the highest of,—</p> <p>(a) the highest negotiated price per share, if any, of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer;</p> <p>(b) the volume-weighted average price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain;</p> <p>(c) the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain;</p> <p>(d) the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, between the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the public announcement of the open offer for shares of the target company made under these regulations;</p> <p>(e) the volume-weighted average market price of the shares for a period of sixty trading days immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded; and</p> <p>(f) the per share value computed under sub-regulation (5).</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>8(4) In the event the offer price is incapable of being determined under any of the parameters specified in sub-regulation (3), without prejudice to the requirements of sub-regulation (5), the offer price shall be the fair price of shares of the target company to be determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.</p>
	<p>8(5) In the case of an indirect acquisition and open offers under sub-regulation (2) of regulation 5 where,—</p> <p>(a) the proportionate net asset value of the target company as a percentage of the consolidated net asset value of the entity or business being acquired;</p> <p>(b) the proportionate sales turnover of the target company as a percentage of the consolidated sales turnover of the entity or business being acquired; or</p> <p>(c) the proportionate market capitalization of the target company as a percentage of the enterprise value for the entity or business being acquired;</p> <p>is in excess of fifteen per cent, on the basis of the most recent audited annual financial statements, the acquirer shall, notwithstanding anything contained in sub-regulation (2) or sub-regulation (3), be required to compute and disclose, in the letter of offer, the per share value of the target company taken into account for the acquisition, along with a detailed description of the methodology adopted for such computation.</p> <p>Explanation.— For the purposes of computing the percentages referred to in clause (c) of this sub-regulation, the market capitalisation of the target company shall be taken into account on the basis of the volume-weighted average market price of such shares on the stock exchange for a period of sixty trading days preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>8(12) In the case of any indirect acquisition, other than the indirect acquisition referred in sub-regulation (2) of regulation 5, the offer price shall stand enhanced by an amount equal to a sum determined at the rate of ten per cent per annum for the period between the earlier of the date on which the primary acquisition is contracted or the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the detailed public statement, provided such period is more than five working days.</p>
	<p>8(14) The offer price for equity shares carrying differential voting rights shall be determined by the acquirer and the manager to the open offer with full disclosure of justification for the price so determined, being set out in the detailed public statement and the letter of offer:</p> <p>Provided that such price shall not be lower than the amount determined by applying the percentage rate of premium, if any, that the offer price for the equity shares carrying full voting rights represents to the price parameter computed under clause (d) of sub-regulation 2, or as the case may be, clause (e) of sub-regulation 3, to the volume-weighted average market price of the shares carrying differential voting rights for a period of sixty trading days computed on the same terms as specified in the aforesaid provisions, subject to shares carrying full voting rights and the shares carrying differential voting rights, both being frequently traded shares.</p>
	<p>8(15) In the event of any of the price parameters contained in this regulation not being available or denominated in Indian rupees, the conversion of such amount into Indian rupees shall be effected at the exchange rate as prevailing on the date preceding the date of public announcement and the acquirer shall set out the source of such exchange rate in the public announcement, the detailed public statement and the letter of offer.</p>
	<p>9(2) For the purposes of clause (b), clause (d) and clause (e) of sub-regulation (1), the shares sought to be issued or exchanged or transferred or the shares to be issued upon conversion of other securities, towards payment of the offer price, shall conform to the following requirements, —</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>(a) such class of shares are listed on a stock exchange and frequently traded at the time of the public announcement;</p> <p>(b) such class of shares have been listed for a period of at least two years preceding the date of the public announcement;</p> <p>(c) the issuer of such class of shares has redressed at least ninety five per cent. of the complaints received from investors by the end of the calendar quarter immediately preceding the calendar month in which the public announcement is made;</p> <p>(d) the issuer of such class of shares has been in material compliance with the listing agreement for a period of at least two years immediately preceding the date of the public announcement: Provided that in case where the Board is of the view that a company has not been materially compliant with the provisions of the listing agreement, the offer price shall be paid in cash only;</p> <p>(e) the impact of auditors' qualifications, if any, on the audited accounts of the issuer of such shares for three immediately preceding financial years does not exceed five per cent. of the net profit or loss after tax of such issuer for the respective years; and</p> <p>(f) the Board has not issued any direction against the issuer of such shares not to access the capital market or to issue fresh shares.</p>
Regulation 20A-Acquisition price under creeping acquisition	Regulation 8(10)-Offer Price
<p>(1) An acquirer who has made a public offer and seeks to acquire further shares under sub-regulation (1) of regulation 11 shall not acquire such shares during the period of 6 months from the date of closure of the public offer at a price higher than the offer price.</p> <p>(2) Sub-regulation (1) shall not apply where the acquisition is made through the stock exchanges.</p>	<p>Where the acquirer or persons acting in concert with him acquires shares of the target company during the period of twenty-six weeks after the tendering period at a price higher than the offer price under these regulations, the acquirer and persons acting in concert shall pay the difference between the highest acquisition price and the offer price, to all the shareholders whose shares were accepted in the open offer, within sixty days from the date of such acquisition: Provided that this provision shall not be</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	applicable to acquisitions under another open offer under these regulations or pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the target company whether by way of bulk deals, block deals or in any other form.
Regulation 21- Minimum number of shares to be acquired	Regulation 7- Offer Size
(1) The public offer made by the acquirer to the shareholders of the target company shall be for a minimum twenty per cent of the voting capital of the company:	<p>(1) The open offer for acquiring shares to be made by the acquirer and persons acting in concert with him under regulation 3 and regulation 4 shall be for at least twenty six per cent of total shares of the target company, as of tenth working day from the closure of the tendering period:</p> <p>Provided that the total shares of the target company as of tenth working day from the closure of the tendering period shall take into account all potential increases in the number of outstanding shares during the offer period contemplated as of the date of the public announcement:</p> <p>Provided further that the offer size shall be proportionately increased in case of an increase in total number of shares, after the public announcement, which is not contemplated on the date of the public announcement.</p> <p>(2) The open offer made under regulation 6 shall be for acquisition of at least such number of shares as would entitle the holder thereof to exercise an additional ten per cent of the total shares of the target company, and shall not exceed such number of shares as would result in the post-acquisition holding of the acquirer and persons acting in concert with him exceeding the maximum permissible nonpublic shareholding applicable to such target company:</p> <p>Provided that in the event of a competing offer being made, the acquirer who has voluntarily made a public announcement of an open offer</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>under regulation 6 shall be entitled to increase the number of shares for which the open offer has been made to such number of shares as he deems fit:</p> <p>Provided further that such increase in offer size shall have to be made within a period of fifteen working days from the public announcement of a competing offer, failing which the acquirer shall not be entitled to increase the offer size.</p>
	<p>(3) Upon an acquirer opting to increase the offer size under sub-regulation (2), such open offer shall be deemed to have been made under sub-regulation (2) of regulation 3 and the provisions of these regulations shall apply accordingly.</p>
<p>(2) If the acquisition made in pursuance of a public offer results in the public shareholding in the target company being reduced below the minimum level required as per the Listing Agreement, the acquirer shall take necessary steps to facilitate compliance of the target company with the relevant provisions thereof, within the time period mentioned therein.</p>	<p>(4) In the event the shares accepted in the open offer were such that the shareholding of the acquirer taken together with persons acting in concert with him pursuant to completion of the open offer results in their shareholding exceeding the maximum permissible non-public shareholding, the acquirer shall be required to bring down the non-public shareholding to the level specified and within the time permitted under Securities Contract (Regulation) Rules, 1957.</p>
	<p>(5) The acquirer whose shareholding exceeds the maximum permissible non-public shareholding, pursuant to an open offer under these regulations, shall not be eligible to make a voluntary delisting offer under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, unless a period of twelve months has elapsed from the date of the completion of the offer period.</p>
	<p>(6) Any open offer made under these regulations shall be made to all shareholders of the target company, other than the acquirer, persons acting in concert with him and the parties to any underlying agreement including persons deemed to be acting in concert with such</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	parties, for the sale of shares of the target company.
<p>(3) Where the public offer is made under sub-regulation (2A) of regulation 11 the minimum size of the public offer shall be the lesser of the following—</p> <p>(a) twenty per cent of the voting capital of the company; or</p> <p>(b) such other lesser percentage of the voting capital of the company as would, assuming full subscription to the offer, enable the acquirer, together with the persons acting in concert with him, to increase his holding to the maximum level possible, which is consistent with the target company meeting the requirements of minimum public shareholding laid down in the Listing Agreement.</p>	
(4) The letter of offer shall state clearly the option available to the acquirer under sub-regulation (3).	
(5) For the purpose of computing the percentage referred to sub-regulations (1) and (3) the voting rights as at the expiration of fifteen days after the closure of the public offer shall be reckoned.	
(6) Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the person making the offer, such person shall accept the offers received from the shareholders on a proportional basis, in consultation with the merchant banker, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots: Provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot.	
Regulation 21A- Offer conditional upon level	Regulation 19- Conditional Offer

