

Mafatlal[®]

MAFATLAL INDUSTRIES LIMITED

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To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.
Stock Code: 500254

Ahmedabad Stock Exchange Limited

Kamdhenu Complex, Opp: Sahajanand
College, Panjra Pole, Ahmedabad 380015
Stock Code: 34100

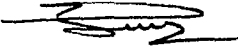
Dear Sirs,

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

Please find herewith Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations") received from Shri Hrishikesh A Mafatlal, Promoters of the Company (Acquirers) in respect of acquisition of shares of the Company. Please note that the attached Report has already been filed today by the Acquirers with a copy to the Company.

Kindly acknowledge the same and request to take the same on record.

FOR MAFATLAL INDUSTRIES LIMITED



ASHISH A KARANJI
COMPANY SECRETARY
September 12, 2016
Ahmedabad
Encl:A/A



ARVIND MAFATLAL GROUP
The ethics of excellence

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

1 General Details			
	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.}	Hrishikesh A Mafatlal 10, Altamount Road, Mumbai 400 026 +91-022-66173636 hrishikesh@mafatlals.com For names of other acquirers please refer to Annexure 1.
	b.	Whether sender is the acquirer (Y/N)	Yes
	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
2 Compliance of Regulation 10(7)			
	a.	Date of Report	September 9, 2016
	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
3 Compliance of Regulation 10(5)			
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.	Yes
	b.	Date of Report	August 6, 2016
4 Compliance of Regulation 10(6)			
	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	August 19, 2016
5 Details of the Target Company			
	a.	Name & address of TC	Mafatlal Industries Limited ("MIL").
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited and Ahmedabad Stock Exchange Limited.
6 Details of the acquisition			
	a.	Date of acquisition	August 12, 2016

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		Fluorine International Limited). This is part of a family settlement and succession plan between the core promoters of the TC.		
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year – 1 30 th June, 2016	Year – 2 30 th June, 2015	Year – 3 30 th June, 2014
	Acquirers ⁽²⁾	45,24,526	45,24,526	45,24,526
	– NOCIL Limited	5,66,320	5,66,320	5,66,320
	– Hrishikesh A. Mafatlal ⁽³⁾	8,27,163	8,27,163	8,27,163
	– Shri Hrishikesh A Mafatlal ⁽⁴⁾	735	735	735
	– Aarti Manish Chadha	1,04,342	1,04,342	1,04,342
	– Anjali Kunal Agarwal	1,52,829	1,52,829	1,52,829
	– Priyavrata Mafatlal	5,54,232	5,54,232	5,54,232
	– Suremi Trading Private Limited ⁽⁵⁾	23,18,905	23,18,905	23,18,905
	Seller ⁽²⁾	4,968,385	4,968,385	4,968,385
	– Navin Fluorine International Limited	17,74,707	17,74,707	17,74,707
	– Vishad P. Mafatlal	12,11,581	12,11,581	12,11,581
	– Rupal Vishad Mafatlal	12,03,465	12,03,465	12,03,465
	– Mafatlal Impex Private Limited	3,93,728	3,93,728	3,93,728
	– Milap Texchem Private Limited	10	10	10
	– Mafatlal Exim Private Limited	3,76,207	3,76,207	3,76,207
	– Pamil Investments Private Limited	4,197	4,197	4,197
	– Mr. Hrishikesh Arvind Mafatlal ⁽⁶⁾	4,490	4,490	4,490
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 the shareholding pattern filed by TC enclosed as Annexure 2 .		
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.	The shares of the TC are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations. The 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 is Rs. 328.04 per share.		

