

FIH Mauritius Investments Ltd

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February 9, 2016

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
India

Sub: Compliance of Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations").

**Unit: Adi Finechem Limited
Scrip Code: 530117**

Dear Sir/Madam,

Pursuant to Regulation 29(1) of the Takeover Regulations, we, FIH Mauritius Investments Ltd, the undersigned, hereby inform you that we have acquired more than 5% of the total paid-up equity share capital of Adi Finechem Limited.

Please find attached as **Annexure**, disclosure relating to the aforesaid acquisition of shares in the format as prescribed under the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thank you.

Yours faithfully,



Authorised Signatory
For FIH Mauritius Investments Ltd
Encl.: As above



Annexure
Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Adi Finechem Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer:</u> FIH Mauritius Investments Ltd <u>PAC:</u> FIH Private Investments Ltd		
Whether the acquirer belongs to Promoter/Promoter group	The Acquirer and PAC do not belong to any promoter/promoter group of the TC.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(i) BSE Limited (ii) National Stock Exchange of India Limited (iii) Ahmedabad Stock Exchange#		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying Voting rights in the TC (specify holding in each category) e) Total (a+b+c)	Nil	Nil	Nil
	-	-	-
	-	-	-
	-	-	-
	Nil	Nil	Nil
	Nil	Nil	Nil

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After the acquisition, holding of acquirer along with PACs of:			
<p>a) Shares carrying voting rights</p> <p><u>Note:</u> PAC has not acquired any shares under the Share Purchase Agreement and/or pursuant to the open offer.</p>	<p><u>Share Purchase Agreement:</u> 6,160,083 (Six Million One Hundred and Sixty Thousand and Eighty Three) Equity Shares</p> <p><u>Open Offer:</u> 847 (Eight Hundred and Forty Seven) Equity Shares</p>	<p><u>Share Purchase Agreement:</u> 44.66% of the total paid up equity share capital of the TC as of February 9, 2016</p> <p><u>Open Offer:</u> 0.006% of the total paid up equity share capital of the TC as of February 9, 2016</p>	<p><u>Share Purchase Agreement:</u> 44.66% of the diluted share/voting capital of the TC as of February 9, 2016</p> <p><u>Open Offer:</u> 0.006% of the diluted share/voting capital of the TC as of February 9, 2016</p>
<p>b) VRs otherwise than by equity shares</p>			
<p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p>			
<p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p>	<p>6,160,930 (Six Million One Hundred Sixty Thousand Nine Hundred and Thirty) Equity Shares</p>	<p>44.664% of the total paid up equity share capital of the TC as of February 9, 2016</p>	<p>44.664% of the diluted share/voting capital of the TC as of February 9, 2016</p>
<p>e) Total (a+b+c+d)</p>			
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)</p>	<p>Off-market purchase from certain promoters of the TC resulting in an open offer to the public shareholders of the TC.</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>6,160,930 equity shares having face value of Rs. 10 (Rupee ten only) each of the TC</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</p>	<p>Date of acquisition of equity shares of the TC:</p> <p><u>Under the Share Purchase Agreement:</u> February 8, 2016</p> <p><u>Under the Open Offer:</u> February 5, 2016 (The merchant banker to the open offer has issued a certificate for completion of the formalities under the open offer on February 5, 2016)</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition</p>	<p>13,794,000 equity shares having a face value of Rs. 10 each aggregating to INR 137,940,000</p>		

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Details of acquisition			
a) Shares carrying voting rights acquired	<u>Share Purchase Agreement:</u> 6,160,083 (Six Million One Hundred and Sixty Thousand and Eighty Three) Equity Shares	<u>Share Purchase Agreement:</u> 44.66% of the total paid up equity share capital of the TC as of February 9, 2016	<u>Share Purchase Agreement:</u> 44.66% of the diluted share/voting capital of the TC as of February 9, 2016
	<u>Open Offer:</u> 847 (Eight Hundred and Forty Seven) Equity Shares	<u>Open Offer:</u> 0.006% of the total paid up equity share capital of the TC as of February 9, 2016	<u>Open Offer:</u> 0.006% of the diluted share/voting capital of the TC as of February 9, 2016
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired.	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	6,160,930 (Six Million One Hundred Sixty Thousand Nine Hundred and Thirty) Equity Shares	44.664% of the total paid up equity share capital of the TC as of February 9, 2016	44.664% of the diluted share/voting capital of the TC as of February 9, 2016

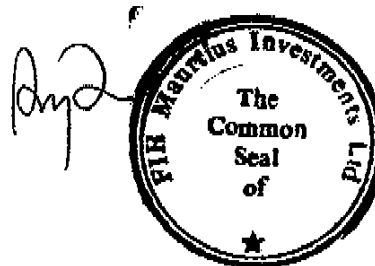
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Equity share capital/ total voting capital of the TC after the said acquisition	13,794,000 equity shares having a face value of Rs. 10 each aggregating to INR 137,940,000
Total diluted share/voting capital of the TC after the said acquisition	13,794,000 equity shares having a face value of Rs. 10 each aggregating to INR 137,940,000

Signature of the acquirer / Authorised Signatory:

Place: Mauritius

Date: February 9, 2016



Note:

(#) The Equity Shares of the Target Company are listed but are currently not traded on the Ahmedabad Stock Exchange. Further, Ahmedabad Stock Exchange has vide its letter dated June 04, 2014 informed all its listed companies that it has decided to voluntarily exit in compliance with the SEBI circular CIR/MRD/DSA/14/2012 dated May 30, 2012 on Exit policy of de-recognition/ non-operational stock exchanges.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.