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of acceptance	
<p>Subject to the provisions of sub-regulation (8) of regulation 22, an acquirer or any person acting in concert with him may make an offer conditional as to the level of acceptance which may be less than twenty per cent:</p> <p>Provided that where the public offer is in pursuance of a Memorandum of Understanding, the Memorandum of Understanding shall contain a condition to the effect that in case the desired level of acceptance is not received the acquirer shall not acquire any shares under the Memorandum of Understanding and shall rescind the offer.</p>	<p>(1) An acquirer may make an open offer conditional as to the minimum level of acceptance:</p> <p>Provided that where the open offer is pursuant to an agreement, such agreement shall contain a condition to the effect that in the event the desired level of acceptance of the open offer is not received the acquirer shall not acquire any shares under the open offer and the agreement attracting the obligation to make the open offer shall stand rescinded.</p> <p>(2) Where an open offer is made conditional upon minimum level of acceptances, the acquirer and persons acting in concert with him shall not acquire, during the offer period, any shares in the target company except under the open offer and any underlying agreement for the sale of shares of the target company pursuant to which the open offer is made.</p>
Regulation 22- General obligations of the acquirer	Regulation 25- Obligations of the acquirer Regulation 18-Other Procedures.
<p>(1) The public announcement of an offer to acquire the shares of the target company shall be made only when the acquirer is able to implement the offer.</p>	<p>25(1) Prior to making the public announcement of an open offer for acquiring shares under these regulations, the acquirer shall ensure that firm financial arrangements have been made for fulfilling the payment obligations under the open offer and that the acquirer is able to implement the open offer, subject to any statutory approvals for the open offer that may be necessary.</p>
<p>(11) The acquirer shall ensure that firm financial arrangement has been made for fulfilling the obligations under the public offer and suitable disclosures in this regard shall be made in the public announcement of offer.</p>	
<p>(2) Within 14 days of the public announcement of the offer, the acquirer shall send a copy of the draft letter of offer to the target company at its registered office address, for being placed before the board of directors and to all the stock exchanges where the shares of the company are listed.</p>	

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>(3) The acquirer shall ensure that the letter of offer is sent to all the shareholders (including non-resident Indians) of the target company, whose names appear on the register of members of the company as on the specified date mentioned in the public announcement, so as to reach them within 45 days from the date of public announcement :</p> <p>Provided that where the public announcement is made pursuant to an agreement to acquire shares or control over the target company, the letter of offer shall be sent to shareholders other than the parties to the agreement.</p> <p>Explanation.—(i) A copy of the letter of offer shall also be sent to the Custodians of Global Depository Receipts or American Depository Receipts to enable such persons to participate in the open offer, if they are entitled to do so.</p> <p>(ii) A copy of the letter of offer shall also be sent to warrant holders or convertible debenture holders, where the period of exercise of option or conversion falls within the offer period.</p>	
<p>(4) The date of opening of the offer shall be not later than the fifty fifth day from the date of public announcement.</p>	<p>18(8) The tendering period shall start not later than twelve working days from date of receipt of comments from the Board under sub-regulation (4) of regulation 16 and shall remain open for ten working days.</p>
<p>(5) The offer to acquire shares from the shareholders shall remain open for a period of twenty days.</p>	
<p>(5A) The shareholder shall have the option to withdraw acceptance tendered by him up to three working days prior to the date of closure of the offer.</p>	<p>18(9) Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period.</p>
<p>(6) In case the acquirer is a company, the public announcement of offer, brochure, circular, letter of offer or any other advertisement or publicity material issued to shareholders in connection with the offer must state that the directors accept the</p>	

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>responsibility for the information contained in such documents:</p> <p>Provided that if any of the directors desires to exempt himself from responsibility for the information in such document, such director shall issue a statement to that effect, together with reasons thereof for such statement.</p>	
<p>(7) During the offer period, the acquirer or persons acting in concert with him shall not be entitled to be appointed on the board of directors of the target company :</p> <p>Provided that in case of acquisition of shares or voting rights or control of a Public Sector Undertaking pursuant to a public announcement made under the proviso to sub-regulation (1) of regulation 14, the provisions of sub-regulation (8) of regulation 23 shall be applicable :</p> <p>Provided further that where the acquirer, other than the acquirer who has made an offer under regulation 21A, after assuming full acceptances, has deposited in the escrow account hundred per cent of the consideration payable in cash where the consideration payable is in cash and in the form of securities where the consideration payable is by way of issue, exchange or transfer of securities or combination thereof, he may be entitled to be appointed on the Board of Directors of the target company after a period of twenty-one days from the date of public announcement.</p>	<p>24(2) Where an open offer is made conditional upon minimum level of acceptances, the acquirer and persons acting in concert shall, notwithstanding anything contained in these regulations, and regardless of the size of the cash deposited in the escrow account referred to regulation 17, not be entitled to appoint any director representing the acquirer or any person acting in concert with him on the board of directors of the target company during the offer period.</p>
<p>(8) Where an offer is made conditional upon minimum level of acceptances, the acquirer or any person acting in concert with him—</p> <p>i. shall, irrespective of whether or not the offer received response to the minimum level of acceptances, acquire shares from the public to the extent of the minimum percentage specified in sub-regulation (1) of regulation 21 :</p>	

