

# Indokem Limited

Registered Office :  
"KHATAU HOUSE", Ground Floor,  
Mogul Lane, Mahim (West),  
Mumbai - 400 016.

Phone : 61236767  
Fax : 61236718  
Website : www.indokem.co.in

Date: 28.04.2017

To,  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Scrip Code: 504092

Subject: Disclosure under Regulation 10 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Ref: Regulation 10 (1) (a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

With reference to the above captioned subject, kindly find enclosed herewith Report made under Regulation 10 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format, submitted to the Company by the Promoter Group Company (Acquirer) – Vindhyapriya Holdings Private Limited along with the other Acquirer's in respect with acquisition of shares by them (Acquirer's) of the Company. Please note that the attached Report has already been filed today by the Acquirer's with a copy to the Company,

Request you to kindly take the same on records.

Thanking You.

Yours Sincerely,

For Indokem Limited



Bhavik B. Parekh

Company Secretary & Compliance Officer



# VINDHYAPRIYA HOLDINGS PRIVATE LIMITED

CIN: U51900MH1981PTC024149

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

Date: 28.04.2017

To,  
Securities Exchange Board of India  
Plot No. C 4-A, G Block,  
Near Bank of India,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

Scrip Code: 504092

Subject: Disclosure under Regulation 10 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Ref: Regulation 10 (1) (a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

With reference to the above captioned subject, kindly find enclosed herewith Report made under Regulation 10 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format, by us (i.e. Vindhyapriya Holdings Private Limited) along with the other Acquirer's (i.e. MKK Holdings Private Limited and Priyanilgiri Holdings Private Limited) forming part of the Promoter Group with respect to acquisition of shares by way of gift without consideration from Khatau Leasing and Finance Company Private Limited and Priyamvada Holdings Limited, forming part of the Promoter Group.

Kindly also find enclosed herewith the necessary fees in nature of 3 demand drafts of Rs. 1,50,000/- each (vide no: 124827, 124828, 124829) to be paid to the Board as per Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In this connection requesting you to kindly take the same on records.

Thanking You.

Yours Sincerely

For Vindhyapriya Holdings Private Limited,



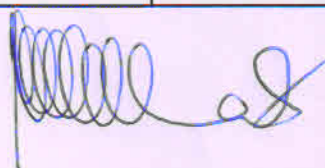
Mahendra K Khatau  
Director  
DIN: 00062794

Kindly note this report is submitted on behalf of Vindhyapriya Holdings Private Limited, MKK Holdings Private Limited and Priyanilgiri Holdings Private Limited.



**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**

<b>1 General Details</b>		
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.}	1. Vindhyapriya Holdings Private Limited 2. MKK Holdings Private Limited 3. Priyanilgiri Holdings Private Limited Address: Plot No. 410/411, Khatau House, Mogul lane, Mahim (West), Mumbai – 400 016. Contact: 022 61236711
b.	Whether sender is the acquirer (Y/N)	Y
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)	Not Applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
<b>2 Compliance of Regulation 10(7)</b>		
a.	Date of report	28.04.2017
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
<b>3 Compliance of Regulation 10(5)</b>		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition.	Yes
b.	Date of Report	24.03.2017
<b>4 Compliance of Regulation 10(6)</b>		
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	31.03.2017
<b>5 Details of the Target Company</b>		
a.	Name & address of TC	<b>Indokem Limited</b> Address: Plot No. 410/411, Khatau House, Mogul lane, Mahim (West), Mumbai – 400 016.
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Ltd.



The following abbreviations have been used all through the document :TC stands for 'Target Company', 'Takeover Regulations stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)



6 Details of the acquisition						
a.	Date of acquisition	31.03.2017				
b.	Acquisition price per share (in Rs.)	NIL Inter-se transfer among Promoter Group without consideration, as a gift.				
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 3 (1)/3(2) of SEBI (SAST) Regulations, 2011.				
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)(*)	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)(**)	3294588	13.54%	5365296	22.06%
		1. Vindhyapriya Holdings Private Limited				
		2. MKK Holdings Private Limited	297809	1.22%	3777877	15.53%
	3. Priyanilgiri Holdings Private Limited	1051971	4.32%	4896929	20.13%	
	<b>TOTAL</b>	<b>4644368</b>	<b>19.08</b>	<b>14040102</b>	<b>57.72</b>	
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	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) (**)	3831215	15.75%	0	0
		1. Khatau Leasing & Finance Private Limited				
		2. Priyamvada Holdings Limited	5564519	22.88%	0	0
	<b>TOTAL</b>	<b>9395734</b>	<b>38.63</b>	<b>0</b>	<b>0</b>	
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)	1. Khatau Leasing & Finance Private Limited 2. Priyamvada Holdings Limited				
b.	Specify the relationship between the acquirer(s) and the seller(s).	Acquirers as well as Sellers are named as Promoters in the Shareholding Pattern filed by the Company for more than 3 years prior to the present Acquisition				
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year-1 As on 31.03.2016	Year-2 As on 31.03.2015	Year-3 As on 31.03.2014		

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)

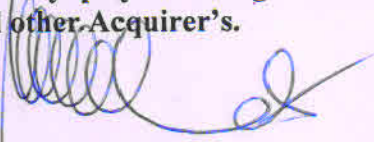


	Acquirer(s)(*) 1. Vindhyapriya Holdings Private Limited 2. MKK Holdings Private Limited 3. Priyanilgiri Holdings Private Limited	3294588(13.45%) 297809(1.22%) 1051971(4.29%)	3249588(13.45%) 297809(1.22%) 1051971(4.29%)	3249588(13.45%) 297809(1.22%) 1051971(4.29%)
	Sellers(s)(*) 1. Khatau Leasing & Finance Private Limited 2. Priyamvada Holdings Limited	3831215(15.64%) 5564519(22.72%)	3831215(15.64%) 5995569(24.47%)	3831215(15.64%) 6359869(25.96%)
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. Copy of shareholding pattern filed by Target Company as on 31.03.2014, 31.03.2015, 31.03.2016 and 31.03.2017 are enclosed as <b>Annexure 1A, 1B, 1C and 1D.</b>		
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.	Not Applicable		
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.	Rs. 13.78/-		
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 shares are being transferred for NIL consideration (Gift)		
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	24.03.2017		
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 the acquirer and sellers have complied (during 3 years prior to the date of proposed acquisition) with applicable disclosure requirements in Chapter V of the SEBI (SAST) Regulations, 2011. Copies of the disclosures made during the previous 3 years prior the date of proposed acquisition enclosed as <b>Annexure 2</b>		
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.	Yes, the acquirers hereby declare that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemption has been duly complied with.		

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)

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

**For Vindhyapriya Holdings Private Limited  
and all other Acquirer's.**



**Mahendra K. Khatau  
Director  
DIN: 00062794**

**Kindly note this report is submitted on behalf of Vindhyapriya Holdings Private Limited,  
MKK Holdings Private Limited and Priyanilgiri Holdings Private Limited.**

**Date: 28.04.2017  
Place: Mumbai**

**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.

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)*