



Vardhmān

Delivering Excellence. Since 1965.

VARDHMAN SPECIAL STEELS LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601048, 2222616, 2601040
E: secretarial.lud@vardhman.com

Ref. VSSL:SCY:DEC:2023-24

Dated: 06-Dec-2023

BSE Limited,
New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, MUMBAI-400001
Scrip Code: 534392

The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
MUMBAI-400 051
Scrip Code: VSSL

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Approval of Share Subscription and Shareholders' Agreement and Power Supply and Offtake Agreement for acquisition of 26% stake in Sone Solar Private Limited

Dear Sir,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Committee of Directors (Solar Project) in its meeting held today, i.e. 06th December, 2023 had approved the 'Share Subscription and Shareholder's Agreement' to be entered by the Company with ASG HOLDCO BETA PTE. LTD. (Promoter) & Sone Solar Private Limited (Power Producer) along with a 'Power Supply and Offtake Agreement' to be entered by the Company with Sone Solar Private Limited (Power Producer) (collectively referred to as Agreements). These Agreements will be executed by the Parties on 16th December, 2023.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are given in Annexure "A" and "B".

The meeting of Committee of Directors (Solar Project) commenced at 11:00 a.m. and concluded at 12:30 p.m.

This is for your information and records please.

Thanking you,
Yours faithfully,
For VARDHMAN SPECIAL STEELS LIMITED

(SONAM DHINGRA)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS



Annexure – A

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered;	<p>Power Supply and Offtake Agreement is to be entered into between Vardhman Special Steels Limited (Captive Consumer) and Sone Solar Private Limited (Power Producer)</p> <p>And</p> <p>Share Subscription and Shareholders' Agreement is to be entered into between ASG HOLDCO BETA PTE. LTD. (Promoter), Vardhman Special Steels Limited (Captive Consumer) and Sone Solar Private Limited (Power Producer)</p>
2.	Purpose of entering into the agreement;	The purpose of entering into the Agreement is to set-up a 55 MW DC solar capacity in the state of Punjab (the "Plant") wherein the power generated will be supplied exclusively to Vardhman Special Steels Limited under the prescribed regulations of the State and Central Government. The Plant will be operated by Sone Solar Private Limited (Power Producer)
3.	Shareholding, if any, in the entity with whom the agreement is executed;	The proposed shareholding pattern of Sone Solar Private Limited shall be as under:- Vardhman Special Steels Limited :- 26% ASG HOLDCO BETA PTE. LTD. :- 74%
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Power Producer shall have rights to establish and operate the said Plant. Vardhman Special Steels Limited shall have rights over Reserved Matters. Both the parties i.e. Vardhman Special Steels Limited and ASG HOLDCO BETA PTE. LTD. shall have voting rights in Sone Solar Private Limited, proportionate to their shareholding.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No



6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Equity Capital of Sone Solar Private Limited will be Rs. 71.92 Crore. i. Contribution of Vardhman Special Steels Limited will be Rs. 18.70 Crore (26% stake) and ii. Contribution of ASG HOLDCO BETA PTE. LTD. will be Rs. 53.22 Crore (74% stake)
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Vardhman Special Steels Limited will not appoint any director on the Board, but can appoint an Observer on the Board of the Producer Company. No Potential Conflict of Interest shall arise out of these Agreements.



Annexure – B

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	Sone Solar Private Limited is a Special Purpose Vehicle created for setting up a Solar Power Plant for captive consumption by Vardhman Special Steels Limited. It was incorporated on 03.11.2023.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	Proposed acquisition doesn't fall within the purview of related party transactions and promoters/ promoter group/ group companies do not have any interest in Sone Solar Private Limited.
3.	Industry to which the entity being acquired belongs:	Generation and transmission of Renewable Energy.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	In order to comply with the regulatory requirement for captive power consumption under India Electricity laws, Vardhman Special Steels Limited will acquire 26% stake in Sone Solar Private Limited.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No
6.	Indicative time period for completion of the acquisition;	Vardhman Special Steels Limited will make the aforesaid Equity Contribution of 26% in three trenches depending upon completion of different stages of the Project.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired;	Rs. 18.70 Crore for acquisition of 26% stake in Sone Solar Private Limited.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	26% of the Paid-up equity share capital of Sone Solar Private Limited.
10.	Brief background about the entity	Sone Solar Private Limited is a Special Purpose



Vardhman

VARDHMAN SPECIAL STEELS LIMITED

Delivering Excellence. Since 1965.

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601048, 2222616, 2601040
E: secretarial.lud@vardhman.com

	acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Vehicle created for setting up a Solar Power Plant for captive consumption by Vardhman Special Steels Limited. It was incorporated on 03.11.2023.
--	---	---

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | **STEELS**

PAN NO.: AADCY4812B CIN: L27100PB2010PLC033930
WWW.VARDHMANSTEEL.COM