

**NIRAYU PRIVATE LIMITED**

FF-54, AVISHKAR COMPLEX,  
OLD PADRA ROAD,  
VADODARA - 390 015.  
CIN No. U51909GJ1971PTC098778  
Email: nirayu1971@gmail.com

Date: 30<sup>th</sup> May, 2018

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**NSE Scrip Code: ALEMBICLTD**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**BSE Scrip Code: 506235**

Dear Sirs,

**Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')**


**Target Company: Alembic Limited**

Nirayu Private Limited ('NPL' or 'Acquirer'), Sierra Investments Private Limited ('SIPL') and Whitefield Chemtech Private Limited ('WCPL') are part of the promoter group of the Target Company. Pursuant to the Scheme of Arrangement between SIPL and WCPL with NPL ('Scheme'), approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 1<sup>st</sup> December 2017, the shares held by SIPL and WCPL in the Target Company stands vested in NPL.

Chapter V - Regulation 28(1) of the Takeover Regulations requires that disclosures under the said Chapter shall be of the aggregated shareholding and voting rights of the acquirer or promoter of the target company or every person acting in concert with him. The transfer of shares of the Target Company pursuant to the Scheme has not resulted in any change in the aggregated shareholding and voting rights of the promoter group of the Target Company. However, out of abundant precaution, the disclosure as prescribed under Regulation 29(2) of the Takeover Regulations in relation to the aforesaid transfer of shares is enclosed.

We request you to kindly take the same on record.

Thanking you,  
Yours faithfully,  
For Nirayu Private Limited

  
Mitanshu Shah  
Director  
Encl.: As above.



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

1. Name of the Target Company (TC)	Alembic Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Nirayu Private Limited (Details of Promoter/ Promoter Group/ PAC is mentioned in <b>Table 1</b> )		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes, the Acquirer forms part of the Promoter/ Promoter Group/ PAC		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of (Please see Table 1):</b>			
a) Shares carrying voting rights	16,97,42,443	63.57%	63.57%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
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)	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>16,97,42,443</b>	<b>63.57%</b>	<b>63.57%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold (Please see <b>Table 1</b> )	Nil <sup>1</sup>	N.A. <sup>1</sup>	N.A. <sup>1</sup>
b) VRs acquired /sold otherwise than by shares	Nil	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	N.A.	N.A.



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d) Shares encumbered / invoked/released by the acquirer	Nil	N.A.	N.A.
e) Total (a+b+c+/-d)	-	-	-
<b>After the acquisition/sale, holding of acquirer along with PACs of (Please see Table 1):</b>			
a) Shares carrying voting rights	16,97,42,443	63.57%	63.57%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
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) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>16,97,42,443</b>	<b>63.57%</b>	<b>63.57%</b>
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition of shares pursuant to the Scheme of Arrangement not directly involving the Target Company as a transferor company or as a transferee company – exempt under Regulation 10(1)(d)(iii).		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	See note below		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs.53,40,63,656/- divided into 26,70,31,828 Equity Shares of Rs.2/- each fully paid up.		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs.53,40,63,656/- divided into 26,70,31,828 Equity Shares of Rs.2/- each fully paid up.		
10. Total diluted share/voting capital of the TC after the said acquisition	Rs.53,40,63,656/- divided into 26,70,31,828 Equity Shares of Rs.2/- each fully paid up.		

**Notes:**

<sup>1</sup> 3,46,85,340 and 3,65,70,460 equity shares of Rs.2/- each fully paid up of Alembic Limited held by Sierra Investments Private Limited (SIPL) and Whitefield Chemtech Private Limited (WCPL) respectively, have been vested in Nirayu Private Limited (NPL) consequent to the amalgamation of SIPL and WCPL with NPL through the Scheme of Arrangement between SIPL, WCPL and NPL and their shareholders, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order dated 1<sup>st</sup> December 2017. The effective date of the said Scheme was 12<sup>th</sup> December, 2017.





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(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\* ) 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.

For Nirayu Private Limited

Mitanshu Shah  
Director



Place: Vadodara

Date: 30<sup>th</sup> May, 2018

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**Table 1**

**Details of Equity Shares carrying voting rights acquired by Persons forming part of the Promoter/ Promoter Group/ Persons Acting in Concert of Alembic Limited pursuant to the Scheme of Arrangement.**

Sr. No.	Name of the Shareholders	Shares held before the Acquisition		Shares Acquired as per the Scheme of Arrangement	Shares held after the Acquisition	
		No. of shares	%		No. of shares	%
1	Chirayu Ramanbhai Amin	86,92,930	3.26		86,92,930	3.26
2	Malika Chirayu Amin	60,11,460	2.25		60,11,460	2.25
3	Pranav Chirayu Amin	20,19,600	0.76		20,19,600	0.76
4	Shaunak Chirayu Amin	20,13,960	0.75		20,13,960	0.75
5	Udit Chirayu Amin	20,13,960	0.75		20,13,960	0.75
6	Inaaya Shaunak Amin	60,000	0.02		60,000	0.02
7	Naintara Shaunak Amin	60,000	0.02		60,000	0.02
8	Ranvir Pranav Amin	60,000	0.02		60,000	0.02
9	Samira Pranav Amin	60,000	0.02		60,000	0.02
10	Shreno Limited	3,67,37,560	13.76		3,67,37,560	13.76
11	Whitefield Chemtech Private Ltd	3,65,70,460	13.70	-3,65,70,460	0	0.00
12	Nirayu Pvt Limited	3,81,55,263	14.29	7,12,55,800	10,94,11,063	40.97
13	Sierra Investments Pvt. Ltd.	3,46,85,340	12.99	-3,46,85,340	0	0.00
14	Vidyanidhi Trust	16,19,100	0.61		16,19,100	0.61
15	Arogyavardhini Society	5,61,900	0.21		5,61,900	0.21
16	Utkarsh Vidyakendra	2,92,500	0.11		2,92,500	0.11
17	Ujjwal Vidyalaya	1,24,500	0.05		1,24,500	0.05
18	Paushak Limited	1,710	0.00		1,710	0.00
19	Laburnum Family Trust	200	0.00		200	0.00
20	Virsad Family Trust	200	0.00		200	0.00
21	Viramya Packlight LLP	1,800	0.00		1,800	0.00
	<b>Total</b>	<b>16,97,42,443</b>	<b>63.57</b>	<b>-</b>	<b>16,97,42,443</b>	<b>63.57</b>

