

**BHK TRADING LLP**

Regd. Off: "Kothari Buildings", No. 115 Mahatma Gandhi Road, Nungambakkam, Chennai - 600034  
Ph: 044 - 30225519 E-Mail: [pvts@hckgroup.com](mailto:pvts@hckgroup.com) LLPIN: AAE - 5313

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17<sup>th</sup> February 2020

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra [E], Mumbai - 400 051

Dear Sir,

**Sub:** Intimation for Inter-se Transfer of shares amongst the Promoters of the Company

**Ref:** Disclosure pursuant to Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In compliance with the provisions of Regulation 10(1)(a)(ii) read with Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I, Nina B. Kothari, Designated Partner on behalf of M/s BHK Trading LLP, Promoter of Kothari Petrochemicals Limited ("the Company"), having its Registered Office at 'Kothari Buildings', No.115, Mahatma Gandhi Road, Nungambakkam, Chennai - 600 034, wish to inform that M/s BHK Trading LLP proposes to acquire 60,58,000 Equity Shares of the company from one of the Promoter i.e., M/s Kothari Sugars and Chemicals Limited, by way of inter se transfer through off market transaction.

Please find enclosed herewith the disclosure under regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, duly signed, for your information and records please.

Thanking you

Yours faithfully

for **BHK Trading LLP**



Nina B. Kothari  
Designated Partner



Encl : as above

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**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)                                                                                                                                                                                                                                                                                                                                                                                                                   | Kothari Petrochemicals Limited                                                                                                                                                                    |
| 2  | Name of the acquirer(s)                                                                                                                                                                                                                                                                                                                                                                                                                           | BHK Trading LLP                                                                                                                                                                                   |
| 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                                                                                                                                                                                                                                                                                          | Yes (Promoter)                                                                                                                                                                                    |
| 4  | Details of the proposed acquisition                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                   |
|    | a. Name of the person(s) from whom shares are to be acquired                                                                                                                                                                                                                                                                                                                                                                                      | Kothari Sugars and Chemicals Limited                                                                                                                                                              |
|    | b. Proposed date of acquisition                                                                                                                                                                                                                                                                                                                                                                                                                   | Either on 25.02.2020 or 26.02.2020                                                                                                                                                                |
|    | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                                                                                                                                                                                                                                                                                                                       | 60,58,000 equity shares                                                                                                                                                                           |
|    | d. Total shares to be acquired as % of share capital of TC                                                                                                                                                                                                                                                                                                                                                                                        | 10.30%                                                                                                                                                                                            |
|    | e. Price at which shares are proposed to be acquired                                                                                                                                                                                                                                                                                                                                                                                              | Rs. 17/- (Book Value) or Market Price on the day of transaction, whichever is lower, subject to fulfilment of conditions as mentioned under proviso to Regulation 10(1)(a)                        |
|    | f. Rationale, if any, for the proposed transfer                                                                                                                                                                                                                                                                                                                                                                                                   | -                                                                                                                                                                                                 |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer                                                                                                                                                                                                                                                                                                                                            | 10(1) (a) (ii)                                                                                                                                                                                    |
| 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.                                                                                                                                                                            | -                                                                                                                                                                                                 |
| 7. | If infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.                                                                                                                                                                                                                                                                                                                                     | Rs. 16.68                                                                                                                                                                                         |
| 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.                                                                                                                                                                                                                                                                                           | I hereby declare that the acquisition price shall not be higher by more than 25% of the price calculated in point 7 above                                                                         |
| 9. | (i) Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)<br>(ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished. | I hereby declare that the disclosures under Chapter V has been complied<br><br>Date of filing the disclosure:<br>04.04.2017, 04.04.2018 & 04.04.2019<br>Copies of above disclosures are enclosed. |
| 10 | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.                                                                                                                                                                                                                                                                                                   | Yes, Complied                                                                                                                                                                                     |



*Omia Kothari*

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| 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 |
|     | a.                   | Acquirer(s) and PACs (other than sellers)(*) | 2,94,45,812                     | 50.04%                            | 3,55,03,812                    | 60.33%                            |
|     | b.                   | Seller (s)                                   | 60,59,000                       | 10.30%                            | 1,000                          | 0.001%                            |
|     |                      |                                              |                                 |                                   |                                |                                   |

**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.

**Signature of the acquirer**

for **BHK Trading LLP**



Nina B. Kothari  
Designated Partner



Place : Chennai  
Date : 17.02.2020