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	b.	Acquisition price per share (in Rs.)	Please refer to Annexure 1.			
	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(2)			
	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 ⁽¹⁾	No. of Shares	% w.r.t total share capital of TC ⁽¹⁾
		Acquirers⁽²⁾	45,24,526	32.52%	84,21,579	60.53%
		– NOCIL Limited	5,66,320	4.07%	12,69,695	9.13%
		– Hrishikesh A. Mafatlal ⁽³⁾	8,27,163	5.95%	26,71,136	19.20%
		– Shri Hrishikesh A Mafatlal ⁽⁴⁾	735	0.01%	5,02,369	3.61%
		– Aarti Manish Chadha	1,04,342	0.75%	1,49,180	1.07%
		– Anjali Kunal Agarwal	1,52,829	1.10%	1,77,430	1.28%
		– Priyavrata Mafatlal	5,54,232	3.98%	5,58,722	4.02%
		– Suremi Trading Private Limited ⁽⁵⁾	23,18,905	16.67%	30,93,047	22.23%
	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 ⁽¹⁾	No. of Shares	% w.r.t total share capital of TC ⁽¹⁾
		Seller⁽²⁾	4,968,385	35.71%	10,71,332	7.70%
		– Navin Fluorine International Limited	17,74,707	12.76%	10,71,332	7.70%
		– Vishad P. Mafatlal	12,11,581	8.71%	-	-
		– Rupal Vishad Mafatlal	12,03,465	8.65%	-	-
		– Mafatlal Impex Private Limited	3,93,728	2.83%	-	-
		– Milap Texchem Private Limited	10	0.00%	-	-
		– Mafatlal Exim Private Limited	3,76,207	2.70%	-	-
		– Pamil Investments Private Limited	4,197	0.03%	-	-
		– Mr. Hrishikesh Arvind Mafatlal ⁽⁶⁾	4,490	0.03%	-	-
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)	Please refer to Annexure 1.			
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Inter-se transfers of shares pursuant to an Agreement entered into between the core promoters of the TC, this Company and two other listed companies (NOCIL Limited and Navin			

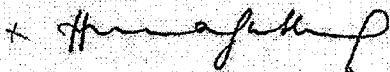
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f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	We confirm the acquisition price is not higher by more than 25% of the price computed in point 7(e) hereinabove.
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	August 6, 2016
i.	1) 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).	Yes. The acquirers 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.
	2) If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Copies of the disclosures made during the previous 3 years prior to the date of proposed acquisition enclosed as Annexure 3 .
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 exemptions has been duly complied with.

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Shareholding of each entity may be shown separately and then collectively in a group.
- 3) Including 5,585 shares held by A. N. Mafatlal Karta of A.N.M. HUF 4 Mafatlal which has been partitioned
- 4) As a trustee of Hrishikesh A Mafatlal Family Trust No. 1
- 5) Includes 10,64,443 shares, 8,39,173 shares and 10 shares of MIL held by Altamount Products and Services Private Limited, Sukarma Investments Private Limited and Milekha Texchem Company Private Limited respectively. These companies were merged into Suremi Trading Private Limited pursuant to order of the Hon'ble Bombay High Court.
- 6) As trustee of Sushilaben Trust

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



Hrishikesh A Mafatlal for himself and on behalf of all other Acquirers

Date: September 9, 2016

Place: Mumbai

Annexure 1

Details of Acquisition of Shares of MIL

Sr. No.	Name of Seller	Name of Acquirer	No. of shares of MIL acquired	Percentage of total shares of MIL (%) ⁽¹⁾	Acquisition Price Per Share (Rs.)
1.	Navin Fluorine International Limited	NOCIL Limited	7,03,375	5.06%	313.05
2.	Vishad P. Mafatlal	Hrishikesh A. Mafatlal	12,11,581	8.71%	313.05
3.	Rupal Vishad Mafatlal	Shri Hrishikesh A Mafatlal ⁽²⁾	5,01,634	3.61%	313.05
4.	Rupal Vishad Mafatlal	Aarti Manish Chadha	44,838	0.32%	313.05
5.	Rupal Vishad Mafatlal	Anjali Kunal Agarwal	24,601	0.18%	313.05
6.	Rupal Vishad Mafatlal	Hrishikesh A. Mafatlal	6,32,392	4.55%	313.05
7.	Mafatlal Impex Private Limited	Suremi Trading Private Limited	3,93,728	2.83%	17.56
8.	Milap Texchem Private Limited	Suremi Trading Private Limited	10	0.00%	39.20
9.	Mafatlal Exim Private Limited	Suremi Trading Private Limited	3,76,207	2.70%	84.80
10.	Pamil Investments Private Limited	Suremi Trading Private Limited	4,197	0.03%	39.63
11.	Mr. Hrishikesh Arvind Mafatlal ⁽³⁾	Priyavrata Mafatlal	4,490	0.03%	313.05

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) As a trustee of Hrishikesh A Mafatlal Family Trust No. 1
- 3) As trustee of Sushilaben Trust