

13th September, 2024

To,
Securities Exchange Board of India,
SEBI Bhavan,
Plot No. C4-A, 'G' Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.

Dear Sir/Madam,

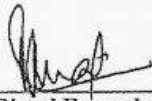
Sub: Submission of Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find enclosed herewith a Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to *inter-se* transfer of 29,76,230 equity shares of ADF Foods Limited from Bimal R. Thakkar HUF (Karta – Bimal R. Thakkar) to Bimal Ramesh Thakkar. The fees Rs. 1,77,000/- (including GST) has been paid vide payment reference id YHDF2429315639 and bank reference id 2424860927936 on 4th September, 2024.

Kindly take the same on your record.

Thanking You,

Yours faithfully,



Bimal Ramesh Thakkar - Acquirer

Encl.: As above

CC:

1. ADF Foods Limited
2. BSE Limited
3. National Stock Exchange of India Limited

RECEIVED
SEBI
DO



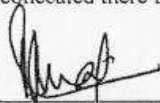
Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1 General Details		
a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Name: Bimal Ramesh Thakkar Address: Flat No 10, 4th Floor, Ocean View, 100 Bhulabhai Desai Road, Mumbai - 400 026. E-mail ID: bimal@adf-foods.com Telephone No.: 022-61415555
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	-
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	-
2 Compliance of Regulation 10(7)		
a.	Date of report	13 th September, 2024
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3 Compliance of Regulation 10(5)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.	Yes
b.	Date of Report	09 th August, 2024
4 Compliance of Regulation 10(6)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes
b.	Date of Report	29 th August, 2024
5 Details of the Target Company		
a.	Name & address of TC	Name: ADF Foods Limited Corporate Office Address: Marathon Innova, B2, G01, Ground Floor, G. K. Road, Lower Parel, Mumbai - 400 013.
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	1. National Stock Exchange of India Limited 2. BSE Limited
6 Details of the acquisition		
a.	Date of acquisition	26 th August, 2024
b.	Acquisition price per share (in Rs.)	Nil [Bimal R. Thakkar (Acquirer) is acquiring the shares of Bimal R. Thakkar HUF (Karta -

		Bimal R. Thakkar) (Seller) on account of dissolution of Bimal R. Thakkar HUF. Hence, there is no consideration for the said acquisition.]																								
c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 4																								
d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC (*)</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td colspan="4">Name(s) of the acquirer(s) (**)</td> </tr> <tr> <td colspan="4">As per Annexure I & II</td> </tr> </tbody> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC	Name(s) of the acquirer(s) (**)				As per Annexure I & II											
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As per Annexure I & II																										
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	<table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> <th>No. of Shares</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td colspan="4">Name(s) of the seller(s) (**)</td> </tr> <tr> <td>29,76,230</td> <td>2.71%</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Before the acquisition		After the acquisition		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC	Name(s) of the seller(s) (**)				29,76,230	2.71%	Nil	Nil								
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29,76,230	2.71%	Nil	Nil																							
7	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)																									
a.	Provide the names of the seller(s)	Bimal R. Thakkar HUF																								
b.	Specify the relationship between the acquirer(s) and the seller(s).	Acquirer and the sellers are part of the Promoter of TC.																								
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	<table border="1"> <thead> <tr> <th></th> <th>Year - 1 (31-03-2024)</th> <th>Year -2 (31-03-2023)</th> <th>Year-3 (31-03-2022)</th> </tr> </thead> <tbody> <tr> <td>Acquirer(s)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bimal Ramesh Thakkar (Single Holding)</td> <td>5,00,000</td> <td>5,00,000</td> <td>Nil</td> </tr> <tr> <td>Bimal Ramesh Thakkar Jointly with Parul Bimal Thakkar</td> <td>1,08,94,620</td> <td>1,08,94,620</td> <td>1,13,94,620</td> </tr> <tr> <td>Sellers(s)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bimal R. Thakkar HUF (Karta - Bimal Ramesh Thakkar)</td> <td>29,76,230</td> <td>29,76,230</td> <td>29,76,230</td> </tr> </tbody> </table>		Year - 1 (31-03-2024)	Year -2 (31-03-2023)	Year-3 (31-03-2022)	Acquirer(s)				Bimal Ramesh Thakkar (Single Holding)	5,00,000	5,00,000	Nil	Bimal Ramesh Thakkar Jointly with Parul Bimal Thakkar	1,08,94,620	1,08,94,620	1,13,94,620	Sellers(s)				Bimal R. Thakkar HUF (Karta - Bimal Ramesh Thakkar)	29,76,230	29,76,230	29,76,230
	Year - 1 (31-03-2024)	Year -2 (31-03-2023)	Year-3 (31-03-2022)																							
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Bimal R. Thakkar HUF (Karta - Bimal Ramesh Thakkar)	29,76,230	29,76,230	29,76,230																							
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations.																								

