

# Indokem Limited

(CIN NO. : L31300MH1964PLCO13088)

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

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

Date: 05.04.2017

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

Scrip Code: 504092

Subject: Disclosure under Regulation 10 (6) 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 Disclosure made under Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format, submitted to the Company by one of the Promoter Group Company – Vindhyapriya Holdings Private Limited.

Request you to kindly take the same on records.

Thanking You.

Yours Sincerely,

For Indokem Limited

Mahendra K. Khatau  
Chairman and Managing Director  
DIN: 00062794



# VINDHYAPRIYA HOLDINGS PRIVATE LIMITED

CIN: U51900MH1981PTC024149

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

Date: 31<sup>st</sup> March, 2017

To,  
Bombay Stock Exchange  
Phiroze Jeebhoy Towers  
Dalal Street  
Mumbai- 400 001

Sub: Inter se Transfer of Shares amongst Promoter Group – Target Company – Indokem Limited- Scrip Code- 504092

Ref: Intimation under Regulation 10 (6) of SEBI (SAST) Regulations, 2011

Dear Sir,

With reference to the above captioned subject, we would like to inform you that, We being part of the Promoter Group of Indokem Limited ('Company'), has 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	Name of the person (belonging to Promoter Group) - Transferor	Name of the person (belonging to Promoter Group- Transferee/Acquirer	No of shares 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%

The 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. By virtue of above transfer, the equity shareholding of Vindhyapriya Holdings Private Limited in the Company has increased from 3294588 equity shares (13.54%) to 5365296 equity shares to (22.06%). At the same time, the shareholdings of Khatau Leasing and Finance Company Private Limited has 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%).

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

In this connection the necessary disclosure under Regulation 10(6) for the above mentioned 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(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	BSE Ltd.			
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Inter-se transfer between Promoter Group without consideration			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1) (a) (ii) of SEBI (SAST) Regulations, 2011			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	- Yes  - 24/03/2017			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
a.	Name of the transferor / seller	1. Khatau Leasing & Finance Private Limited ("Khatau") 2. Priyamvada Holdings Limited ("Priyamvada")	Yes		
b.	Date of acquisition	31/03/2017	Yes		
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. Khatau- 957804 2. Priyamvada - 1112904 Total- 2070708	Yes		
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	1. Khatau: 3.94% 2. Priyamvada: 4.57% Total- 8.51%	Yes		
e.	Price at which shares are proposed to be acquired / actually acquired	NIL Inter-se transfer among Promoter Group without consideration as a gift	Yes		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee(*)	3294588	13.54%	5365296	22.06%
b	Each Seller / Transferor				
	1. Khatau Leasing & Finance Private Limited	3831215	15.75%	2873411	11.81%
	2. Priyamvada Holdings Limited	5564519	22.88%	4451615	18.30%

**For Vindhyapriya Holdings Private Limited**

**Place: Mumbai**

**Date: 05/04/2017**

  
**Mahendra K. Khatau**  
Authorized Signatory

**Note:**  
\*) Shareholding of each entity shall 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.