

8th January, 2018

DCS – Listing,
BSE Limited,
Dalal Street, P.J.Towers,
Mumbai 4000 001

Listing Department,
National Stock Exchange of India Limited,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051

Dear Sir,

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

In connection with above subject matter, we wish to place on record that Mr. Rohit Kishor Rathi, Member of the Rathi Promoter Group has filed the above report with SEBI, Mumbai on 5th January, 2018 for claiming exemption under 10(1)(a)(ii) of SEBI Takeover Regulations, 2011 for inter se transfer of shares between Rathi Promoter Group by way of gift and the same has been acknowledged by SEBI.

Copy of the aforesaid letter duly acknowledged by SEBI is attached herewith for your information.

Kindly take the above on record and further arrange to publish in your website for the information of our shareholders, investors and public at large.

Thank you.

Yours truly,

For Sudarshan Chemical Industries Limited



P.S.Raghavan
Company Secretary & Compliance Officer

Encl : As above



Sudarshan Chemical Industries Limited
Global Head Office :
162 Wellesley Road, Pune - 411 001, India
Tel: +91 20 260 58 888 Fax: +91 20 260 58 222
Email : contact@sudarshan.com
www.sudarshan.com

FROM

ROHIT K.RATHI
c-4 Abhimanshree Society
Pashan Road
Pune – 411008

Mobile No. : 9822456705
E-Mail : rohit.rathi@prescientcolor.com

TO,

The Executive Director
Corporate finance Department
Division of Corporate Restructuring / Division of Issue of and Listing
Securities and Exchange Board of India
SEBI Bhawan, C 4 – A, G Block
Bandra Kurla Complex
Bandra (East),
Mumbai 400 051



Dear Sirs,

Sub: Report under Regulation (10) (7) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011 (As amended) – Acquisition of shares of Sudarshan Chemical Industries Limited in terms of Regulation 10(1)(a) (ii) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011 (As amended) - inter se transfers between members of Rathi Promoter Group by way of Gift .

This is to inform you that the undersigned has acquired on 12th December 2017 by way of Gift (without consideration) a total of 2475650 equity shares of the face value of Rs. 2/- per share aggregating to 3.57 % from Mr. Kishor L. Rathi and Mrs. Aruna K. Rathi (Transferors) who along with myself (Transferee/Acquirer) are part of Rathi Promoter Group and in the management and control of Sudarshan Chemical Industries Limited , Pune .

I am advised that inter se transfer of shares of Sudarshan Chemical Industries Limited by way of Gift (without consideration) is exempted under Regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011 as amended .

As mandated under Regulation 10 (7) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011(As amended) and in the capacity of acquirer I am submitting report along with the following documents to your office giving

relevant details concerning the acquisition of shares of Sudarshan Chemical Industries Limited by way of Gift from Mr. Kishor L. Rath and Mrs. Aruna K. Rath.

- a. Disclosures in the Annual Report pertaining to last three years of Sudarshan Chemical Industries Limited , Pune regarding composition of the Rath Promoter Group. (Encl: No. 1, 1A and 1B)
- b. Disclosures under Regulation 30 (3) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011.(Encl: No. 2, 2A and 2B)
- c. Disclosure under Regulation 10(5) and 10 (6) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011, in respect of the current acquisition of shares by way of Gift) .(Encl: No. 3 and 3A)
- d. Disclosures under Regulation 29(3) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011, in respect of the current acquisition of shares by way of Gift) (Encl: No.4) .
- e. Disclosures by the Target Company in respect of filing of the Shareholding Pattern of the Company in terms of Regulation 31 of the SEBI , LODR Regulations 2015 for filings made with BSE and NSE in respect of each of the quarter comprising of the three financial years immediately preceding the acquisition of shares of the Target Company by way of Gift.(Encl: No. 5)
- f. Declaration that all the conditions specified under Regulation (10) (1) (a) (ii) SEBI (Substantial Acquisition of shares and Takeovers) Regulations , 2011 in respect of the acquisition have been duly complied with (Encl: No. 6).

Further I enclose Demand Draft no. 022925 dated 27/12/2017 drawn on HDFC BANK LIMITED for Rs. 1,50,000/- in favour of the Securities and Exchange Board of India , payable at Mumbai towards fees payable for submission of this application.

You will observe from the above that the transferors (Mr. Kishor L. Rath and Mrs.Aruna Kishor Rath) and Mr. Rohit K. Rath (Transferee) have been continuously holding shares of Sudarshan Chemical Industries Limited (Target Company) for a period of three years prior to the date of acquisition of shares i.e. 12th December 2017.

I therefore request you to take the report along with other enclosures on your record and acknowledge the duplicate copy of this letter for having received the same.

Thank you.

Yours truly,



ROHIT K. RATHI
MEMBER OF RATHI PROMOTER GROUP

Encl: As above.