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>Provided that the provisions of this clause shall not be applicable in case the acquirer has deposited in the escrow account, in cash, 50 per cent of the consideration payable under the public offer;</p> <p>ii. shall not acquire, during the offer period, any shares in the target company, except by way of fresh issue of shares of the target company, as provided for under regulation 3;</p> <p>iii. shall be liable for penalty of forfeiture of the entire escrow amount, for the non-fulfilment of obligations under the regulations.</p>	
<p>(9) If any of the persons representing or having interest in the acquirer is already a director on the board of the target company or is an “insider” within the meaning of the Securities and Exchange Board of India (Insider Trading) Regulations, 1992, he shall refuse himself and not participate in any matter(s) concerning or “relating” to the offer including any preparatory steps leading to the offer.</p>	
<p>(10) On or before the date of issue of public announcement of offer, the acquirer shall create an escrow account as provided under regulation 28.</p>	
<p>(11) The acquirer shall ensure that firm financial arrangement has been made for fulfilling the obligations under the public offer and suitable disclosures in this regard shall be made in the public announcement of offer.</p>	
<p>(12) The acquirer shall, within a period of fifteen days from the date of the closure of the offer, complete all procedures relating to the offer including payment of consideration to the shareholders who have accepted the offer and for the purpose open a special account as provided under regulation 29 : Provided that where the acquirer is unable</p>	<p>18(10) The acquirer shall, within ten working days from the last date of the tendering period, complete all requirements under these regulations and other applicable law relating to the open offer including payment of consideration to the shareholders who have accepted the open offer.</p> <p>18(11) The acquirer shall be responsible to pursue all statutory approvals required by the acquirer in order to complete the open offer without any default, neglect or delay:</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>to make the payment to the shareholders who have accepted the offer before the said period of fifteen days due to non-receipt of requisite statutory approvals, the Board may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the acquirer or failure of the acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the acquirer agreeing to pay interest to the shareholders for delay beyond fifteen days, as may be specified by the Board from time to time.</p>	<p>Provided that where the acquirer is unable to make the payment to the shareholders who have accepted the open offer within such period owing to non-receipt of statutory approvals required by the acquirer, the Board may, where it is satisfied that such non-receipt was not attributable to any willful default, failure or neglect on the part of the acquirer to diligently pursue such approvals, grant extension of time for making payments, subject to the acquirer agreeing to pay interest to the shareholders for the delay at such rate as may be specified:</p> <p>Provided further that where the statutory approval extends to some but not all shareholders, the acquirer shall have the option to make payment to such shareholders in respect of whom no statutory approvals are required in order to complete the open offer.</p>
<p>(13) Where the acquirer fails to obtain the requisite statutory approvals in time on account of wilful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (12) of regulation 28, apart from the acquirer being liable for penalty as provided in the regulations.</p>	
<p>(14) In the event of withdrawal of offer in terms of the regulations, the acquirer shall not make any offer for acquisition of shares of the target company for a period of six months from the date of public announcement of withdrawal of offer.</p>	
<p>(15) In the event of non-fulfillment of obligations under Chapter III or Chapter IV of the regulations the acquirer shall not make any offer for acquisition of shares of any listed company for a period of twelve months from the date of closure of the offer.</p>	
<p>(16) If the acquirer, in pursuance of an agreement, acquires shares which along with his existing holding, if any, increases his shareholding beyond 15 per cent, then such agreement for sale of shares shall</p>	

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>contain a clause to the effect that in case of non-compliance of any provisions of this regulation, the agreement for such sale shall not be acted upon by the seller or the acquirer :</p> <p>Provided that in case of the acquisition of shares of a Public Sector Undertaking pursuant to a public announcement made under the Regulations, the provisions of sub-regulation (8) of regulation 23 shall be applicable.</p>	
<p>(17) Where the acquirer or persons acting in concert with him has acquired any shares in terms of sub-regulation (7) of regulation 20 at a price equal to or less or more than the offer price, he shall disclose the number, percentage, price and the mode of acquisition of such shares to the stock exchanges on which the shares of the target company are listed and to the merchant banker within 24 hours of such acquisition and the stock exchanges shall forthwith disseminate such information to the public.</p>	
<p>(18) Where the acquirer has not either, in the public announcement, and, or in the letter of offer, stated his intention to dispose of or otherwise encumber any assets of the target company except in the ordinary course of business of the target company, the acquirer, where he has acquired control over the target company, shall be debarred from disposing of or otherwise encumbering the assets of the target company for a period of two years from the date of closure of the public offer.</p>	<p>25(2) In the event the acquirer has not declared an intention in the detailed public statement and the letter of offer to alienate any material assets of the target company or of any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise outside the ordinary course of business, the acquirer, where he has acquired control over the target company, shall be debarred from causing such alienation for a period of two years after the offer period:</p> <p>Provided that in the event the target company or any of its subsidiaries is required to so alienate assets despite the intention to alienate not having been expressed by the acquirer, such alienation shall require a special resolution passed by shareholders of the target company, by way of a postal ballot and the notice for such postal ballot shall <i>inter alia</i> contain reasons as to why such alienation is necessary.</p>
<p>(19) The acquirer and the persons acting in concert with him shall be jointly and</p>	<p>25(5) The acquirer and persons acting in concert with him shall be jointly and severally</p>

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severally responsible for fulfillment of obligations under these regulations.	responsible for fulfillment of applicable obligations under these regulations.
	25(3) The acquirer shall ensure that the contents of the public announcement, the detailed public statement, the letter of offer and the post-offer advertisement are true, fair and adequate in all material aspects and not misleading in any material particular, and are based on reliable sources, and state the source wherever necessary.
Regulation 23- General obligations of the board of directors of the target company	Regulation 26- Obligations of the target company
<p>(1) Unless the approval of the general body of shareholders is obtained after the date of the public announcement of offer, the board of directors of the target company shall not, during the offer period, —</p> <ol style="list-style-type: none"> sell, transfer, encumber or otherwise dispose of or enter into an agreement for sale, transfer, encumbrance or for disposal of assets otherwise, not being sale or disposal of assets in the ordinary course of business, of the company or its subsidiaries; or issue or allot any authorised but unissued securities carrying voting rights during the offer period; or enter into any material contracts. <p>Explanation.—Restriction on issue of securities under clause (b) of sub-regulation (1) shall not affect—</p> <ol style="list-style-type: none"> the right of the target company to issue or allot shares carrying voting rights upon conversion of debentures already issued or upon exercise of option against warrants, as per pre-determined terms of conversion or exercise of option; issue or allotment of shares pursuant to public or rights issue in respect of which the offer document has already been filed with the Registrar of Companies or Stock Exchanges, as the case may be. 	<p>26(2) During the offer period, unless the approval of shareholders of the target company by way of a special resolution by postal ballot is obtained, the board of directors of either the target company or any of its subsidiaries shall not,—</p> <ol style="list-style-type: none"> alienate any material assets whether by way of sale, lease, encumbrance or otherwise or enter into any agreement therefor outside the ordinary course of business; effect any material borrowings outside the ordinary course of business; issue or allot any authorised but unissued securities entitling the holder to voting rights: Provided that the target company or its subsidiaries may,— issue or allot shares upon conversion of convertible securities issued prior to the public announcement of the open offer, in accordance with pre-determined terms of such conversion; issue or allot shares pursuant to any public issue in respect of which the red herring prospectus has been filed with the Registrar of Companies prior to the public announcement of the open offer; or issue or allot shares pursuant to any rights issue in respect of which the record date has been announced prior to the public announcement of the open offer; implement any buy-back of shares or effect any other change to the capital structure of the target company; enter into, amend or terminate any material contracts to which the target company or any of its subsidiaries is a party, outside the ordinary course of business, whether such contract is with a related party, within the meaning of the term

