

# SUMIL HOLDINGS PRIVATE LIMITED

Registered Office:

Mafatlal House, 4th Floor.  
H.T. Parekh Marg, Backbay Reclamation.  
Mumbai - 400 020.

CIN No.: U17110MH1979PTC021276

Tel.: 6617 3636 • Fax: 6635 7633

Date: 19<sup>th</sup> November, 2019

To,  
The Manager,

**BSE Limited**

Corporate Relationship Department Phiroze Jeejeebhoy Towers  
Dalai Street  
Mumbai- 400001  
Scrip Code: 500264

**Sub: Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

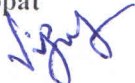
Dear Sir/ Madam,

I, Vipul Popat, authorized signatory for Sumil Holding Private Limited, the undersigned, am submitting the intimation on behalf of Sumil Holding Private Limited under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the shares of Mafatlal Industries Limited to be acquired by Sumil Holding Private Limited.

This is for your information and records.

**For and on behalf of Sumil Holding Private Limited**

Vipul Popat



**Authorised Signatory**

CC: Mafatlal Industries Limited  
301-302, Heritage Horizon, Third Floor  
Off. C. G. Road,  
Navrangpura,  
Ahmedabad, Gujarat, 380009

**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Mafatlal Industries Limited
2.	Name of the acquirer(s)	Sumil Holding Private Limited
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	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Suremi Trading Private Limited
	b. Proposed date of acquisition	On or after 26 <sup>th</sup> November, 2019
	c. Number of shares to be acquired from each person mentioned in 4(a) above	31,18,316 Equity Shares of INR 10/- each fully paid up equity share capital of TC
	d. Total shares to be acquired as % of share capital of TC	31,18,316 Equity Shares representing 22.41% of total equity share capital of TC
	e. Price at which shares are proposed to be acquired	Not applicable as the transfer is pursuant to Composite Scheme of Arrangement between Arvi Associates Private Limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited, Suremi Trading Private Limited and Sumil Holding Private Limited and their respective shareholders ('the Scheme')
	f. Rationale, if any, for the proposed transfer	Acquisition of 31,18,316 shares of Mafatlal Industries Limited by Sumil Holding Private Limited from Suremi Trading Private Limited pursuant to Part III of the Scheme
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii). However, the acquisition of shares would also be exempt under provisions of Regulation 10(1)(d)(iii) as the acquisition is under a Scheme not involving the TC
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
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	It is in-frequently traded, however, as transfer is pursuant to the Scheme, price is not determined

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 as the transfer of shares is pursuant to the Scheme
9.	<p>i. 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 Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>	<p>I confirm that the Transferor and Transferee have complied with and will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).</p> <p>Enclosed as Annexure B</p>
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I confirm that all the conditions specified under regulation 10(1)(a) with respect to exemption have 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)(*):	As per Annexure A			
	B	Seller (s):				

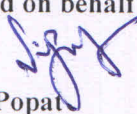
Note:

- (\*) 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.

Date: 19<sup>th</sup> November, 2019

Place: Mumbai

**For and on behalf of Sumil Holding Private Limited**

  
**Vipul Popat**  
**Authorised Signatory**

## Annexure A

Name of the Target Company - Marfatlal Industries Limited

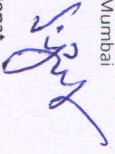
Shareholding Details	Before acquisition/ disposal shareholding		after acquisition/ disposal shareholding	
	Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a. Acquirer(s)/ Transferee(s):				
1 Sumil Holding Private Limited	10	0.00%	31,18,326	22.41%
b Seller(s)/ Transferor(s):				
1 Suremi Trading Private Limited	31,18,316	22.41%	-	-
c PACs (other than Acquirer / Transferee and sellers/ transferors)				
1 Hrishikesh A Mafatal	26,73,046	19.21%	26,73,046	19.21%
2 Priyawara Mafatal	5,58,722	4.02%	5,58,722	4.02%
3 Reka Hrishikesh Mafatal	8,04,283	5.78%	8,04,283	5.78%
4 Aarti Manish Chadha	1,49,180	1.07%	1,49,180	1.07%
5 Anjali Kunal Agarwal	1,77,430	1.28%	1,77,430	1.28%
6 Hrishikesh Arvind Mafatal as Trustee of as a trustee of Hrishikesh A. Mafatal family trust	5,03,104	3.62%	5,03,104	3.62%
7 Hrishikesh Arvind Mafatal as Trustee of Gurukripa Trust	100	0.00%	100	0.00%
8 Hrishikesh Arvind Mafatal as Trustee of Karuna Trust	100	0.00%	100	0.00%
9 Hrishikesh Arvind Mafatal as Trustee of Narsingha Trust	100	0.00%	100	0.00%
10 Hrishikesh Arvind Mafatal as Trustee of Shrija Trust	100	0.00%	100	0.00%
11 Hrishikesh Arvind Mafatal as Trustee of Radha Raman Trust	100	0.00%	100	0.00%
12 Gayatri Pestichem Manufacturing Pvt Ltd	22,305	0.16%	22,305	0.16%
13 NOCIL LIMITED	19,54,695	14.05%	19,54,695	14.05%
14 Hrishikesh Arvind Mafatal Public Charitable Trust No 1	24,128	0.17%	24,128	0.17%
15 Seth Navinchandra Mafatal Foundation Trust No 1	16,506	0.12%	16,506	0.12%
16 Vishad Padmanabh Mafatal Foundation Trust No 1	24,255	0.17%	24,255	0.17%
17 Sushripada Investments Private Limited	2,269	0.02%	2,269	0.02%
d Public	38,84,137	27.92%	38,84,137	27.92%

