



# ADI FINECHEM LIMITED

Regd. Office : 1<sup>st</sup> Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road,  
Off S.G. Road, Ahmedabad - 380 059. INDIA.

Phone : (079) 32908752 / 29701675 E-mail : info@adifinechem.com  
CIN : L15140GJ1985PLC007845 Website : www.adifinechem.com

8<sup>th</sup> February, 2016.

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Plot no. C/1, G Block  
Bandra-kurla Complex  
Bandra (E)  
Mumbai – 400 051.

To,  
**Ahmedabad Stock Exchange Limited**  
1<sup>st</sup> Floor, Kamdhenu Complex  
Opp. Shajanand College,  
Panjara Pole,  
Ahmedabad – 380015.

To,  
**Department of Corporate Services,  
BSE Limited.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Ref : BSE Code: 530117/ NSE Symbol: 'ADI' and ASE Code: 24855**

Dear Sirs,

**Sub: Compliance with Regulation 30 (6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- A share purchase agreement dated November 4, 2015 and subsequent amendments thereto ("**SPA**") have been entered into amongst FIH Mauritius Investments Ltd ("**Acquirer**"), FIH Private Investments Ltd, certain shareholders of Adi Finechem Limited ("**Company**") as set out in the SPA and the Company for the transfer of 6,160,083 equity shares of the Company carrying face value Rs. 10 each ("**Sale Shares**") held by such shareholders of the Company to the Acquirer, in the manner and subject to the terms and conditions set forth in the SPA.
- The execution of the SPA has triggered the obligation on the Acquirer to make an open offer under the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") ("**Offer**"). The Offer has been completed on February 5, 2016 on receipt of the certificate of the merchant banker to the Offer dated February 5, 2016 following the fulfillment of all the necessary obligations under the Takeover Regulations. The Acquirer, by way of the Offer, has acquired 847 (Eight Hundred and Forty Seven) equity shares of the Company ("**Offer Shares**") at a price of Rs. 212 (Rupees Two Hundred and Twelve) per share amounting to a total consideration of Rs. 179,564 (Rupees One Hundred and Seventy Nine Thousand Five Hundred and Sixty Four) which have been duly paid to the tendering shareholders under the Offer.



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The Board of Directors of the Company, today, by way of circular resolution, have taken on record the transfer of the Sale Shares at a price of Rs. 212 (Rupees Two Hundred and Twelve) per share amounting to a total consideration of Rs. 1,305,937,596 (Rupees One Billion Three Hundred Five Million Nine Hundred Thirty Seven Thousand Five Hundred Ninety Six) from the following shareholders of the Company: (i) Shri Utkarsh Bhikhoobhai Shah, (ii) Mrs. Radhika U. Shah, (iii) Shri Priyam B Parikh, (iv) Mrs. Meena Hemant Shah, and (v) M/s. PCD Investment Private Limited. The Board of Directors of the Company in the said circular resolution have also taken on record the transfer of the Offer Shares to the Acquirer. On the acquisition of the Sale Shares and the Offer Shares, the Acquirer, at present, collectively holds 6,160,930 (Six Million One Hundred Sixty Thousand Nine Hundred Thirty) equity shares amounting to 44.664% of the paid up share capital of the Company.

- The Acquirer has identified the following persons to represent them on the Board of Directors of the Company: (a) Mr. Harsha Raghavan and (b) Mr. Sumit Maheshwari. The Acquirer has pursuant to the completion of the open offer and the transactions contemplated under the SPA, acquired control over the Company.

Kindly take the above on your record.

Thanking you.

Yours faithfully,

For Adi Finechem Limited,

Rajen Jhaveri

Chief Financial Officer & Company Secretary