

**From:**

**Nidhi Haresh Motwani**

13, Udadhi Tarang, Juhu Tara Road,  
Next to J W Marriot, Juhu,  
Mumbai 400049.

To,

**National Stock Exchange of India Ltd**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400051.

**Scrip ID - HPAL**

To,

**BSE Limited**

1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400001.

**Scrip Code - 543433**

**Subject: Prior Intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares by way of gift.**

**Reference: Target Company: HP Adhesives Limited, ISIN: INE0GSL01024, NSE SCRIP ID: HPAL, BSE SCRIP CODE: 543433.**

Dear Sir/ Madam,

I am an immediate relative of promoters and a member of the Promoter Group, hereby submit prior intimation via disclosures as required under Regulation 10(5) of SEBI (SAST) Regulations, 2011 for the acquisition of 1,00,00,000 Equity shares (10.88%) of the Company by way of inter-se transfer of shares amongst immediate relatives in following manner:

- a. Inter-se transfer of 50,00,000 Equity shares (5.44%) from Mrs. Anjana Haresh Motwani to Ms. Nidhi Haresh Motwani

b. Inter-se transfer of 50,00,000 Equity shares (5.44%) from Mr. Karan Haresh Motwani to Ms. Nidhi Haresh Motwani

Kindly take note of the same and do the needful.

Thanking You,  
Yours Sincerely,

**Nidhi Motwani**

*Encl: As above*

**CC**

**To,**

**The Company Secretary**

**HP Adhesives Limited**

**50, 5<sup>th</sup> floor, C wing,**

**Business Square Building,**

**Andheri East, Mumbai 400093.**

**Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

1.	Name of the Target Company (TC)	HP Adhesives Limited
2.	Name of the acquirer(s)	Ms. Nidhi Haresh Motwani
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	The acquirer is an immediate relative of the transferor and belongs to the Promoter Group. Acquirer Ms. Nidhi Haresh Motwani is the daughter of Mrs. Anjana Haresh Motwani and sister of Mr. Karan Haresh Motwani
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	1. Mrs. Anjana Haresh Motwani 2. Mr. Karan Haresh Motwani
	b. Proposed date of acquisition	On or after 21 <sup>st</sup> March, 2024
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1,00,00,000 Equity Shares (50,00,000 Equity Shares each from 1 <sup>st</sup> and 2 <sup>nd</sup> transferor mentioned above)
	d. Total shares to be acquired as % of share capital of TC	10.88% Equity Shares (5.44% Equity Shares each from 1 <sup>st</sup> and 2 <sup>nd</sup> transferor mentioned above)
	e. Price at which shares are proposed to be acquired	Not applicable Inter-se transfer of shares amongst immediate relatives as gift, therefore no consideration is involved.

	f. Rationale, if any, for the proposed transfer	The proposed acquisition is only a private family arrangement.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not applicable The shares are proposed to be transferred by way of Gift and therefore no consideration is involved.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable The shares are proposed to be transferred by way of Gift and therefore no consideration is involved.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable The shares are proposed to be transferred by way of Gift and therefore no consideration is involved.
9.	Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover	We hereby declare that the transferors and transferee have complied/ will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.

	Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.				
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified in Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction	After the proposed transaction		
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a. Acquirer(s) and PACs (other than sellers)(*) Ms. Nidhi Haresh Motwani	0	0	1,00,00,000	10.88%
	b. Seller (s)				
	1. Mrs. Anjana Haresh Motwani	3,37,00,675	36.68%	2,87,00,675	31.24%
	2. Mr. Karan Haresh Motwani	3,18,50,000	34.67%	2,68,50,000	29.23%

**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**Nidhi Haresh Motwani**

**Place: Chicago, USA**

**Date: 14<sup>th</sup> March, 2024**