

Sudarshanabai Pr.

10(1), 10(6), 23(2)

Date: 08.12.2017

To,

Managing Director,

Poona Dal and Oil Industries Limited,

71/A, Hadassah Industrial Estate,

Hadassah, Pune – 411 013

**SUBJECT:** Disclosure of Change in Shareholding Percentage under SEBI Regulation(s)

**REFERENCE** Client ID – 12035000-01375387

Dear Sir,

I, Sudarshanabai Deepchand Parakh, W/o Deepchand Kesharchand Parakh, the undersigned wish to bring to your kind notice that I am one of the Promoters of the above mentioned Company. I have entered in a Family Settlement with my family members (also being promoters of the Company). Pursuant to the understanding in the family settlement I have acquired the Equity shares of Poona Dal and Oil Industries Limited from Mr. Jalamchand Kesharchand Parakh (Client ID – 12035000-00067876), Mrs. Vijayabai Jalamchand Parakh (Client ID – 12035000-00067973), Mr. Swapnil Jalamchand Parakh (Client ID – 12035000-00067880) and Mrs. Anushree Swapnil Parakh (Client ID – 12035000-00067253).

I request you to make the note of the same and update all the relevant and governing authorities as per the statutes, rules and the regulations as applicable.

Thanking you,

Yours Sincerely

<sup>x 4</sup>  
सौ. सुदर्शना दीपचंदजी पारख  
Sudarshanabai Deepchand Parakh

584, Salisbury Park, Gultekdi, Pune – 411 037

11/12/2017

**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)	Poona Dal and Oil Industries Limited
2.	Name of the acquirer(s)	Sudarshanabai Deepchand Parakh
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	Mr. Jalamchand Kesharchand Parakh Mrs. Vijayabai Jalamchand Parakh Mr. Swapnil Jalamchand Parakh Mrs. Anushri Swapnil Parakh
	b. Proposed date of acquisition	08.12.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mr. Jalamchand Kesharchand Parakh – 6,08,400 Mrs. Vijayabai Jalamchand Parakh – 2,64,260 Mr. Swapnil Jalamchand Parakh – 3,55,550 Mrs. Anushri Swapnil Parakh – 2,53,541
	d. Total shares to be acquired as % of share capital of TC	25.96%
	e. Price at which shares are proposed to be acquired	0 (Zero) (Nil) Inter-se Transfer among promoter group pursuant to Family Arrangement
	f. Rationale, if any, for the proposed transfer	Inter-se Transfer among promoter group pursuant to Family Arrangement
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i) and Regulation 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.	Rs. 63.87
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
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

\* श्री सुदर्शना दीपचंदजी पारख

9.	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)	Yes			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes			
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)(*)				
	Acquirer – Sudarshanabai Deepchand Parakh	273428	4.79%	1755179	30.75%
	PAC – being Promoter and Promoter Group & Immediate Relatives				
	Deepchand Kesharchand Parakh	614810	10.77%	614810	10.77%
	Sunil Deepchand Parakh (HUF)	321110	5.63%	321110	5.63%
	Sunil Deepchand Parakh	286300	5.02%	286300	5.02%
	Sujit Deepchand Parakh	451850	7.92%	451850	7.92%
	Rajashree Sunil Parakh	293710	5.15%	293710	5.15%
	Meera Sujit Parakh	293960	5.15%	293960	5.15%
	Suraj Sunil Parakh	300	0.01%	300	0.01%
	Total holding of Acquirer(s) and PACs (excluding the sellers who also belong to promoter group)	2535468	44.42%	4017219	70.38%
b	Seller (s)				
	Jalamchand Kesharchand Parakh	608400	10.66%	Nil	NA
	Vijayabai Jalamchand Parakh	264260	4.63%	Nil	NA
	Swapnil Jalamchand Parakh	355550	6.23%	Nil	Na
	Anushree Swapnil Parakh	253541	4.44%	Nil	Na
	Total holding of Sellers	1481751	25.96%	Nil	NA

