

Sarla Performance Fibers Ltd.

304, Arcadia, 195, Nariman Point, Mumbai 400021
(O) +91 22 2283 4116/6632 4038
(O) +91 22 4032 2786-4032 2795
(F) +91 22 2285 1728
info@sarlafibers.com
CIN : L31909DN1993PLC000056



100% EOU
www.sarlafibers.com
11th JULY, 2017

SPFL/2017-2018

**The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Security Code No. 526885**

**The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai – 400051
Symbol : SARLAPOLY**

Dear Sir,

Sub: Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Re: Sarla Performance Fibers Limited (CIN: L31909DN1993PLC000056)

This is to inform you that, under Disclosure under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is submitted to SEBI vide our letter dated 5th July, 2017, the same is enclosed for your ready reference and record.

Kindly acknowledge the same and request to take the same on record.

Thanking you.

Yours faithfully,
For Sarla Performance Fibers Limited

Handwritten signature in blue ink.



**Name: Madhusudan S. Jhunhunwala
Designation: Director
DIN: 00097254
Address: 28, Shela Apartments, 6th Floor, B. Desai Road,
Mahalaxmi, Mumbai – 400 026**

Encl.: As above

Regd. Off. & Works 1:
Survey No. 59/1/4.
Amli Piparia Industrial Estate,
Silvassa - 396 230, U.T. Dadra & Nagar Haveli
(O) +91 260 3290467
(F) +91 260 2631356
silvassa@sarlafibers.com

Works 2:
Survey No. 64/2/3/4,61/1,61/2,62/5,63/5,63/7,
Amli Piparia Industrial Estate,
Silvassa - 396 230, U.T. Dadra & Nagar Haveli
(O) +91 260 3290467
(F) +91 260 2631356
silvassa@sarlafibers.com

Vapi Works:
Shed No. A1/48,
100 Sheds Area,
GIDC, Vapi - 396 195 (Gujarat)
(O) +91 260 3290953
(F) +91 260 2453507
vapi@sarlafibers.com

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SARLA
PERFORMANCE FIBERS

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SPFL/2017-2018

05th JULY, 2017

To,
Securities and Exchange Board of India,
Plot No. C 4-A, G Block, Near Bank of India,
Bandra Kurla Complex,
Bandra East,
Mumbai - 400051

Dear Sir,

Sub: Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Re: Sarla Performance Fibers Limited (CIN: L31909DN1993PLC000056)

Please find attached herewith report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, received from Satidham Industries Private Limited, Promoter of the Company ("Acquirer") in respect of acquisition of shares of the Company.

Please note that the above report has already been filed by the Acquirer with a copy to the Company.

Also find enclosed herewith demand draft no. 395040 drawn on Indusind Bank for Rs. 25,000/- being the payment towards fee required under Regulation 10(7).

Kindly acknowledge the same and request to take the same on record.

Thanking you.

Yours faithfully,

For Sarla Performance Fibers Limited

(Signature)



Name: Madhusudan S. Jhunjhunwala

Designation: Director

DIN: 00097254

Address: 28, Shela Apartments, 6th Floor, B. Desai Road,
Mahalaxmi, Mumbai – 400 026

Encl.: As above

CC: BSE Limited

National Stock Exchange of India Limited

Regd. Off. & Works 1:

Survey No. 59/1/4.

Amla Piparia Industrial Estate,

Silvassa - 396 230, U.T. Dadra & Nagar Haveli

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silvassa@sarlafibers.com

Works 2:

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(F) +91 260 2631356

silvassa@sarlafibers.com

Vapi Works:

Shed No. A1/48,

100 Sheds Area,

GIDC, Vapi - 396 195 (Gujarat)

(O) +91 260 3290953

(F) +91 260 2453507

vapi@sarlafibers.com

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

Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1) (a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. General Details		
a.	Name, address, telephone no., e-mail of acquirer (s) {In case there are multiple acquirer, provide full contact details of any on acquirer (the correspondent acquirer) with whom SEBI shall correspond	Satidham Industries Private Limited (CIN:U99999MH1992PTC065972) Plot No.56A, Phase I, Anudyog Industrial Estate, Silvassa 396230 U.T of D N H. DN 000000 026022834116 info@sarlafibers.com
b.	Whether the sender is 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	26 th June, 2017
b.	Whether the report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes, Report is Submitted within 21 working days from the Date of Acquisition.
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, The Applicable fee of Rs.25000/- is enclosed vide demand draft no. <u>395040</u> drawn on Indusind Bank.
3. Compliance of Regulation 10 (5)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days of the acquisition	Yes
b.	Date of Report	1 st June, 2017 for Seller M/s Hindustan Cotton Co 9 th March, 2017 for Seller Madhusudan Jhunjhunwala & Sons HUF