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	under applicable accounting principles, or with any other person; and (f) accelerate any contingent vesting of a right of any person to whom the target company or any of its subsidiaries may have an obligation, whether such obligation is to acquire shares of the target company by way of employee stock options or otherwise.
	26(3) In any general meeting of a subsidiary of the target company in respect of the matters referred to in sub-regulation (2), the target company and its subsidiaries, if any, shall vote in a manner consistent with the special resolution passed by the shareholders of the target company.
(2) The target company shall furnish to the acquirer, within seven days of the request of the acquirer or within seven days from the specified date whichever is later, a list of shareholders or warrant holders or convertible debenture holders as are eligible for participation under Explanation (ii) to sub-regulation (3) of regulation 22 containing names, addresses, shareholding and folio number, and of those persons whose applications for registration of transfer of shares are pending with the company.	26(5) The target company shall furnish to the acquirer within two working days from the identified date, a list of shareholders as per the register of members of the target company containing names, addresses, shareholding and folio number, in electronic form, wherever available, and a list of persons whose applications, if any, for registration of transfer of shares are pending with the target company: Provided that the acquirer shall reimburse reasonable costs payable by the target company to external agencies in order to furnish such information.
(3) Once the public announcement has been made, the board of directors of the target company shall not,— a. appoint as additional director or fill in any casual vacancy on the board of directors, by any person(s) representing or having interest in the acquirer, till the date of certification by the merchant banker as provided under sub-regulation (6) below : Provided that upon closure of the offer and the full amount of consideration payable to the shareholders being deposited in the special account, changes as would give the acquirer representation on the board on control over the company can be made by the target company; b. allow any person or persons representing	24(1) During the offer period, no person representing the acquirer or any person acting in concert with him shall be appointed as director on the board of directors of the target company, whether as an additional director or in a casual vacancy: Provided that after an initial period of fifteen working days from the date of detailed public statement, appointment of persons representing the acquirer or persons acting in concert with him on the board of directors may be effected in the event the acquirer deposits in cash in the escrow account referred to in regulation 17, one hundred per cent of the consideration payable under the open offer: Provided further that where the acquirer has specified conditions to which the open offer is subject in terms of clause (c) of sub-regulation (1) of regulation 23, no director representing the acquirer may be appointed to the board of

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or having interest in the acquirer, if he is already a director on the board of the target company before the date of the public announcement, to participate in any matter relating to the offer, including any preparatory steps leading thereto.	directors of the target company during the offer period unless the acquirer has waived or attained such conditions and complies with the requirement of depositing cash in the escrow account.
(4) The board of directors of the target company may, if they so desire, send their unbiased comments and recommendations on the offer(s) to the shareholders, keeping in mind the fiduciary responsibility of the directors to the shareholders and for the purpose seek the opinion of an independent merchant banker or a committee of independent directors : Provided that for any mis-statement or for concealment of material information, the directors shall be liable for action in terms of these regulations and the Act.	26(6) Upon receipt of the detailed public statement, the board of directors of the target company shall constitute a committee of independent directors to provide reasoned recommendations on such open offer, and the target company shall publish such recommendations: Provided that such committee shall be entitled to seek external professional advice at the expense of the target company.
	26(7) The committee of independent directors shall provide its written reasoned recommendations on the open offer to the shareholders of the target company and such recommendations shall be published in such form as may be specified, at least two working days before the commencement of the tendering period, in the same newspapers where the public announcement of the open offer was published, and simultaneously, a copy of the same shall be sent to,— (i) the Board; (ii) all the stock exchanges on which the shares of the target company are listed, and the stock exchanges shall forthwith disseminate such information to the public; and (iii) to the manager to the open offer, and where there are competing offers, to the manager to the open offer for every competing offer.
(5) The board of directors of the target company shall facilitate the acquirer in verification of securities tendered for acceptances.	26(7) The board of directors of the target company shall facilitate the acquirer in verification of shares tendered in acceptance of the open offer.
(6) Upon fulfilment of all obligations by the acquirers under the regulations as certified by	26(10) Upon fulfillment by the acquirer, of the conditions required under these regulations, the

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the merchant banker, the board of directors of the target company shall transfer the securities acquired by the acquirer, whether under the agreement or from open market purchases, in the name of the acquirer and/or allow such changes in the board of directors as would give the acquirer representation on the board or control over the company.	board of directors of the target company shall without any delay register the transfer of shares acquired by the acquirer in physical form, whether under the agreement or from open market purchases, or pursuant to the open offer.
(7) The obligations provided for in sub-regulation (16) of regulation 22 shall be complied with by the company in the circumstances specified therein.	
(8) The restrictions— a. for appointment of directors on the Board of the target company by the acquirer under sub-regulation (7) of regulation 22; b. for acting on agreement for under sub-regulation (16) of regulation 22; c. for appointment of directors by the target company under clause (a) of sub-regulation (3) of this regulation; and d. for on transfer of securities or changes in the Board of Directors of the target company under sub-regulation (6) of this regulation, shall not be applicable, in case of sale of shares of a Public Sector Undertaking by the Central Government or the State Government and the agreement to sell contains a clause to the effect that in case of non-compliance of any of the provisions of the regulations by the acquirer, transfer of shares or the change of management or control of the Public Sector Undertaking shall vest back with the Central Government or the State Government] and the acquirer shall be liable to such penalty as may be imposed by the Central Government or the State Government.	
	26(1) Upon a public announcement of an open offer for acquiring shares of a target company being made, the board of directors of such target company shall ensure that during the offer period,

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	the business of the target company is conducted in the ordinary course consistent with past practice.
	26(4)The target company shall be prohibited from fixing any record date for a corporate action on or after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
	26(9)The board of directors of the target company shall make available to all acquirers making competing offers, any information and co-operation provided to any acquirer who has made a competing offer.
Regulation 24- General obligations of the merchant banker	Regulation 27- Obligations of the Manager to the open offer
<p>(1) Before the public announcement of offer is made, the merchant banker shall ensure that—</p> <ul style="list-style-type: none"> (a) the acquirer is able to implement the offer; (b) the provision relating to escrow account referred to in regulation 28 has been made; (c) firm arrangements for funds and money for payment through verifiable means to fulfil the obligations under the offer are in place; (d) the public announcement of offer is made in terms of the regulations; (e) his shareholding, if any in the target company is disclosed in the public announcement and the letter of offer. 	<p>(1) Prior to public announcement being made, the manager to the open offer shall ensure that,—</p> <ul style="list-style-type: none"> (a) the acquirer is able to implement the open offer; and (b) firm arrangements for funds through verifiable means have been made by the acquirer to meet the payment obligations under the open offer;
(2) The merchant banker shall furnish to the Board a due diligence certificate which shall accompany the draft letter of offer.	(3) The manager to the open offer shall furnish to the Board a due diligence certificate along with the draft letter of offer filed under regulation 16.
(3) The merchant banker shall ensure that the public announcement and the letter of offer is filed with the Board, target company and also sent to all the stock exchanges on which the shares of the target company are listed in accordance with the regulations.	
(4) The merchant banker shall ensure that the contents of the public announcement of offer	(2) The manager to the open offer shall ensure that the contents of the public announcement,

