

AJINKYA INVESTMENT AND TRADING COMPANY

CIN U65993PN1976ULT018893

SECT/AIATC/

January 2, 2017

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex Bandra (E),
Mumbai – 400 051
Symbol - BFUTILITIE

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001.
Scrip Code – 532430

REG. : BF UTILITIES LIMITED

Sub : Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

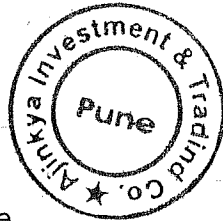
Dear Sir,

Please find enclosed herewith the details of the Sale aggregating to 2% & above of the paid up capital of BF Utilities Ltd, a Target Company, disclosed in the prescribed format as required under Regulation 29(2) of the above referred Regulation.

Thanking you,

Yours faithfully,
For Ajinkya Investment and Trading Company


Director



Encl. : As above

C.C. – Company Secretary,
BF Utilities Limited,
Mundhwa, Pune 411 036

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	BF UTILITIES LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	i) Ajinkya Investment and Trading Company - (AJINKYA) Acquirer ii) Promoter Group-As per Annexure 1		
3. Whether the acquirer belongs to Promoter/ Promoter group	Yes – AJINKYA is a part of the Promoter Group		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE 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 (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
i) AJINKYA	8,292,105	22.01%	22.01%
ii) Promoter Group – Annexure 1	14,432,329	38.32%	38.32%
b) Shares in the nature of encumbrance (pledge /lien/ non-disposal undertaking/ others)- AJINKYA	181,818	0.48%	0.48%
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 T C (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	22,906,252	60.81%	60.81%
Details of acquisition/sale – Sale			
a) Shares carrying voting rights acquired /sold AJINKYA	1,645,569	4.36%	4.36%
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL
d) Shares encumbered / invoked/ released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+d)	1,645,569	4.36%	4.36%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
i) AJINKYA	6,646,536	17.65%	17.65%
ii) Promoter Group - Annexure 1	14,432,329	38.32%	38.32%
b) Shares encumbered with the acquirer- AJINKYA	181,818	0.48%	0.48%
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)	21,260,683	56.44%	56.44%

6. Mode of acquisition/ sale (e.g. open market / off-market/public issue/rights issue/ preferential allotment/inter-se transfer etc).	1) Off Market Sale/transfer of 1,645,569 Equity Shares for settlement of debt / assignment of receivables.
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	31 st December, 2016
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	37,667,628 Equity Shares of Rs.5/- each fully paid-up
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	37,667,628 Equity Shares of Rs.5/- each fully paid-up
10.Total diluted share/voting capital of the TC after the said acquisition	37,667,628 Equity Shares of Rs.5/- each fully paid-up

(*) 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.

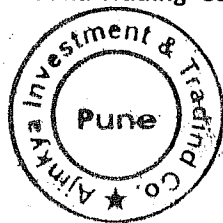
Note : Simultaneously with the sale of above shares, AJINKYA has entered into a Settlement, Shareholders and Put Option Agreement with the purchasers of the above shares (SSPOA), in relation to part settlement of the dues of Kenersys India Private Limited (which is one of the Kalyani group entities) to the purchasers. The SSPOA provides for a Put Option to the purchasers of the above shares, at a price of Rs. 395/- per share, to be exercised during the period of seven days following the expiry of the 18th month from the date of the SSPOA. The SSPOA is in line with SEBI Notification No.LAD-NRO/GN/2013-14/26/6667 dated 03/10/2013.

For Ajinkya Investment and Trading Company

Director

Place: PUNE

Date: 2nd January, 2017



Annexure - 1**PROMOTER GROUP SHAREHOLDING**

Sr.	Name of Shareholder	No.of Shares	%
1	Mr. B.N. Kalyani – Promoter	7,204	0.02
2	Kalyani Investment Company Ltd	6,195,046	16.45
3	KSL Holdings Pvt. Ltd	4,353,472	11.56
4	PIH Finvest Co.Ltd.	1,424,885	3.78
5	BF Investment Ltd.	1,187,903	3.15
6	Jannhavi Investment Pvt. Ltd.	458,514	1.22
7	Sundaram Trading & Investment Pvt. Ltd.	211,103	0.56
8	Rajgad Trading Co. Pvt. Ltd.	151,674	0.40
9	Kalyani Consultants Pvt. Ltd.	149,500	0.40
10	Dandakaranya Investment & Trading Pvt. Ltd.	93,700	0.25
11	Campanula Investment & Finance Pvt. Ltd.	56,189	0.15
12	Cornflower Investment & Finance Pvt. Ltd.	39,600	0.11
13	Hastinapur Investment & Trading Pvt. Ltd.	4,567	0.01
14	Dronacharya Investment & Trading Pvt. Ltd.	3,143	0.01
15	Mr.Gaurishankar Neelkanth Kalyani	63,779	0.17
16	Mr.Amit B. Kalyani	28,270	0.07
17	Mrs.Rohini G. Kalyani	2,000	0.01
18	Dr. Meera Kheny	700	0.00
19	Mr.Ashok Kumar Kheny	672	0.00
20	Mrs.Sugandha Jai Hiremath	400	0.00
21	Mrs.Sulochana Kalyani Jointly Mr.B.N.Kalyani	8	0.00
TOTAL		14,432,329	38.32

For Ajinkya Investment and Trading Company**Director**

Date: 2nd January, 2017

