Nodal Co-ordination Cell
Informal Guidance

Issue No. I/13081/2026
June 4, 2026

Shri K. Visweswaran
Saint-Gobain Sekurit Automotive Private Limited
18/3, Sigapi Achi Building,
6th Floor, Rukmini Lakshmipathy Road,
Ethiraj Salai, Chennai,
Egmore Nungambakkam,
Tamil Nadu, India, 600008

Sir / Madam,

Subject: Request for Informal Guidance by way of a 'No action' letter under the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025 with respect to provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Ref: Your letter dated March 30, 2026 and email dated May 21, 2026

1. This is with reference to your letter dated March 30, 2026 and further information submitted vide your email dated May 21, 2026, seeking guidance by way of 'No Action Letter' under the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025 on the applicability of Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**Takeover Regulations, 2011**") with respect to the transfer and vesting of shares held by Saint-Gobain India Private Limited comprising of 26.74% (being 2,43,59,490 equity shares) of Saint Gobain Sekurit India Limited to Saint Gobain Sekurit Automotive Private Limited pursuant to the proposed scheme of Demerger.

2. In the letter under reference, you have, inter-alia, represented as under-

   a. Saint-Gobain Sekurit India Limited ("**SGSIL/Target Company**") is a listed entity catering to the three-wheeler and commercial vehicle segments.

   b. The promoter shareholding of SGSIL is as follows:

Name of shareholder	No of Equity shares	%
Saint-Gobain India	2,43,59,490	26.74

Private Limited		
Saint-Gobain Sekurit France	4,39,69,785	48.26
Total	**6,83,29,275**	**75.00**

c. Saint-Gobain India Private Limited **("SGIPL")** is the principal Indian entity of the Saint-Gobain Group, engaged in the manufacture and sale of glass and construction products. SGIPL's glass operations include, inter alia, a dedicated automotive glazing business ("Sekurit Division") catering to the passenger vehicle segment.

d. SGSIL and SGIPL share an operational relationship, with Sekurit India purchasing raw materials from, selling manufactured products and scrap to, and receiving services from, SGIPL

e. Pursuant to a global group restructuring to operate the Sekurit business as an independent entity, the Sekurit Division currently housed within SGIPL is proposed to be demerged into a newly incorporated company, Saint-Gobain Sekurit Automotive Private Limited (**"Resulting Entity/SGSAPL"**), by way of a Scheme of Arrangement under the Companies Act, 2013 ("Scheme").

f. Pursuant to the Scheme, all identified assets and liabilities attributable to the Sekurit Division — including SGIPL's 26.74% equity stake in SGSIL (being an asset intrinsically linked to the Sekurit Division) — shall stand transferred to and vest in the Resulting Entity.

g. The shareholders of SGIPL and the Resulting Entity shall be identical post-implementation of the Scheme i.e. the persons exercising voting rights in the combined/resultant structure post-demerger shall be the same as those holding voting rights prior thereto, with no change in the underlying ownership.

h. Further, there is no cash consideration involved in the aforesaid transaction relating to the transfer of identified assets belonging to Sekurit Division to the Resulting Entity.

i. In light of the above submissions, you have sought informal guidance by way of a no action letter on the following query:

Whether the proposed transfer of identified assets of SGSIL pursuant to the scheme of demerger would qualify for exemption from the obligation to make an open offer under Regulation 10(1)(d)(iii) or any other applicable provision of the SEBI (SAST) Regulations, 2011

3. Vide email dated May 21, 2026, you have forwarded details regarding the shareholding pattern of SGIPL, the incorporation shareholding of SGSAPL and the post-scheme shareholding pattern of SGSAPL to demonstrate that the shareholding (post-implementation of the proposed Scheme) in SGSAPL would be identical to the present shareholding of SGIPL.

4. We have considered the submissions made by you in your application and the further information submitted vide your email dated May 21, 2026. Without necessarily agreeing with your analysis, we are issuing no action letter as under:

   a. The relevant legal provisions are reproduced below:

      i. Regulation 3 of Takeover Regulations, 2011 provides as below:

"3(1) 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.