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as well as the letter of offer are true, fair and adequate and based on reliable sources, quoting the source wherever necessary.	the detailed public statement and the letter of offer and the post offer advertisement are true, fair and adequate in all material aspects, not misleading in any material particular, are based on reliable sources, state the source wherever necessary, and are in compliance with the requirements under these regulations.
(5) The merchant banker shall ensure compliance of the regulations and any other laws or rules as may be applicable in this regard.	(5) The manager to the open offer shall exercise diligence, care and professional judgement to ensure compliance with these regulations.
(5A) The merchant banker shall not deal in the shares of the target company during the period commencing from the date of his appointment in terms of regulation 13 till the expiry of the fifteen days from the date of closure of the offer.	(6) The manager to the open offer shall not deal on his own account in the shares of the target company during the offer period.
(6) Upon fulfilment of all obligations by the acquirers under the regulations, the merchant banker shall cause the bank with whom the escrow amount has been deposited to release the balance amount to the acquirers.	
(7) The merchant banker shall send a final report to the Board within 45 days from the date of closure of the offer.	(7) The manager to the open offer shall file a report with the Board within fifteen working days from the expiry of the tendering period, in such form as may be specified, confirming status of completion of various open offer requirements.
	(4) The manager to the open offer shall ensure that market intermediaries engaged for the purposes of the open offer are registered with the Board;
Regulation 25- Competitive bid	Regulation 20- Competing Offers
(1) Any person, other than the acquirer who has made the first public announcement, who is desirous of making any offer, shall, within 21 days of the public announcement of the first offer, make a public announcement of his offer for acquisition of the shares of the	(1) Upon a public announcement of an open offer for acquiring shares of a target company being made, any person, other than the acquirer who has made such public announcement, shall be entitled to make a public announcement of an open offer within

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<p>same target company. Explanation.—An offer made under sub-regulation (1) shall be deemed to be a competitive bid.</p>	<p>fifteen working days of the date of the detailed public statement made by the acquirer who has made the first public announcement.</p>
	<p>(3) Notwithstanding anything contained in these regulations, an open offer made within the period referred to in sub-regulation (1) shall not be regarded as a voluntary open offer under regulation 6, and the provisions of these regulations shall apply accordingly.</p>
	<p>(4) Every open offer made under sub-regulation (1) and the open offer first made shall be regarded as competing offers for purposes of these regulations.</p>
<p>(2) No public announcement for an offer or competitive bid shall be made after 21 days from the date of public announcement of the first offer.</p>	<p>(5) No person shall be entitled to make a public announcement of an open offer for acquiring shares, or enter into any transaction that would attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, after the period of fifteen working days referred to in sub-regulation (1) and until the expiry of the offer period for such open offer.</p>
<p>(2A) No public announcement for a competitive bid shall be made after an acquirer has already made the public announcement under the proviso to sub-regulation (1) of regulation 14 pursuant to entering into a Share Purchase or Shareholders' Agreement with the Central Government or the State Government as the case may be, for acquisition of shares or voting rights or control of a Public Sector Undertaking.</p>	<p>(7) No person shall be entitled to make a public announcement of an open offer for acquiring shares, or enter into any transaction that would attract the obligation to make a public announcement of an open offer under these regulations until the expiry of the offer period where,—</p> <p>(a) the open offer is for acquisition of shares pursuant to disinvestment, in terms of clause (d) of sub-regulation (2) of regulation 13; or</p> <p>(b) the open offer is pursuant to a relaxation from strict compliance with the provisions of Chapter III or Chapter IV granted by the Board under sub-regulation (2) of regulation 11.</p>
<p>(2B) No public announcement for a competitive bid shall be made after an acquirer has already made the public announcement pursuant to relaxation granted by the Board in</p>	

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terms of regulation 29A.	
(3) Any competitive offer by an acquirer shall be for such number of shares which, when taken together with shares held by him along with persons acting in concert with him, shall be at least equal to the holding of the first bidder including the number of shares for which the present offer by the first bidder has been made.	(2) The open offer made under sub-regulation (1) shall be for such number of shares which, when taken together with shares held by such acquirer along with persons acting in concert with him, shall be at least equal to the holding of the acquirer who has made the first public announcement, including the number of shares proposed to be acquired by him under the offer and any underlying agreement for the sale of shares of the target company pursuant to which the open offer is made.
(4) Upon the public announcement of a competitive bid or bids, the acquirer(s) who had made the public announcement(s) of the earlier offer(s), shall have the option to make an announcement revising the offer : Provided that if no such announcement is made within fourteen days of the announcement of the competitive bid(s), the earlier offer(s) on the original terms shall continue to be valid and binding on the acquirer(s) who had made the offer(s) except that the date of closing of the offer shall stand extended to the date of closure of the public offer under the last subsisting competitive bid.	(9) Upon the public announcement of a competing offer, an acquirer who had made a preceding competing offer shall be entitled to revise the terms of his open offer provided the revised terms are more favourable to the shareholders of the target company: Provided that the acquirers making the competing offers shall be entitled to make upward revisions of the offer price at any time up to three working days prior to the commencement of the tendering period.
(5) The provisions of these regulations shall mutatis mutandis apply to the competitive bid(s) made under sub-regulation (1).	(10) Except for variations made under this regulation, all the provisions of these regulations shall apply to every competing offer.
(6) The acquirers who have made the public announcement of offer(s) including the public announcement of competitive bid(s) shall have the option to make upward revisions in his offer(s), in respect of the price and the number of shares to be acquired, at any time up to seven working days prior to the date of closure of the offer : Provided that the acquirer shall not have the option to change any other terms and conditions of their offer except the mode of	

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<p>payment following an upward revision in offer:</p> <p>Provided further that any such upward revision shall be made only upon the acquirer,—</p> <p>(a)making a public announcement in respect of such changes or amendments in all the newspapers in which the original public announcement was made;</p> <p>(b)simultaneously with the issue of public announcement referred in clause (a), informing the Board, all the stock exchanges on which the shares of the company are listed, and the target company at its registered office;</p> <p>(c)increasing the value of the escrow account as provided under sub-regulation (9) of regulation 28.</p>	
(7) Where there is a competitive bid, the date of closure of the original bid as also the date of closure of all the subsequent competitive bids shall be the date of closure of public offer under the last subsisting competitive bid and the public offers under all the subsisting bids shall close on the same date.	(8)The schedule of activities and the tendering period for all competing offers shall be carried out with identical timelines and the last date for tendering shares in acceptance of the every competing offer shall stand revised to the last date for tendering shares in acceptance of the competing offer last made.
	(6) Unless the open offer first made is an open offer conditional as to the minimum level of acceptances, no acquirer making a competing offer may be made conditional as to the minimum level of acceptances.
Regulation 26- Upward revision of offer	Regulation 18-Other procedure
<p>Irrespective of whether or not there is a competitive bid, the acquirer who has made the public announcement of offer may make upward revisions in his offer in respect of the price and the number of shares to be acquired, at any time up to seven working days prior to the date of the closure of the offer :</p> <p>Provided that any such upward revision of offer shall be made only upon the acquirer—</p> <p>(a) making a public announcement in respect of such changes or amendments in all the</p>	<p>(4) Irrespective of whether a competing offer has been made, an acquirer may make upward revisions to the offer price, and subject to the other provisions of these regulations, to the number of shares sought to be acquired under the open offer, at any time prior to the commencement of the last three working days before the commencement of the tendering period.</p> <p>(5) In the event of any revision of the open offer, whether by way of an upward revision in</p>

