

ARVIND FARMS PRIVATE LIMITED

CIN: U15174GJ1995PTC025178

Registered Office: 1st Floor, Akshay 53, Shrimali Society, Navrangpura, Ahmedabad - 380009, Gujarat, India

Email ID: yadav_lalbhai01@yahoo.co.in

To

The Securities Exchange Board of India

Plot No. C4-A, 'G' Block

Bandra Kurla Complex

Bandra (East)

Mumbai – 400051

Dear Sirs,

Sub: Disclosures under Regulation 10(7) – Intimation to Stock Exchanges in respect of acquisition of shares of Atul Limited

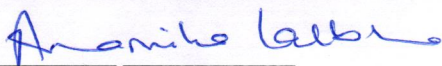
We wish to inform you that a scheme of arrangement in the nature of amalgamation between Anshuman Holdings Private Limited, Ashini Investments Private Limited, Avichal Holdings Private Limited, Saumya Farms and Organic Products Private Limited, Anan Botanical Products Private Limited, Shalva Investments Private Limited, Savinaya Investments Private Limited, Abhighna Trading Private Limited, Aeon Investments Private Limited, Amazon Investments Private Limited, Athak Investments Private Limited and Adin Investments Private Limited (Transferor Companies) and Arvind Farms Private Limited (Transferee Company) in accordance with provisions of section 233 of the Companies Act, 2013 has been sanctioned by the Regional Director, North-Western Region on 19th February 2018. The scheme of amalgamation became effective on 20th March 2018 on filing of order sanctioning the Scheme with the Registrar of Companies.

An aggregate of 27,72,642 shares of Atul Limited were held by Aeon Investment Private Limited, Anshuman Holdings Private Limited, Ashini Investments Private Limited and Shalva Investments Private Limited. Pursuant to the scheme of amalgamation becoming effective, these shares of Atul Limited have been transferred from Aeon Investments Private Limited, Anshuman Holdings Private Limited, Ashini Investments Private Limited and Shalva Investments Private Limited to Arvind Farms Private Limited.

The said acquisition by Arvind Farms Private Limited is exempt from making public announcement of open offer under Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations'). In this regard, we hereby submit the report to SEBI under Regulation 10(7) of the Takeover Regulations.

Kindly acknowledge the receipt.

For Arvind Farms Private Limited



Anamika Lalbhai

Director

DIN:00076893

Date: 16/4/18

Place: Ahmedabad

Copy to Atul Limited

CC:

BSE Limited

PhirozeJeejeebhoy Towers,

Dalal Street

Mumbai- 40001

Scrip Code: 500027

National Stock Exchange of India

Exchange Plaza, C-1, Block-G

Bandra Kurla Complex, Bandra (E)

Mumbai- 400051

Scrip Code: ATUL

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Disclosures under Regulation 10(7) –Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

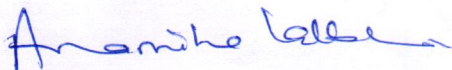
1. General Details	
(a) Name, address, Telephone No., e-mail of acquirer(s)	Arvind Farms Private Limited Address: - 1 st Floor, Akshay 53, Shrimali Society, Navrangpura, Ahmedabad. Contact No. – 9825600698 E-mail address: - yadav_lalbhai01@yahoo.co.in
(b) Whether sender is the acquirer (Y/N)	Yes
(c) 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	16 April 2018
(b) Whether report has been submitted to SEBI within 21 business 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(6)	
(a) Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes
(b) Date of Report	22 March 2018
4. Details of the Target Company	
(a) Name and address of TC	Atul Limited Atul House, G I Patel Marg, Ahmedabad – 380014, Gujarat, India
(b) Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited
5. Details of acquisition	
(a) Date of acquisition	20 March 2018

(b) Acquisition price per share (in Rs.)		A Scheme of amalgamation of Aeon Investments Private Limited, Anshuman Holdings Private Limited, Ashini Investments Private Limited, Avichal Holdings Private Limited, Amazon Investments Private Limited, Athak Investments Private Limited, Adin Investments Private Limited, Abhighna Trading Private Limited, Shalva Investments Private Limited, Savinaya Investments Private Limited, Saumya Farms and Organic Products Private Limited and Anan Botanical Products Private Limited have been amalgamated with Arvind Farms Private Limited has been sanctioned u/s 233 of the Companies Act, 2013. 27,72,642 shares of Atul Limited were held by Aeon Investments Private Limited, Anshuman Holdings Private Limited, Ashini Investments Private Limited and Shalva Investments Private Limited collectively. Pursuant to the amalgamation, these shares of Atul Limited have been transferred from Aeon Investments Private Limited, Anshuman Holdings Private Limited, Ashini Investments Private Limited and Shalva Investments Private Limited to Arvind Farms Private Limited.			
(c) Regulation which would have been triggered off, had the report not been filed under Regulation 10(7)		Regulation 3(2)			
(d) Shareholding of acquirer/s and PACs individually in TC		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
		Please refer Annexure 1			
6. Information specific to the exemption category to which the instant acquisition belongs – Regulation 10(1)(d)(iii)					
(a) Confirm that the scheme is approved by the order of a court or any other competent authority		The scheme of amalgamation has been sanctioned by the Regional Director, North-Western Region under section 233 of Companies Act, 2013			
(b) Attached copy of the order mentioned above		Copy of the order sanctioning the Scheme and the Scheme of Amalgamation is enclosed as Annexure 2.			
(c) Total consideration paid under the scheme		The consideration under the scheme is issuance of shares of Arvind Farms Private Limited (Transferee Company) to the shareholders of Aeon Investments Private Limited, Anshuman Holdings			