(2) 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:

Provided that the acquisition beyond five per cent but upto ten per cent of the voting rights in the target company shall be permitted for the financial year 2020-21 only in respect of acquisition by a promoter pursuant to preferential issue of equity shares by the target company.

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.

Provided further that, acquisition pursuant to a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 [No. 31 of 2016] shall be exempt from the obligation under the proviso to the sub-regulation (2) of regulation 3.

Explanation. — For purposes of determining the quantum of acquisition of additional voting rights under this sub-regulation, —

(i) gross acquisitions alone shall be taken into 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.

(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.

(3) For the purposes of sub-regulation (1) and sub-regulation (2), acquisition of shares by any person, such that the individual shareholding of such person acquiring shares exceeds the stipulated thresholds, shall also be attracting the obligation to make an open offer for acquiring shares of the target company irrespective of whether there is a change in the aggregate shareholding with persons acting in concert……"

ii. Regulation 10 (1)(d)(iii) of Takeover Regulations, 2011 provides as below:

"10. (1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfilment of the conditions stipulated therefore -

(d) acquisition pursuant to a scheme, -

(i)….

(ii)….

(iii) of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court [or a tribunal] or [***] under any law or regulation, Indian or foreign, subject to, —

(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and

(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme."

b. If the proposed transaction culminates, based on your submissions, SGSAPL will acquire 26.74% shares in the Target Company. By virtue of provisions of Regulations 3 of Takeover Regulations, 2011, the acquirer would therefore be under an obligation to make an open offer for acquiring shares of the Target Company.

c. However, certain acquisitions are exempted under Regulation 10 of the Takeover Regulations, 2011 from the obligation to make an open offer inter alia under Regulation 3 subject to the fulfillment of conditions stipulated therein. In this regard, reference is made to Regulation 10(1)(d)(iii) of the Takeover Regulations, 2011, which exempts acquisitions from the obligation to make an open offer under Regulations 3 and 4, provided the acquisition is pursuant to a scheme of arrangement that does not directly involve the target company as a transferor or transferee and subject to the following conditions: (i) the cash component in the

consideration paid under the Scheme must not exceed 25% of the Total consideration (ii) at least 33% of the voting rights in the combined entity post-scheme must be held by the same persons who held the entire voting rights before implementation of the scheme.

d. In this case, based on your submissions, it is observed that the restructuring involves SGIPL and SGSAPL, with no direct involvement of the Target Company i.e. Saint-Gobain Sekurit India Limited. In the proposed scheme, the Acquirer has submitted that post implementation of the scheme, the persons exercising voting rights in the resultant entity post-demerger shall be same as those holding voting rights prior thereto, with no change in the underlying ownership. Further, there is no cash component involved in the instant transaction.

e. In view of the submissions made and the facts presented, it appears that the proposed acquisition qualifies for an exemption from open offer obligation under Regulation 10(1)(d)(iii) of the Takeover Regulations, 2011 subject to fulfilment of all other applicable conditions and approvals as required by law.

f. Thus, the relevant Department of the Board shall not recommend any kind of enforcement action to the Board, if as stated in your letter, the transaction, pursuant to implementation of the Scheme, culminates inter alia in the transfer of 26.74% equity stake held by SGPIL in the Target Company to the proposed acquirer, SGSAPL.

5. Vide your letter under reference, you have requested for confidentiality in respect of your application. Accordingly, the interpretive letter issued to you in this matter shall not be made public for a period of 90 days from the date of issuance of this letter.

6. This letter has been issued with the approval of the Competent Authority and the guidance is based on the representation made in your application. Different facts or conditions would require a different result. This letter expresses the relevant Department's position on enforcement action only. It does not express the decision of the Board on the questions presented and does not preclude you from taking any other opinion, as deemed appropriate.

Yours faithfully

Sudha Rani Thirukonda