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<p>newspapers in which the original public announcement was made;</p> <p>(b) simultaneously with the issue of such public announcement, informing the Board, all the stock exchanges on which the shares of the company are listed, and the target company at its registered office;</p> <p>(c) increasing the value of the escrow account as provided under sub-regulation (9) of regulation 28.</p>	<p>offer price, or of the offer size, the acquirer shall,—</p> <p>(a) make corresponding increases to the amount kept in escrow under regulation 17 prior to such revision.</p> <p>(b) make an announcement in respect of such revisions in all the newspapers in which the detailed public statement pursuant to the public announcement was made;</p> <p>(c) simultaneously with the issue of such an announcement, inform the Board, all the stock exchanges on which the shares of the target company are listed, and the target company at its registered office;</p>
Regulation 27- Withdrawal of offer	Regulation 23- Withdrawal of open offer
<p>(1) No public offer, once made, shall be withdrawn except under the following circumstances:—</p> <p>(a) [***]</p> <p>(b) the statutory approval(s) required have been refused;</p> <p>(c) the sole acquirer, being a natural person, has died;</p> <p>(d) such circumstances as in the opinion of the Board merit withdrawal.</p>	<p>(1) An open offer for acquiring shares once made shall not be withdrawn except under any of the following circumstances,—</p> <p>(a) statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the detailed public statement and the letter of offer;</p> <p>(b) the acquirer, being a natural person, has died;</p> <p>(c) any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirer, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the detailed public statement and the letter of offer; or</p> <p>(d) such circumstances as in the opinion of the Board, merit withdrawal.</p> <p><i>Explanation.</i>— For the purposes of clause (d) of sub-regulation (1), the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011										
<p>(2) In the event of withdrawal of the offer under any of the circumstances specified under sub-regulation (1), the acquirer or the merchant banker shall,—</p> <p>(a) make a public announcement in the same newspapers in which the public announcement of offer was published, indicating reasons for withdrawal of the offer ;</p> <p>(b) simultaneously with the issue of such public announcement, inform - (i) the Board; (ii) all the stock exchanges on which the shares of the company are listed; and (iii) the target company at its registered office.</p>	<p>(2) In the event of withdrawal of the open offer, the acquirer shall through the manager to the open offer, within two working days,—</p> <p>(a) make an announcement in the same newspapers in which the public announcement of the open offer was published, providing the grounds and reasons for withdrawal of the open offer ;</p> <p>(b) simultaneously with the announcement, inform in writing to,—</p> <ol style="list-style-type: none"> the Board; all the stock exchanges on which the shares of the target company are listed, and the stock exchanges shall forthwith disseminate such information to the public; and the target company at its registered office. 										
Regulation 28- Provision of Escrow	Regulation 17- Provision of Escrow										
<p>(1)The acquirer shall as and by way of security for performance of his obligations under the regulations, deposit in an escrow account such sum as specified in sub-regulation (2).</p>	<p>(1) Not later than two working days prior to the date of the detailed public statement of the open offer for acquiring shares, the acquirer shall create an escrow account towards security for performance of his obligations under these regulations, and deposit in escrow such aggregate amount as per the following scale:</p>										
<p>(2)The escrow amount shall be calculated in the following manner,— (a) For consideration payable under the public offer,—</p> <table border="1"> <tr> <td>up to and including Rs. 100 crores</td><td>25 per cent;</td></tr> <tr> <td>exceeding Rs. 100 crores</td><td>25 per cent; up to Rs.100 crores and 10 per cent thereafter</td></tr> </table> <p>(b) For offers which are subject to a minimum level of acceptance, and the acquirer does not want to acquire a minimum of 20 per cent, than 50 per cent of the consideration payable under the public offer in cash shall be deposited in the escrow account.</p>	up to and including Rs. 100 crores	25 per cent;	exceeding Rs. 100 crores	25 per cent; up to Rs.100 crores and 10 per cent thereafter	<table border="1"> <tr> <th>Consideration payable under the Open Offer</th><th>Escrow Amount</th></tr> <tr> <td>On the first five hundred crore rupees</td><td>an amount equal to twenty-five per cent of the consideration</td></tr> <tr> <td>On the balance consideration</td><td>an additional amount equal to ten per cent of the balance consideration</td></tr> </table> <p>Provided that where an open offer is made conditional upon minimum level of acceptance, hundred percent of the consideration payable in respect of minimum level of acceptance or fifty per</p>	Consideration payable under the Open Offer	Escrow Amount	On the first five hundred crore rupees	an amount equal to twenty-five per cent of the consideration	On the balance consideration	an additional amount equal to ten per cent of the balance consideration
up to and including Rs. 100 crores	25 per cent;										
exceeding Rs. 100 crores	25 per cent; up to Rs.100 crores and 10 per cent thereafter										
Consideration payable under the Open Offer	Escrow Amount										
On the first five hundred crore rupees	an amount equal to twenty-five per cent of the consideration										
On the balance consideration	an additional amount equal to ten per cent of the balance consideration										

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	cent of the consideration payable under the open offer, whichever is higher, shall be deposited in cash in the escrow account.
(3)The total consideration payable under the public offer shall be calculated assuming full acceptances and at the highest price if the offer is subject to differential pricing, irrespective of whether the consideration for the offer is payable in cash or otherwise.	(2) The consideration payable under the open offer shall be computed as provided for in sub-regulation (2) of regulation 16 and in the event of an upward revision of the offer price or of the offer size, the value of the escrow amount shall be computed on the revised consideration calculated at such revised offer price, and the additional amount shall be brought into the escrow account prior to effecting such revision.
(4)The escrow account referred to in sub-regulation (1) shall consist of, — (a) cash deposited with a scheduled commercial bank; or (b) bank guarantee in favour of the merchant banker; or (c) deposit of acceptable securities with appropriate margin, with the merchant banker; or (d) cash deposited with a scheduled commercial bank in case of clause (b) of sub-regulation (2) of this regulation.	(3) The escrow account referred to in sub-regulation (1) may be in the form of,— (a) cash deposited with any scheduled commercial bank; (b) bank guarantee issued in favour of the manager to the open offer by any scheduled commercial bank; or (c) deposit of frequently traded and freely transferable equity shares or other freely transferable securities with appropriate margin; Provided that securities sought to be provided towards escrow under clause (c) shall be required to conform to the requirements set out in sub-regulation (2) of regulation 9.
(5)Where the escrow account consists of deposit with a scheduled commercial bank, the acquirer shall while opening the account, empower the merchant banker appointed for the offer to instruct the bank to issue a banker's cheque or demand draft for the amount lying to the credit of the escrow account, as provided in the regulations.	(5) For such part of the escrow account as is in the form of a cash deposit with a scheduled commercial bank, the acquirer shall while opening the account, empower the manager to the open offer to instruct the bank to issue a banker's cheque or demand draft or to make payment of the amounts lying to the credit of the escrow account, in accordance with requirements under these regulations.
(6)Where the escrow account consists of bank guarantee, such bank guarantee shall be in favour of the merchant banker and shall be valid at least for a period commencing from the date of public announcement until twenty	(6) For such part of the escrow account as is in the form of a bank guarantee, such bank guarantee shall be in favour of the manager to the open offer and shall be kept valid throughout the offer period and for an