Place : Pune

Date : 04/01/2018

CC. :

DSC – Listing
The BSE Limited
Surveillance Dept.
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers Dalal
Street, Fort, Mumbai – 400 001
Ref. Stock Code : 506655

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Ref. Stock Code : SUDARSHCHEM

Mr. P.S. Raghavan
Company Secretary
Sudarshan Chemical Industries Limited
162, Wellesley Road
Pune – 411 001

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 Takeover) Regulations, 2011

1	General Details	
a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	MR.ROHIT KISHOR RATHI C – 4, ABHIMANSHREE SOCIETY, PASHAN ROAD, PUNE 411008 rohit.rathi@prescientcolor.com 020 - 66521501
b.	Whether sender is the 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)	N.A.
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	N.A.
2	Compliance of Regulation 10(7)	
a.	Date of report	04/01/2018
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	YES
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	YES D.D. NO. 022925 DATED 27/12/2017 DRAWN ON HDFC BANK LIMITED FOR RS. 1,50,000/- IN FAVOUR OF THE SECURITIES EXCHANGE BOARD OF INDIA PAYABLE AT MUMBAI.
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 at least 4 working days before the date of the proposed acquisition.	YES (Proposed date of acquisition 12/12/2017)
b.	Date of Report	05/12/2017
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 (Date of acquisition 12/12/2017)
b.	Date of Report	13/12/2017

5 Details of the Target Company		
a.	Name & address of TC	SUDARSHAN CHEMICAL INDUSTRIES LIMITED 162, WELLESLEY ROAD, PUNE 411001
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	THE BSE INDIA LIMITED (SCRIP CODE - 506655) THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (SCRIP CODE - SUDARSCHEM)

6 Details of the acquisition					
a.	Date of acquisition	12/12/2017			
b.	Acquisition price per share (in Rs.)	SHARES ACQUIRED BY WAY OF GIFT WITHOUT CONSIDERATION BETWEEN SOME MEMBERS OF RATHI PROMOTER GROUP. (INTER SE TRANSFERS)			
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 (2)			
d.	Shareholding of acquirer/s and PACs 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 TC	No. of Shares	% w.r.t total share capital of TC
	Name(s) of the acquirer(s) ROHIT KISHOR RATHI	21,75,950	3.14	46,51,600	6.71
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) MR.KISHOR LAXMINARAYAN RATHI MRS.ARUNA KISHOR RATHI	10,74,300 29,24,350	1.55 4.22	7,61,500 7,61,500	1.10 1.10

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	(I)MR.KISHOR LAXMINARAYAN RATHI (II) MRS.ARUNA KISHOR RATHI		
b.	Specify the relationship between the acquirer/s and the seller/s.	PARENTS (FATHER AND MOTHER) AS ALSO MEMBERS OF RATHI 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 31/03/2015	Year -2 31/03/2016	Year-3 31/03/2017
	Acquirer/s (*) ROHIT KISHOR RATHI	21,75,950	21,75,950	21,75,950
	Sellers(*) MR.KISHOR LAXMINARAYAN RATHI MRS.ARUNA KISHOR RATHI	10,74,300 29,24,350	10,74,300 29,24,350	10,74,300 29,24,350
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	YES. BOTH ACQUIRER/TRANSFeree AND TRANSFEREES ARE NAMED AS PROMOTER (COPIES OF SHARE HOLDING PATTERN FILED WITH STOCK EXCHANGES FOR LAST THREE YEARS ARE ENCLOSED.		
	Takeover Regulations.			
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.	N.A. - SINCE SHARES ARE TRANSFERRED BY WAY OF GIFT WITHOUT CONSIDERATION.		
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. - SINCE SHARES ARE TRANSFERRED BY WAY OF GIFT WITHOUT CONSIDERATION.		
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	N.A. INTER-SE TRANSFER AMONGST PROMOTER GROUP BETWEEN IMMEDIATE RELATIVES / MEMBERS OF THE RATHI PROMOTER GROUP WITHOUT CONSIDERATION AS GIFT.		
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	05/12/2017 (Shares acquired on 12 th December 2017)		

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 Copies attached – Encl: No. ----- <i>3 and 3A</i>
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.	Attached – Encl: No. ----- <i>6</i>

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


Signature:

ROHIT K. RATHI
(ACQUIRER)

Date: 4TH JANUARY, 2018
Place: Pune

ROHIT K.RATHI
c-4 Abhimanshree Society
Pashan Road
Pune – 411008

Mobile No. : 9822456705
E-Mail : rohit.rathi@prescientcolor.com

DECLARATION PURSUANT TO REGULATION 10(7) OF THE SEBI (ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS , 2011 , AS AMENDED

I , Rohit Kishor Rathi adult and resident of Pune do state and declare as follows:

1. That I am member of Rathi Promoter Group who has management and control of Sudarshan Chemical Industries Limited (Target Company) ;
2. And that I have on this 12th day of December 2017 acquired by way of Gift (without consideration) 24,75,650 Equity shares of the face value of Rs. 2/- aggregating to 3.57 % of the paid up equity capital of the Target Company from Mr. Kishor L. Rathi and Mrs. Aruna K. Rathi (Transferors) also members of Rathi Promoter Group;
3. And that Rathi Promoter Group has made all disclosures from time to time under Regulation 30 (3) of the SEBI (Acquisition of shares & Takeovers) Regulations , 2011 as amended ;
4. And that in the capacity of Acquirer I have made all relevant disclosures under Regulation 10 (5) and Regulation 29 (3) of the SEBI (Acquisition of shares & Takeovers) Regulations , 2011 as amended;
5. And that this acquisition of shares by way of Gift by me is an inter se transfer of shares between members of Rathi Promoter Group falling with Regulation 10(1)(a) (ii) of the SEBI (Acquisition of shares & Takeovers) Regulations , 2011 as amended;
6. And that Mr. Kishor L. Rathi and Mrs. Aruna K. Rathi (Transferors) and the Transferee(Rohit K. Rathi) have continuously held shares in the Target Company continuously during the three years prior to the acquisition;
7. And that there is no change in the overall percentage of shares held by Rathi Promoter Group in the Target Company which continuously stands at 52.89 %.
8. And that the undersigned has complied with the provisions of the SEBI (Acquisition of shares & Takeovers) Regulations , 2011 as amended in respect of the subject acquisition in a timely manner .

Given this 4th day of January 2018 at Pune .



ROHIT KISHOR RATHI
ACQUIRER