**Note 1:**

Acquisition of 31,18,316 shares of Marfatlal Industries Limited by Sumil Holding Private Limited from Suremi Trading Private Limited pursuant to Part III of the Composite Scheme of Arrangement between Arvi Associates Private Limited, Krishnadeep Engineers Private Limited, Shamir Texchem Private Limited, Suremi Trading Private Limited and Sumil Holding Private Limited and their respective shareholders.

Date: 19th November, 2019

Place: Mumbai



Vipul Popat

For and on behalf of Sumil Holding Private Limited

Annexure B .

# SUREMI TRADING PRIVATE LIMITED

Registered Office: D-1, Sindhu House, Nanabhai Lane Mumbai – 400 023

Tel.: +91- 22-66173636

Fax : +91-22-66357633

CIN No. U65990MH1978PTC020335

October 1, 2019

To,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

To,  
The Company Secretary  
**Mafatlal Industries Limited**  
Kaledonia, 6th Floor,  
Sahar Road,  
Andheri (E),  
Mumbai - 400069

**BSE Code: 500264**

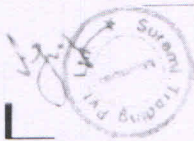
**Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed herewith Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 with respect to the acquisition of 19,03,616 Shares of Mafatlal Industries Limited which is acquired consequent to the merger of Sukarma Investments Private limited and Altamount Products and Services Private Limited into Suremi Trading Private Limited and accordingly credited to the account of Suremi Trading Private Limited.

You are requested to take the same on record.

Thanking you.

Yours faithfully,  
**For Suremi Trading Private Limited**



**Director**  
Encl: as above

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	MAFATLAL INDUSTRIES LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Suremi Trading Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer is a part of Promoter Group of Target Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	1189431 (8.55%)		
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.		
c) Voting rights (VR) otherwise than by shares	N.A.		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	N.A.		
e) Total (a+b+c+d)	1189431		
<b>Details of acquisition/sale</b>	Sukarma Investments Pvt. Ltd.	Altamount Products and Services Pvt. Ltd.	Total
a) Shares carrying voting rights <b>acquired/sold</b>	839173 (6.03)	1064443 (7.65)	1903616 (13.68)
b) VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.
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/sold	N.A.	N.A.	N.A.
d) Shares encumbered / invoked/released by the acquirer	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	839173 (6.03)	1064443 (7.65)	1903616 (13.68)
	The Shares are acquired consequent to the merger of Sukarma Investments Private limited and Altamount Products and Services Private Limited into Suremi Trading Private Limited and accordingly credited to the account of Suremi Trading Private Limited. Please refer <b>Annexure 1.</b>		
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	3093047 (22.23%)		
b) Shares encumbered with the acquirer	3093047		
c) VRs otherwise than by shares	N.A.		
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) after acquisition	N.A.		
e) Total (a+b+c+d)	3093047		

Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-market :- The Shares are acquired consequent to the merger of Sukarma Investments Private limited and Altamount Products and Services Private Limited into Suremi Trading Private Limited and accordingly credited to the account of Suremi Trading Private Limited.
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	27 <sup>th</sup> September, 2019
Equity share capital / total voting capital of the TC before the said acquisition / sale	1,39,12,886 equity shares of Rs. 10/- each
Equity share capital/ total voting capital of the TC after the said acquisition / sale	1,39,12,886 equity shares of Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition	1,39,12,886 equity shares of Rs. 10/- each

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 31(1)(b) of the SEBI (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.