**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.

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**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)	Poona Dal and Oil Industries Limited	
2.	Name of the acquirer(s)	Sudarshanabai Deepchand Parakh	
3.	Name of the stock exchange where shares of the TC are listed	Bombay Stock Exchange Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se Transfer among promoter group pursuant to Family Arrangement	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i) and Regulation 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, the declaration under 10(5) was made on 01.12.2017. The date of Acquisition was 11.12.2017.	
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	Jalamchand Kesharchand Parakh  Vijayabai Jalamchand Parakh  Swapnil Jalamchand Parakh  Anushree Swapnil Parakh	Yes
	b. Date of acquisition	11.12.2017	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Mr. Jalamchand Kesharchand Parakh–6,08,400  Mrs. Vijayabai Jalamchand Parakh – 2,64,260  Mr. Swapnil Jalamchand Parakh – 3,55,550	Yes

**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)	Poona Dal and Oil Industries Limited	
2.	Name of the acquirer(s)	Sudarshanabai Deepchand Parakh	
3.	Name of the stock exchange where shares of the TC are listed	Bombay Stock Exchange Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Inter-se Transfer among promoter group pursuant to HUF Partition	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i) and Regulation 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, the declaration under 10(5) was made on 01.12.2017. The date of Acquisition was 08.12.2017. 11.12.2017	
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	Jalamchand Kesharchand Parakh Vijayabai Jalamchand Parakh Swapnil Jalamchand Parakh Anushree Swapnil Parakh	Yes
	b. Date of acquisition	08.12.2017	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Mr. Jalamchand Kesharchand Parakh – 6,08,400 Mrs. Vijayabai Jalamchand Parakh – 2,64,260 Mr. Swapnil Jalamchand Parakh – 3,55,550	Yes

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			Mrs. Anushri Swapnil Parakh – 2,53,541			
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	1481751 shares constituting to 25.96%		Yes	
	e.	Price at which shares are proposed to be acquired / actually acquired	Inter-se Transfer among promoter group pursuant to Family Arrangement			
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(*) Sudarshanabai Deepchand Parakh	273428	4.79%	1755179	30.75%
	b	Each Seller / Transferor				
		Jalamchand Kesharchand Parakh	608400	10.66%	Nil	NA
		Vijayabai Jalamchand Parakh	264260	4.63%	Nil	NA
		Swapnil Jalamchand Parakh	355550	6.23%	Nil	Na
		Anushree Swapnil Parakh	253541	4.44%	Nil	Na
		Total holding of Seller	1481751	25.96%	Nil	NA

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**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.

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**ANNEXURE 1**

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

**Part A – Details of Acquisition**

Name of the Target Company (TC)	Poona Dal and Oil Industries Limited		
Name of an acquirer and Person Acting in Concert (PAC) with the Acquirer	Sudarshanabai Deepchand Parakh		
Whether the Acquirer belongs to the Promoter/Promoter Group	Yes		
Name of the Stock Exchange where the Shares of TC are Listed	Bombay Stock Exchange		
Details of Acquisition as Follows	Number	% w.r.t total share/voting capital wherever applicable (*)	% w.r.t total diluted share/voting capital of TC (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying Voting Rights	2,73,428	4,79%	NA
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	
c) Voting Rights (VR) otherwise than by Equity Shares	-	-	
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)	-	-	
e) Total (a+b+c+d)	2,73,428	4.79%	NA
<b>Details of Acquisition/Sale</b>			
a) Shares carrying Voting Rights	14,81,751	25.96%	NA
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	
c) Voting Rights (VR) otherwise than by Equity Shares	-	-	
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)	-	-	

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e) Total (a+b+c+d)	14,81,751	25.96%	NA
<b>After Acquisition/Sale holding of:</b>			
a) Shares carrying Voting Rights	17,55,179	30.75%	NA
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	
c) Voting Rights (VR) otherwise than by Equity Shares	-	-	
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)	-	-	
e) Total (a+b+c+d)	17,55,179	30.75%	NA
Mode of acquisition / Sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter Se Transfer (Dissolution of HUF)		
Date of acquisition of / sale of Shares / VR or Date of Receipt of intimation of allotment of Shares, whichever is applicable	11/12/2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	2,73,428		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	17,55,179		
Total diluted share/voting capital of the TC after the said acquisition / sale	0		

(\*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under the SEBI (Listing Obligation Disclosure Requirements) Regulation, 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.

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 सा सुदर्शना दीपचंदी पारख  
 Sudarshanabai Deepchand Parakh

Place: Pune

Date: 11/12/2017