



ADI FINECHEM

# ADI FINECHEM LIMITED

Regd. Office : 1<sup>st</sup> Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road,  
Off S. G. Road, AHMEDABAD – 380 059. INDIA.

Phone : (079) 32908752 / 29701675 Email : info@adifinechem.com  
CIN : L15140GJ1985PLC007845 Website: www.adifinechem.com

4<sup>TH</sup> November, 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**  
1<sup>st</sup> Floor, Kamdhenu Complex  
Opp. Shajanand College,  
Panjara Pole,  
Ahmedabad – 380015.

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

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

Dear Sirs,

**Sub : Compliance with Clause 36 (7) and other applicable provisions of the Listing Agreement**

The Board of Directors of the Company at their meeting held today, considered and approved the following:

- Approval to:
  - enter into a share purchase agreement with FIH Mauritius Investments Limited individually or together with FIH Private Investments Limited (“**Purchaser(s)**”) and (i) Mr. Utkarsh B. Shah, Mrs. Radhika U. Shah, Mr. Aadarsh U. Shah, Mr. Raj B. Shah and Mr. Sukoon V Shah (“**Utkarsh Group**”); (ii) Mr. Bimal Dashrathbhai Parikh, Bimal Dashrathbhai Parikh (HUF), Mrs. Mamta Bimalbhai Parikh, M/s. Dashrath Jagmohandas Investment Private Limited, Mr. Priyam D. Parikh, M/s. Ashmak Investment Private Limited (“**Bimal Group**”); (iii) Mr. Hemant Navinchadra Shah, Mr. Rohan Hemant Shah, Hemant N. Shah (HUF), Navinchandra K. Shah (HUF) and Mrs. Meena Hemant Shah (“**Hemant Group**”); and (iv) Mr. Nahoosh J. Jariwala, M/s. Harihar Manufacturing and Trading Company Private Limited, M/s. PCD Investment Private Limited, M/s UKM Investment Private Limited, Dashbina Investment Private Limited and Padmaja E Commerce Private Limited (“**Nahoosh Group**”) (together the “**Sellers**”) in relation to



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- the sale of 61,60,083 equity shares (representing approximately 44.66% of the equity share capital of the Company) of the Company held by the Sellers to the Purchaser(s) in the manner as set out therein ("SPA") at a price of Rs.212/- (Rupees Two hundred twelve) per equity share amounting to a total consideration of Rs.1,305,937,596/- (Rupees One billion three hundred five million nine hundred thirty seven thousand five hundred ninety six);
- enter into a shareholders' agreement with the Purchaser(s) and the Nahoosh Group ("SHA");
- enter into a right of first refusal agreement with the Purchaser and the Utkarsh Group, Bimal Group and Hemant Group ("ROFR Agreement"); and
- enter into a key employee agreement with Mr. Nahoosh J. Jariwala in relation to his appointment as the Managing Director of the Company in accordance with the terms set out therein ("Key Employee Agreement").

Thanking you.

Yours faithfully,

For Adi Finechem Limited,

(Rajen Jhaveri)

Chief Financial Officer & Company Secretary