

VINDHYAPRIYA HOLDINGS PRIVATE LIMITED

CIN: U51900MH1981PTC024149

Registered Office: Plot No. 410/ 411, Khatau House, Mogul Lane, Mahim (west), Mumbai – 400 016

Date: 24th March, 2017

To,
Bombay Stock Exchange
Phiroze Jeejebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code: 504092

Sub: Inter se Transfer of Shares amongst Promoter Group – Target Company – Indokem Limited

Ref: Intimation under Regulation 10 (5) of SEBI (SAST) Regulations, 2011

Dear Sir,

With reference to the above captioned subject, we would like to inform you that Vindhyapriya Holdings Private Limited ("Company"), being part of Promoter Group of Indokem Limited, intends to acquire 2070708 (8.51%) equity shares of the Company, by way of Gift without consideration, from Khatau Leasing and Finance Company Private Limited and Priyamvada Holdings Limited, forming part of the Promoter group, as follows:

S.No	Date of Transaction on or after	Name of the person (belonging to Promoter Group) - Transferor	Name of the person (belonging to Promoter Group- Transferee/Acquirer	No of shares proposed to be acquired by way of purchase	% of Holding
1.	31.03.2017	Khatau Leasing and Finance Company Private Limited	Vindhyapriya Holdings Private Limited	957804	3.94%
2.	31.03.2017	Priyamvada Holdings Limited	Vindhyapriya Holdings Private Limited	1112904	4.57%

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The proposed transaction, as detailed above, is an 'inter se transfer' of shares in terms of Regulation 10(1) (a) (ii) of the SEBI (SAST) Regulations, 2011. Consequent to the above transfer, the equity shareholding of Vindhyapriya Holdings Private Limited in the Company will increase from 3294588 equity shares constituting (13.54%) to 5365296 equity shares constituting to (22.06%). At the same time, the shareholdings of Khatau Leasing and Finance Company Private Limited have decreased from 3831215 shares (15.75%) to 2873411 shares (11.81%) and the shareholding of Priyamvada Holdings Limited has decreased from 5564519 shares (22.87%) to 4451615 shares (18.30%).

The aggregate of holding of promoter and promoter group before and after the above inter transfer se, shall remain the same (details individually enclosed)

In this connection the necessary disclosure under Regulation 10(5) for the above said acquisition in the prescribed format are enclosed herewith for your kind information and record.

Thanking You.

Yours Sincerely,

For Vindhyapriya Holdings Private Limited


Mahendra K. Khatau
Director
DIN: 00062794



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)	Indokem Limited
2.	Name of the acquirer(s)	Vindhyapriya Holdings 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, the acquirer as well as the seller is part of the existing Promoter Group
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired.	1. Khatau Leasing & Finance Private Limited ("Khatau") 2. Priyamvada Holdings Limited ("Priyamvada")
	b. Proposed date of acquisition	On or after 31.03.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1. Khatau- 957804 2. Priyamvada - 1112904
	d. Total shares to be acquired as % of share capital of TC.	1. Khatau: 3.94% 2. Priyamvada: 4.57% Total: 8.51%
	e. Price at which shares are proposed to be acquired	NIL Inter-se transfer among Promoter Group without consideration as a gift
	f. Rationale, if any, for the proposed transfer	Inter-se transfer between Promoter Group without consideration
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011
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 the price computed in point 6 or point 7 as applicable.	Rs. 13.78/-
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 shares are being transferred for NIL consideration (Gift)
9.	i. Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	We, Vindhyapriya Holdings Private Limited, do hereby declare that we have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)
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, Vindhyapriya Holdings Private Limited, do hereby declare that all the conditions specified under 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)(*)				
	Vindhyapriya Holdings Private Limited	3294588	13.54%	5365296	22.06%
	PACs other than seller(s)	4583933	18.84%	4583933	18.84%
b	Seller(s)				
	1. Khatau Leasing & Finance Private Limited	3831215	15.75%	2873411	11.81%
	2. Priyamvada Holdings Limited	5564519	22.88%	4451615	18.30%



We hereby also declare that all the provisions of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 shall be complied with.

We hereby also declare that all the conditions as specified under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 has been duly complied with.

For **Vindhyapriya Holdings Private Limited**


Mahendra K. Khatau
Director
DIN: 00062794



Note:

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