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
days after the closure of the offer	additional period of thirty days after completion of payment of consideration to shareholders who have tendered their shares in acceptance of the open offer.
(7)The acquirer shall, in case the escrow account consists of securities empower the merchant banker to realise the value of such escrow account by sale or otherwise provided that if there is any deficit on realisation of the value of the securities, the merchant banker shall be liable to make good any such deficit.	(7) For such part of the escrow account as is in the form of securities, the acquirer shall empower the manager to the open offer to realise the value of such escrow account by sale or otherwise, and in the event there is any shortfall in the amount required to be maintained in the escrow account, the manager to the open offer shall be liable to make good such shortfall.
(8)In case the escrow account consists of bank guarantee or approved securities, these shall not be returned by the merchant banker till after completion of all obligations under the regulations.	
(9)In case there is any upward revision of offer, consequent upon a competitive bid or otherwise, the value of the escrow account shall be increased to equal at least 10 per cent of the consideration payable upon such revision.	
(10) Where the escrow account consists of bank guarantee or deposit of approved securities, the acquirer shall also deposit with the bank a sum of at least 1 per cent of the total consideration payable, as and by way of security for fulfilment of the obligations under the regulations by the acquirers.	(4) In the event of the escrow account being created by way of a bank guarantee or by deposit of securities, the acquirer shall also ensure that at least one per cent of the total consideration payable is deposited in cash with a scheduled commercial bank as a part of the escrow account.
(11) The Board shall in case of non-fulfilment of obligations under the regulations by the acquirer forfeit the escrow account either in full or in part.	(9) In the event of non-fulfillment of obligations under these regulations by the acquirer the Board may direct the manager to the open offer to forfeit the escrow account or any amounts lying in the special account, either in full or in part.
(11A)In case of failure by the acquirer to obtain shareholders' approval required under sub-regulation (3) of regulation 20, the amount in escrow account may be forfeited.	

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- (12) The escrow account deposited with the bank in cash shall be released only in the following manner,—
- (a) the entire amount to the acquirer upon withdrawal of offer in terms of regulation 27 upon certification by the merchant banker;
 - (b) for transfer to the special account opened in terms of sub-regulation (1) of regulation 29 : Provided the amount so transferred shall not exceed 90 per cent of the cash deposit made under clause (a) of sub-regulation (2) of this regulation;
 - (c) to the acquirer, the balance of 10 per cent of the cash deposit made under clause (a) of sub-regulation (2) of this regulation or the cash deposit made under sub-regulation (10) of this regulation, on completion of all obligations under the regulations, and upon certification by the merchant banker;
 - (d) the entire amount to the acquirer upon completion of all obligations under the regulations, upon certification by the merchant banker, where the offer is for exchange of shares or other secured instruments;
 - (e) the entire amount to the merchant banker, in the event of forfeiture for nonfulfillment of any of the obligations under the Regulations, for distribution in the following manner, after deduction of expenses, if any, of the merchant banker and the registrars to the offer, -
 - i. one third of the amount to the target company;
 - ii. one third of the amount to the Investor Protection and Education Fund established by the Board;
 - iii. one third of the amount to be distributed pro-rata among the shareholders who have accepted the offer.

SEBI (SAST) Regulations, 2011

- (10) The escrow account deposited with the bank in cash shall be released only in the following manner,—
- (a) the entire amount to the acquirer upon withdrawal of offer in terms of regulation 23 as certified by the manager to the open offer:
Provided that in the event the withdrawal is pursuant to clause (c) of sub-regulation (1) of regulation 23, the manager to the open offer shall release the escrow account upon receipt of confirmation of such release from the Board;
 - (b) for transfer of an amount not exceeding ninety per cent of the escrow account, to the special escrow account in accordance with regulation 21:
 - (c) to the acquirer, the balance of the escrow account after transfer of cash to the special escrow account, on the expiry of thirty days from the completion of payment of consideration to shareholders who have tendered their shares in acceptance of the open offer, as certified by the manager to the open offer;
 - (d) the entire amount to the acquirer upon the expiry of thirty days from the completion of payment of consideration to shareholders who have tendered their shares in acceptance of the open offer, upon certification by the manager to the open offer, where the open offer is for exchange of shares or other secured instruments;
 - (e) the entire amount to the manager to the open offer, in the event of forfeiture for non-fulfillment of any of the obligations under these regulations, for distribution in the following manner, after deduction of expenses, if any, of registered market intermediaries associated with the open offer,—
 - i. one third of the escrow account to the target company;

