

Sr. No.	Chapter	Relevant Para of the Sub-Group Report	Suggestions sought on	Whether Yes/No/Partially	Rationale
1	Chapter 2	Para A Review of the Counter-Offer Mechanism	Eligibility Criteria		
			1. For making a counter offer,		
			2. Whether the proposed threshold		
			Counter-Offer Price		
			1. Whether the proposed method of		
2	Chapter 2	Para B Review of "Floor Price" under the Delisting Regulations	1. Whether the additional parameter of "adjusted book value (considering consolidated financials) as determined by an independent registered valuer" as proposed for determining the floor price in case of frequently traded	Partially Agree	We appreciate SEBI's effort to improve the process for determination of floor price. But, we believe for infrequently traded shares even the new proposed mechanism will be able to determine a fair price in only certain cases and will be unfair to some parties in other cases. For determination of the fixed price, the consultative paper has introduced a layer of
3	Chapter 2	Para C	1. Whether delisting through Fixed		
			2. Whether such fixed price		
4	Chapter 2	Para D Review of the Reference Date for Determination of the Floor Price	1. Whether the date of the initial public announcement <u>be made</u> the reference date for determining the floor price?		

Sr. No.	Chapter	Relevant Para of the Sub-Group Report	Suggestions sought on	Whether Yes/No/Partially	Rationale
5	Chapter 3	<p style="text-align: center;">Para A</p> <p style="text-align: center;">Delisting framework for Investment Holding Companies (IHC)</p>	1. Whether there is a <u>need</u> to introduce separate mechanism for delisting of IHC?	Yes	<p>The new proposed mechanism is a welcome move as delisting of such IHCs, having large underlying values, through classic RBB may not result in the discovery of fair exit price to the public shareholders.</p> <p>In fact, we believe it's the right time to re-look at the structures and sanctity of IHCs in India, they are being used as vehicles by promoters to exert control on the underlying entities over and above their due share as promoters.</p> <p>Instead of voluntary delisting, we believe, in the interest of minority shareholders, there should be a mechanism for compulsory delisting of all IHCs within a defined time period of 12-24 months.</p> <p>In many cases, promoters have a holding company structure as a layered structure so that they enjoy control: example if the promoter were to hold the underlying company directly he/she may have 25% stake but because he/she is holding it through holding company where he owns 50% stake he exerts significant control of 50% even as his deserved control was just 25% in the underlying company.</p> <p>Holding companies trade at significant discount to underlying value; discounts of 50-70% in general. Minority investors who need liquidity from time to time whenever they trade their shares in IHCs they have to sell at these depressed prices rather than the true underlying value of the companies.</p> <p>Though, we understand that holding companies discount is not a new phenomenon so minority shareholders buy these companies knowing fully well that they may continue to trade at discount.</p> <p>In our opinion promoters of holding companies understand that the undervaluation</p>
			2. Whether the proposed mechanism of transferring shares of	Yes	We believe the new mechanism is a good move and there may be some initial taxation issues etc. but besides that, the simplicity of this mechanism is a positive aspect.
			3. To qualify for this mechanism,		

Sr. No.	Chapter	Relevant Para of the Sub-Group Report	Suggestions sought on	Whether Yes/No/Partially	Rationale
---------	---------	---------------------------------------	-----------------------	--------------------------	-----------

Sr. No.	Chapter	Relevant Para of the Sub-Group Report	Suggestions sought on	Whether Yes/No/Partially	Rationale
---------	---------	---------------------------------------	-----------------------	--------------------------	-----------