

PCD INVESTMENT PRIVATE LIMITED

(Incorporated under the Companies Act, 1956)

(C.I.N. : U51909G1981PTC004399)

Regd. Office : 'PADMAJA', Beside Shaswat Bungalows, Rajpath Club – Rangoli Road, Bodakdev,
AHMEDABAD – 380 059. Phone No. : 2929 7416

Ref. No. :

Date :

Date: 5th December, 2015.

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block
Bandra-kurla Complex
Bandra (E)
Mumbai – 400 051.

To,
Ahmedabad Stock Exchange Limited
1st Floor, Kamdhenu Complex
Opp. Shajanand College,
Panjara Pole,
Ahmedabad – 380015.

To,
Department of Corporate Services,
BSE Limited
PhirozeJeejeebhoy Towers, Dalal Street,
Mumbai - 400 001.

Ref: BSE Code: 530117/ NSE Symbol: 'ADI' and ASE Code: 24855.

Dear Sirs,

Sub.: Disclosure under regulation 10(5) of SEBI (SAST) Regulations, 2011.

Pursuant to the provisions of regulation 10(5) of SEBI (SAST) Regulations, 2011, we wish to inform you that we propose to acquire 7,67,201 equity shares of Adi Finechem Limited at a price which will be within the permissible limit of the regulation by way of inter-se transfer covered under Regulation 10(1) (a) from Harihar Mfg. and Trading LLP (one of the Promoter Shareholders Company). We now enclose herewith prescribed form under Regulation 10(5) SEBI (SAST) Regulations, 2011, duly filled and signed by the authorized signatory for acquisition of 7,67,201 equity shares of Rs. 10/- each.

Please find the above in order and take the same on your record.

Thanking you.

For, PCD INVESTMENT PVT. LTD.


DIRECTOR

Encl.: As Above.

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) | ADI FINECHEM LIMITED |
| 2. | Name of the acquirer(s) | PCD Investment Private Limited |
| 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 | The acquirer falls within the definition of "promoter" as contained in regulation 2(s) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| 4. | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | HARIHAR MFG. AND TRADING LLP ¹ |
| | b. Proposed date of acquisition | on or after December 11, 2015 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 7,67,201 |
| | d. Total shares to be acquired as % of share capital of TC | 5.56% |
| | e. Price at which shares are proposed to be acquired | price as per applicable regulations / guidelines / circulars on block deals. |
| | f. Rationale, if any, for the proposed transfer | inter-se transfer amongst 'qualifying persons' |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | sub-regulation (ii) of regulation 10 (1) (a) |
| 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. 216.95 per share |
| 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. | Acquirer declares that the acquisition price would not be higher by more than 25% of the price computed in point 6 above. |
| 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) | Acquirer declares that the transferor and transferee will comply with applicable disclosure requirements in Chapter V of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997). |

¹ HARIHAR MFG AND TRADING PVT LTD (Promoter Company) has been converted into limited liability partnership (LLP) on December 02, 2015.



| | | | | | |
|-----|---|---|-----------------------------------|--------------------------------|-----------------------------------|
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | Acquirer declares that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | | | |
| 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 |
| | – <u>Acquirer(s) and PACs (other than sellers)(*)</u> | | | | |
| | – Acquirer | | | | |
| | – PCD Investment Private Limited | 6,63,019 | 4.81% | 14,30,220 | 10.37% |
| | – PACs | | | | |
| | – Utkarsh B. Shah | 15,71,594 | 11.39% | 15,71,594 | 11.39% |
| | – Radhika U. Shah | 18,34,816 | 13.30% | 18,34,816 | 13.30% |
| | – UKM Investment Pvt Ltd | 6,63,019 | 4.81% | 6,63,019 | 4.81% |
| | – Dashrath Jagmohandas Investments Pvt Ltd | 43,560 | 0.32% | 43,560 | 0.32% |
| | – Ashmak Investments Pvt Ltd | 2,904 | 0.02% | 2,904 | 0.02% |
| | – Raj B. Shah | - | - | - | - |
| | – Sukoon V. Shah | - | - | - | - |
| | – Priyam B. Parikh | 11,30,891 | 8.20% | 11,30,891 | 8.20% |
| | – Bimal D. Parikh | 3,58,536 | 2.60% | 3,58,536 | 2.60% |
| | – Bimal D. Parikh – HUF | - | - | - | - |
| | – Mamtaben B. Parikh | - | - | - | - |
| | – Meena H. Shah | 10,79,543 | 7.83% | 10,79,543 | 7.83% |
| | – Hemant N. Shah | 4,05,000 | 2.94% | 4,05,000 | 2.94% |
| | – Rohan H. Shah | 1,00,000 | 0.72% | 1,00,000 | 0.72% |
| | – Total – PACs | 71,89,863 | 52.13% | 71,89,863 | 52.13% |
| | – Seller (s) | | | | |
| | – HARIHAR MFG. AND TRADING LLP | 7,67,201 | 5.56% | - | - |

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.

For PCD Investment Private Limited,



(Director / Authorised Signatory)

(Acquirer)

Date: December 05, 2015

Place: Ahmedabad