e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Rs. 243.19
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	Not applicable as the acquisition is pursuant to <i>inter-se</i> Transfer between Promoters of Target Company
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	09 th August, 2024
i.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, It is hereby declared that the acquirer and sellers have complied and will comply with applicable provisions of Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.



Bimal Ramesh Thakkar – Acquirer

Date: 13th September, 2024

Place: Mumbai

Encl: As Above

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

Annexure I

Sr. No.	Before the acquisition	Acquirer(s) and PACs (Other than Seller)	
	Name of the Promoter	No. of Shares	% w.r.t total share capital of TC
1	Bimal R. Thakkar Jointly with Parul Bimal Thakkar	1,08,94,620	9.92
2	Bimal Ramesh Thakkar (Acquirer)	5,00,000	0.45
3	Mahalaxmi Ramesh Thakkar	14,00,000	1.27
4	Bimal R. Thakkar HUF (Seller)	29,76,230	2.71
5	Parul Bimal Thakkar	54,29,135	4.94
6	Bhavesh Ramesh Thakkar HUF	Nil	Nil
7	Bhavesh Ramesh Thakkar	Nil	Nil
8	Shivaan Bimal Thakkar	28,94,505	2.63
9	Sumer Bimal Thakkar	28,94,500	2.63
10	H J Thakkar Property Investments LLP	32,79,575	2.99
11	Krish Bhavesh Thakkar	12,90,000	1.17
12	Mahalaxmi Ramesh Thakkar jointly with Bimal Ramesh Thakkar	27,55,000	2.51
13	Mahalaxmi Ramesh Thakkar jointly with Neeta Ketan Parekh	27,55,000	2.51
14	Mahalaxmi Ramesh Thakkar jointly with Krish Bhavesh Thakkar	27,55,000	2.51
15	Priyanka Bhavesh Thakkar	Nil	Nil
	Total	3,98,23,565	36.25

Annexure II

Sr. No.	After the acquisition as on 13 th September, 2024	Acquirer(s) and PACs (Other than Seller)	
	Name of the Promoter	No. of Shares	% w.r.t total share capital of TC
1	Bimal R. Thakkar Jointly with Parul Bimal Thakkar	1,08,94,620	9.92
2	Bimal Ramesh Thakkar (Acquirer)	34,76,230	3.16
3	Mahalaxmi Ramesh Thakkar	14,00,000	1.27
4	Bimal R. Thakkar HUF (Seller)	Nil	Nil
5	Parul Bimal Thakkar	54,29,135	4.94
6	Bhavesh Ramesh Thakkar HUF	Nil	Nil
7	Bhavesh Ramesh Thakkar	Nil	Nil
8	Shivaan Bimal Thakkar	28,94,505	2.63
9	Sumer Bimal Thakkar	28,94,500	2.63
10	H J Thakkar Property Investments LLP	32,79,575	2.99
11	Krish Bhavesh Thakkar	12,01,000	1.09
12	Mahalaxmi Ramesh Thakkar jointly with Bimal Ramesh Thakkar	27,55,000	2.51
13	Mahalaxmi Ramesh Thakkar jointly with Necta Ketan Parekh	27,55,000	2.51
14	Mahalaxmi Ramesh Thakkar jointly with Krish Bhavesh Thakkar	27,55,000	2.51
15	Priyanka Bhavesh Thakkar	Nil	Nil
	Total	3,97,34,565	36.17