**For Suremi Trading Private Limited**



Place: Mumbai

Date: 01.10.2019

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## ANNEXURE - 1

## MAFATAL INDUSTRIES LTD

## LIST OF PROMOTERS TRUSTS WHICH ARE MERGED WITH SUREMI TRADING PRIVATE LIMITED

Sno	Dpid	Folio/Clientid	Name/Jt1/Jt2	Pan No	Shares	% Equity
1	33300	120333000769956	SUKARMA INVESTMENTS PRIVATE LIMITED	AADCS8988D	839173	6.03
2	33300	120333000769960	ALTAMOUNT PRODUCTS AND SERVICES PVT LTD	AAGCA8572Q	1064443	7.65
				Total :	1903616	13.68



# SUREMI TRADING PRIVATE LIMITED

Registered Office: D-1, Sindhu House, 4th Floor, 3/5, Nanabhai Lane, Fort, Mumbai - 400 001.  
Tel.: +91-22-6617 3636  
Fax: +91-22-6635 7633

CIN No.: U65990MH1978PTC020335

30<sup>th</sup> September, 2019

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**BSE Code: 500264**

To,  
The Company Secretary  
Mafatlal Industries Ltd.  
301-302 Heritage Horizon,  
3<sup>rd</sup> Floor, Off: C. G. Road,  
Navrangpura,  
Ahmedabad 380 009.

Dear Sir,

**Re: Mafatlal Industries Limited**

**Sub: Disclosure in terms of Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for Pledge of Shares of Mafatlal Industries Limited**

With reference to the above, please find enclosed the disclosure in terms of Regulation 31 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to the creation of pledge on 24,15,469 Equity Shares of Mafatlal Industries Limited held by the Company.

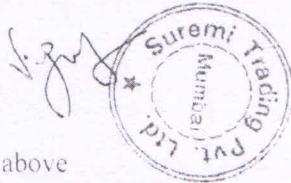
We request you to kindly take the above on record.

Thanking you,

Yours faithfully,  
**For Suremi Trading Private Limited,**

Director

Encl.: as above



Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)		Maifatal Industries Limited (MIL)							
Name of the Stock Exchanges where the shares of the target Company are listed		BSE Limited (Code : 500264)							
Date of reporting		30.09.2019							
Name of the promoter or PAC on whose shares encumbrance has been Created:		Suremi Trading Private Limited							
Details of Creation of encumbrance:									
Name of the Promoter (s) or PACs with him( **)	Promotor holding in the target company (1)		Details of events pertaining to encumbrance (3)				Post event holding of encumbered shares:creation(2)+3)/release [(2)-(3))/invocation [(2)-(3)]]		
	No. of Shares	% of total share capital	No. of Shares	Type of event (creation/ release/invocation)	Date of creation/ release/invocation	Type of encumbrance (pledge/lien/ non disposal undertaking/ others)	Reason for encumbrance	No. of Shares	% of total share capital
HRISHIKESH A MAFATIAL	503104	3.62							
REKHA HRISHIKESH MAFATIAL	804283	5.78	161800	1.16				161800	1.16
HRISHIKESH A MAFATIAL	100	0.00							
HRISHIKESH A MAFATIAL	100	0.00							
HRISHIKESH A MAFATIAL	100	0.00							
REKHA HRISHIKESH A MAFATIAL	149180	1.07							
AARTI MAMISH CHADHA	100	0.00							
HRISHIKESH A MAFATIAL	2673046	19.21	2677996	19.21				2677996	19.21
HRISHIKESH A MAFATIAL	177430	1.28							
ANJALI KUNAL AGARWAL	558722	4.02	558722	4.02				558722	4.02
PRIYAVRATA MAFATIAL	22305	0.16							
GAYATRI PESTICHEM MANUFACTURING PVT LTD	1954695	14.05							
NOCIL LIMITED									
<b>SUREMI TRADING PVT LTD *</b>	<b>3093047</b>	<b>22.23</b>	<b>677578</b>	<b>4.87</b>	<b>Creation</b>	<b>27.09.2019</b>	<b>Pledge</b>	<b>2415469</b>	<b>17.36</b>
								<b>3093047</b>	<b>22.23</b>
SUMIL HOLDINGS PVT LTD	10	0.00							
SHRI HRISHIKESH ARVIND MAFATIAL PUBLIC CHARITABLE TRUST NO.1	24128	0.17							
SETH NAVINCHANDRA MAFATIAL FOUNDATION TRUST NO.1	16506	0.12							
VISHAD PADMANABH MAFATIAL PUBLIC CHARITABLE TRUST NO.1	24255	0.17							
SHAMIR TEXCHEM PRIVATE LIMITED	10	0.00							
SUSH-RIPADA INVESTMENTS PVT LTD	2269	0.02							
ARVI ASSOCIATES PVT LTD	25259	0.18							
<b>Total</b>	<b>10028749</b>	<b>72.08</b>	<b>4071096</b>	<b>29.26</b>				<b>2415469</b>	<b>17.36</b>
								<b>6486565</b>	<b>46.62</b>

\* SHARES OF SUKARMA INVESTMENTS PRIVATE LIMITED AND ALTAMOUNT PRODUCTS AND SERVICES PVT LTD ARE CREDITED TO SUREMI TRADING PVT LTD. (SINCE BOTH THE SAID COMPANIES MERGED WITH SUREMI TRADING PRIVATE LIMITED)



Suremi Trading Pvt. Ltd.

Place: Mumbai  
Date: 30.09.2019