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<ul style="list-style-type: none"> ii. one third of the escrow account to the Investor Protection and Education Fund established under the Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; iii. one third of the escrow account to be distributed pro-rata among the shareholders who have accepted the open offer.
<p>(13) In the event of non-fulfilment of obligations by the acquirer, the merchant banker shall ensure realisation of escrow amount by way of foreclosure of deposit invocation of bank guarantee or sale of securities and credit proceeds thereof to the Investor Protection and Education Fund established by the Board.</p>	
	<p>(8) The manager to the open offer shall not release the escrow account until the expiry of thirty days from the completion of payment of consideration to shareholders who have tendered their shares in acceptance of the open offer, save and except for transfer of funds to the special escrow account as required under regulation 21.</p>
<p>Regulation 29-Payment of Consideration</p>	<p>Regulation 21- Payment of Consideration</p>
<p>(1) For the amount of consideration payable in cash, the acquirer shall, within a period of seven days from the date of closure of the offer, open a special account with a banker to an issue registered with the Board and deposit therein, such sum as would, together with 90 per cent of the amount lying in the escrow account, if any, make up the entire sum due and payable to the shareholders as consideration for acceptances received and accepted in terms of these regulations and for this purpose, transfer the funds from the escrow account.</p>	<p>(1) For the amount of consideration payable in cash, the acquirer shall open a special escrow account with a banker to an issue registered with the Board and deposit therein, such sum as would, together with cash transferred under clause (b) of sub-regulation (10) of regulation 17, make up the entire sum due and payable to the shareholders as consideration payable under the open offer, and empower the manager to the offer to operate the special escrow account on behalf of the acquirer for the purposes under these regulations.</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
(2) The unclaimed balance lying to the credit of the account referred to in sub-regulation (1) at the end of three years from the date of deposit thereof shall be transferred to the investor protection fund of the regional stock exchange of the target company.	(3) Unclaimed balances, if any, lying to the credit of the special escrow account referred to in sub-regulation (1) at the end of seven years from the date of deposit thereof shall be transferred to the Investor Protection and Education Fund established under the Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.
(3) In respect of consideration payable by way of exchange of securities, the acquirer shall ensure that the securities are actually issued and despatched to the shareholders.	(2) Subject to provisos to sub-regulation (11) of regulation 18, the acquirer shall complete payment of consideration whether in the form of cash, or as the case may be, by issue, exchange or transfer of securities, to all shareholders who have tendered shares in acceptance of the open offer, within ten working days of the expiry of the tendering period.
Regulation 29A- Relaxation from the strict compliance of provisions of Chapter III in certain cases	Regulation 11(2)- Exemptions by the Board
<p>The Board may, on an application made by a target company, relax any or more of the provisions of this Chapter, subject to such conditions as it may deem fit, if it is satisfied that—</p> <p>(a) the Central Government or State Government or any other regulatory authority has removed the board of directors of the target company and has appointed other persons to hold office as directors thereof under any law for the time being in force for orderly conduct of the affairs of the target company;</p> <p>(b) such directors have devised a plan which provides for transparent, open, and competitive process for continued operation of the target company in the interests of all stakeholders in the target company and such plan does not further the interests of any particular acquirer;</p> <p>(c) the conditions and requirements of the</p>	<p>The Board may for reasons recorded in writing, grant a relaxation from strict compliance with any procedural requirement under Chapter III and Chapter IV subject to such conditions as the Board deems fit to impose in the interests of investors in securities and the securities market on being satisfied that,—</p> <p>(a) the target company is a company in respect of which the Central Government or State Government or any other regulatory authority has superseded the board of directors of the target company and has appointed new directors under any law for the time being in force, if,—</p> <p>(i) such board of directors has formulated a plan which provides for transparent, open, and competitive process for acquisition of shares or voting rights in, or control over the target company to secure the smooth and continued operation of the target company in the interests of all stakeholders of the target company and such plan does not further the interests of any particular acquirer; (ii) the conditions and requirements of the competitive process are reasonable and fair; (iii) the process adopted by the board of directors of the target company provides for details</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
<p>competitive process are reasonable and fair;</p> <p>(d) the process provides for details including the time when the public offer would be made, completed and the manner in which the change in control would be effected;</p> <p>(e) the provisions of this Chapter are likely to act as impediment to implementation of the plan of the target company and relaxation from one or more of such provisions is in public interest, the interest of investors and the securities market.</p>	<p>including the time when the open offer for acquiring shares would be made, completed and the manner in which the change in control would be effected; and</p> <p>(b) the provisions of Chapter III and Chapter IV are likely to act as impediment to implementation of the plan of the target company and exemption from strict compliance with one or more of such provisions is in public interest, the interests of investors in securities and the securities market.</p>
	Regulation 6- Voluntary Offer
	<p>(1) An acquirer, who together with persons acting in concert with him, holds shares or voting rights in a target company entitling them to exercise twenty-five per cent or more but less than the maximum permissible non-public shareholding, shall be entitled to voluntarily make a public announcement of an open offer for acquiring shares in accordance with these regulations, subject to their aggregate shareholding after completion of the open offer not exceeding the maximum permissible non-public shareholding:</p> <p>Provided that where an acquirer or any person acting in concert with him has acquired shares of the target company in the preceding fifty-two weeks without attracting the obligation to make a public announcement of an open offer, he shall not be eligible to voluntarily make a public announcement of an open offer for acquiring shares under this regulation:</p> <p>Provided further that during the offer period such acquirer shall not be entitled to acquire any shares otherwise than under the open offer.</p>
	<p>(2) An acquirer and persons acting in concert with him, who have made a public announcement under this regulation to acquire shares of a target company shall not be entitled to acquire any shares of the target company for a period of six months after completion of the open offer except pursuant to another voluntary</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>open offer:</p> <p>Provided that such restriction shall not prohibit the acquirer from making a competing offer upon any other person making an open offer for acquiring shares of the target company.</p>
	Regulation 18-Other procedures
	<p>(1) Simultaneously with the filing of the draft letter of offer with the Board under sub-regulation (1) of regulation 16, the acquirer shall send a copy of the draft letter of offer to the target company at its registered office address and to all stock exchanges where the shares of the target company are listed.</p>
	<p>(2) The letter of offer shall be dispatched to the shareholders whose names appear on the register of members of the target company as of the identified date, not later than seven working days from the receipt of communication of comments from the Board or where no comments are offered by the Board, within seven business days from the expiry of the period stipulated in sub-regulation (4) of regulation 16:</p> <p>Provided that where local laws or regulations of any jurisdiction outside India may expose the acquirer or the target company to material risk of civil, regulatory or criminal liabilities in the event the letter of offer in its final form were to be sent without material amendments or modifications into such jurisdiction, and the shareholders resident in such jurisdiction hold shares entitling them to less than five per cent of the voting rights of the target company, the acquirer may refrain from dispatch of the letter of offer into such jurisdiction:</p> <p>Provided further that every person holding shares, regardless of whether he held shares on the identified date or has not received the letter of offer, shall be entitled to tender such shares in acceptance of the open offer</p>
	<p>(3) Simultaneously with the dispatch of the letter of offer in terms of sub-regulation (2), the</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	acquirer shall send the letter of offer to the custodian of shares underlying depository receipts, if any, of the target company.
	<p>(6) The acquirer shall disclose during the offer period every acquisition made by the acquirer or persons acting in concert with him of any shares of the target company in such form as may be specified, to each of the stock exchanges on which the shares of the target company are listed and to the target company at its registered office within twenty-four hours of such acquisition, and the stock exchanges shall forthwith disseminate such information to the public:</p> <p>Provided that the acquirer and persons acting in concert with him shall not acquire or sell any shares of the target company during the period between three working days prior to the commencement of the tendering period and until the expiry of the tendering period.</p>
	<p>(7) The acquirer shall issue an advertisement in such form as may be specified, one working day before the commencement of the tendering period, announcing the schedule of activities for the open offer, the status of statutory and other approvals, if any, whether for the acquisition attracting the obligation to make an open offer under these regulations or for the open offer, unfulfilled conditions, if any, and their status, the procedure for tendering acceptances and such other material detail as may be specified:</p> <p>Provided that such advertisement shall be,—</p> <p>(a) published in all the newspapers in which the detailed public statement pursuant to the public announcement was made; and</p> <p>(b) simultaneously sent to the Board, all the stock exchanges on which the shares of the target company are listed, and the target company at its registered office.</p>
	Regulation 22-Completion of acquisition
	<p>(1) The acquirer shall not complete the acquisition of shares or voting rights in, or control over, the target company, whether by way of subscription to shares or a purchase of shares attracting the obligation to make an open offer</p>

SEBI (SAST) Regulations, 1997	SEBI (SAST) Regulations, 2011
	<p>for acquiring shares, until the expiry of the offer period: Provided that in case of an offer made under sub-regulation (1) of regulation 20, pursuant to a preferential allotment, the offer shall be completed within the period as provided under sub-regulation (1) of regulation 74 of Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2009.</p>
	<p>(2) Notwithstanding anything contained in sub-regulation (1), subject to the acquirer depositing in the escrow account under regulation 17, cash of an amount equal to one hundred per cent of the consideration payable under the open offer assuming full acceptance of the open offer, the parties to such agreement may after the expiry of twenty-one working days from the date of detailed public statement, act upon the agreement and the acquirer may complete the acquisition of shares or voting rights in, or control over the target company as contemplated.</p>
	<p>(3) The acquirer shall complete the acquisitions contracted under any agreement attracting the obligation to make an open offer not later than twenty-six weeks from the expiry of the offer period: Provided that in the event of any extraordinary and supervening circumstances rendering it impossible to complete such acquisition within such period, the Board may for reasons to be published, may grant an extension of time by such period as it may deem fit in the interests of investors in securities and the securities market.</p>