	Private Limited, Ashini Investments Private Limited, Avichal Holdings Private Limited, Amazon Investments Private Limited, Athak Investments Private Limited, Adin Investments Private Limited, Abhighna Trading Private Limited, Shalva Investments Private Limited, Savinaya Investments Private Limited, Saumya Farms and Organic Products Private Limited and Anan Botanical Products Private Limited (Transferor Companies) against the shares held by them in the Transferor Companies.
(d) Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five per cent of the total consideration paid under the scheme? (Y/N)	Nil Not Applicable
(e) After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity	Yes. After implementation of the scheme the persons who would directly or indirectly hold at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who collectively held the entire voting rights before the implementation of the scheme.
(f) Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations. 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 acquirers as well as transferors have complied with, to the extent applicable, with the provisions of Chapter V of the Takeover Regulations. The requisite copies of the disclosures made by the acquirer and transferors are attached as Annexure-3
(g) Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with	The acquirer does hereby declare that all the conditions specified under regulation 10(1)(d)(iii) with respect to the exemptions have been duly complied with.

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

For Arvind Farms Private Limited



Anamika Lalbhai

Director

DIN:00076893

Date: 16/4/18

Place: Ahmedabad

Annexure-1: Shareholding of acquirer and PAC in TC before and after the acquisition

Sr.	Name of Acquirer / PAC / Seller	Pre- holding	Post-Holding
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No.		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
Acquirer					
1	Arvind Farms Private Limited	0	0.00%	27,72,642	9.35%
Persons acting in concert with acquirer					
1	Samveg Arvind Lalbhai	2,02,377	0.68%	2,02,377	0.68%
2	SamvegLalbhai	1,14,943	0.39%	1,14,943	0.39%
3	Hansa Lalbhai	97,374	0.33%	97,374	0.33%
4	Sunil Lalbhai	91,772	0.31%	91,772	0.31%
5	SaumyaLalbhai	82,695	0.28%	82,695	0.28%
6	VimlaLalbhai	65,982	0.22%	65,982	0.22%
7	Swati Lalbhai	63,500	0.21%	63,500	0.21%
8	TaraLabhai	50,022	0.17%	50,022	0.17%
9	Anamika Lalbhai	47,199	0.16%	47,199	0.16%
10	Sunil Siddharth	31,544	0.11%	31,544	0.11%
11	AsthaLalbhai	20,500	0.07%	20,500	0.07%
12	NishthaLalbhai	5,500	0.02%	5,500	0.02%
13	SanjaybhaiShrenikbhaiLalbhai Trustee of ArvindbhaiLalbhai Family Trust	3,653	0.01%	3,653	0.01%
14	Sunil Lalbhai Employees Trust	2,000	0.01%	2,000	0.01%
15	RajivbhaiChinubhaiLalbhai	1,225	0.00%	1,225	0.00%
16	ShethNarottambhaiLalbhai	495	0.00%	495	0.00%
17	Aagam Holdings Private Limited	66,50,000	22.42%	66,50,000	22.42%
18	Adhigam Investments Private Limited	10,08,301	3.40%	10,08,301	3.40%
19	Aayojan Resources Private Limited	6,02,000	2.03%	6,02,000	2.03%
20	Akshita Holdings Private Limited	4,59,784	1.55%	4,59,784	1.55%
21	Adhinami Investments Private Limited	4,52,350	1.53%	4,52,350	1.53%
22	Anusandhan Investments Limited	2,35,000	0.79%	2,35,000	0.79%
23	Aahvan Agencies Limited	1,78,943	0.60%	1,78,943	0.60%
24	Aeon Investments Private Limited (Transferor)	20,60,817	6.95%	0	0.00%
25	Shalva Investments Private Limited	5,00,000	1.69%	0	0.00%

	(Transferor)				
26	Ashini Investments Private Limited (Transferor)	2,00,000	0.67%	0	0.00%
27	Anshuman Holdings Private Limited (Transferor)	11,825	0.04%	0	0.00%
Total		1,32,39,801	44.64%	1,32,39,801	44.64%