4.	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 working days of the acquisition	Yes		
	b.	Date of Report	1) 15 th June, 2017_for seller Hindustan Cotton Company & 2) 17 th June, 2017 for seller Madhusudan Jhunjhunwala & Sons HUF		
5.	Details of the Target Company				
	a.	Name & address of the Target Company	Sarla Performance Fibers Limited		
	b.	Name of the Stock Exchange (s) where the shares of the Target Company are listed	BSE Limited & National Stock Exchange of India Limited		
6.	Details of the acquisition				
	a.	Date of acquisition	As per Annexure 1		
	b.	Acquisition price per share (in Rs.)	As per Annexure 1		
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3 (1)		
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition
			No. of Shares	% w.r.t total share capital of the Target Company	No. of Shares % w.r.t total share capital of the Target Company
		Name(s) of the acquirer(s)	As per Annexure 1		
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the Acquisition		After the acquisition
			No. of Shares	% w.r.t total share capital of TC	No. of Shares % w.r.t total share capital of TC
		Name(s) of the seller(s) (**)	As per Annexure 1		
7.	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)				
	a.	Provide the names of the seller(s)	As per Annexure 1		



b.	Specify the relationship between the acquirer(s) and the seller(s).	Inter Se transfer among the members of the promoter group.		
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition.	Year -1	Year -2	Year -3
	Acquirer(s) (*)	As per Annexure 1		
	Sellers(s)(*)	As per Annexure 1		
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, we confirm that the acquirer and the seller have been named promoters in its shareholding pattern filed by the target Company in terms of the listing agreement. Copies of disclosures for last 3 years are attached as Annexure 2 .		
e	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	As per Annexure 1		
f	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A		
g	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	We the acquirer, Satidham Industries Private Limited declare and confirm that acquisition price per share is not higher by more than 25 % of the price as calculated in (e) or (f) above as applicable.		
h	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	1 st June, 2017 for Seller M/s Hindustan Cotton Co 9 th March, 2017 for Seller Madhusudan Jhunjhunwala & Sons HUF		
i	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 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, we the acquirer Satidham Industries Private Limited declare and confirm that the transferor and transferee has complied with applicable disclosure requirement in chapter V of the Takeover Regulation, 2011. Copies of Filing Disclosure under Chapter V of the SEBI (SAST) Regulation, 2011, are attached as Annexure 3		
j	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) (ii) with respect to exemptions has been duly complied with.	We the acquirer Satidham Industries Private Limited declare and confirm that all the conditions specified under Regulation 10 (1) (a) (ii) with respect to exemption has been duly complied with.		



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

Signature: **For SATIDHAM INDUSTRIES PVT. LTD.**

Date: 05th JULY 2017

Place: MUMBAI


←
DIRECTOR



Annexure 1

Details of Acquisition dated 13th June, 2017

Date of Acquisition	13 th June, 2017			
Acquisition price per share	Rs. 52.09 Per Share			
Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
	No. of Shares	% w.r.t total share capital of the Target Company	No. of Shares	% w.r.t total share capital of the Target Company
Name(s) of the acquirer(s). Satidham Industries Private Limited.	13002843	15.57%	13102843	15.69%
Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
	No.of Shares	% w.r.t total share capital of the Target Company	No.of Shares	% w.r.t total share capital of the Target Company
Name(s) of the seller(s) (**) Hindustan Cotton Co.	21164790	25.396%	21064790	25.23%
Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition.	Year 1	Year 2	Year 3	
	F.Y. 2014-15	F.Y. 2015-16	F.Y. 2016-17	
Acquirer	1272791	12747910*	12995277*	
Sellers	2116479	21164790*	21164790*	
*increase due to sub division of shares by TC				
If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	As per BSE Limited Rs.62.71 (Rupees Sixty two and Seventy one Paise only)			

Contd 2



Details of Acquisition dated 15th June, 2017

Date of Acquisition	15 th June, 2017			
Acquisition price per share	Rs.51.59 Per Share			
Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
	No. of Shares	% w.r.t total share capital of the Target Company	No. of Shares	% w.r.t total share capital of the Target Company
Name(s) of the acquirer(s). Satidham Industries Private Limited	13102843	15.69%	13202843	15.81%
Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
	No. of Shares	% w.r.t total share capital of the Target Company	No. of Shares	% w.r.t total share capital of the Target Company
Name(s) of the seller(s) (**) Madhusudan Jhunjhunwala & Sons HUF	3587760	4.30%	3487760	4.18%
Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition.	Year 1 F.Y. 2014-15	Year 2 F.Y. 2015-16	Year 3 F.Y. 2016-17	
Acquirer	1272791	12747910*	12995277*	
Sellers	386526	3865260*	3587760*	
*increase due to sub division of shares by TC				
If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	As per BSE Limited Rs.62.71 (Rupees Sixty two and Seventy one Paise only)			

For SATIDHAM INDUSTRIES PVT. LTD.

17 6 2017



DIRECTOR

