

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

**OPEN OFFER FOR ACQUISITION OF UP TO 3,586,440 EQUITY SHARES FROM THE EQUITY SHAREHOLDERS OF ADI FINECHEM LIMITED (“TARGET COMPANY”) BY FIH MAURITIUS INVESTMENTS LTD (“ACQUIRER”) WITH FIH PRIVATE INVESTMENTS LTD AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER (“PAC”).**

This public announcement (“PA” / “**Public Announcement**”) is being issued by ICICI Securities Limited (“**Manager to the Offer**”) for and on behalf of the Acquirer to the equity shareholders of the Target Company (other than the persons mentioned in paragraph no. 4 of this PA) (“**Shareholders**”) pursuant to, and in compliance with, amongst others, Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).

**1. OFFER DETAILS**

- 1.1. **Offer Size:** The Acquirer hereby make this open offer (“**Offer**”) to the Shareholders of the Target Company to acquire up to 3,586,440 (three million five hundred eighty six thousand and four forty) fully paid up equity shares of face value of INR. 10 (Indian Rupees Ten only) each of the Target Company (“**Equity Shares**”) constituting 26% (twenty six percent) (“**Offer Size**”) of the paid up equity share capital of the Target Company on a fully paid up and fully diluted basis, subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement that will be published and the Letter of Offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Price/Consideration:** The offer price of INR 212 (Indian Rupees Two Hundred and Twelve only) per Equity Share (“**Offer Price**”) is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirer in accordance with SEBI (SAST) Regulations will be INR 760,325,280 (Indian Rupees Seven Hundred Sixty Million Three Hundred Twenty Five Thousand Two Hundred and Eighty only).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This is a mandatory open offer, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

## 2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

| Details of underlying transaction       |                                                                                                                                        |                                                                                   |                                                                                                                               |                                                                                                                                         |                                     |                                                       |
|-----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------|
| Type of Transaction (Direct / Indirect) | Mode of Transaction (Agreement / Allotment / Market Purchase)                                                                          | Shares / Voting rights proposed to be acquired                                    |                                                                                                                               | Total consideration for shares / voting rights (VR) acquired                                                                            | Mode of Payment (Cash / securities) | Regulations which have been triggered                 |
|                                         |                                                                                                                                        | Number                                                                            | %vis a vis total equity / voting capital                                                                                      |                                                                                                                                         |                                     |                                                       |
| Direct                                  | Share Purchase Agreement dated November 4, 2015 between the Acquirer and the sellers (persons listed in paragraph no. 4 below) (“SPA”) | 6,160,083 (Six Million One Hundred Sixty Thousand and Eighty Three) Equity Shares | 44.66% (forty four point six six percent) of the paid-up equity share capital of the Target Company, on a fully diluted basis | INR 1,305,937,596 (Indian Rupees One Billion Three Hundred Five Million Nine Hundred Thirty Seven Thousand Five Hundred and Ninety Six) | Cash                                | Regulations 3(1) and 4 of the SEBI (SAST) Regulations |

**Note (1):** As per the terms of the SPA, the sellers listed in paragraph no. 4 below (“**Sellers**”) have the ability to undertake inter-se transfers amongst themselves after execution date of the SPA i.e. November 4, 2015, provided that such Sellers give notice to the Acquirer of the details of such transfer within 30 (thirty) days from the date of execution of the SPA. Further, there will be no change in the number of Equity Shares acquired by the Acquirer under the SPA, post any *inter-se* transfer.

**Note (2):** Along with the SPA, a shareholders agreement dated November 4, 2015 has been executed amongst the Acquirer, the Target Company and (i) Mr. Nahoosh J. Jariwala, (ii) Harihar Manufacturing and Trading Private Limited, (iii) PCD Investment Private Limited, (iv) UKM Investment Private Limited, (v) Dashbina Investment Private Limited and (vi) Padmaja E Commerce Private Limited. The Acquirer has also entered into a right of first refusal agreement dated November 4, 2015 with the Target Company and the following equity shareholders of the Target Company: (i) Mr. Utkarsh Bhikhoobhai Shah, (ii) Mr. Raj Bhikhoobhai Shah, (iii) Mr. Sukoon Vipoolbhai Shah, (iv) Mrs. Radhika U. Shah, (v) Mr. Aadarsh U. Shah, (vi) Mr. Bimalbhai Dashrathbhai Parikh, (vii) Bimal Dashrathbhai Parikh (HUF), (viii) Mrs. Mamtaben Bimalbhai Parikh, (ix) Dashrath Jagmohandas Investments Private Limited, (x) Mr. Priyam B. Parikh, (xi) Ashmak Investments Private Limited, (xii) Mr. Hemant Navinchandra Shah, (xiii) Mr. Rohan Hemant Shah, (xiv) Mr. Hemant N. Shah (HUF) (xv) Mr. Navinchandra K. Shah (HUF) and (xvi) Mrs. Meena Hemant Shah.

### 3. ACQUIRER/ PAC

| Details                                                                                      | Acquirer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | PAC                                                                                                    | Total                                                                                                                                                                                                                                                         |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Acquirer / PAC</b>                                                                | FIH Mauritius Investments Ltd                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | FIH Private Investments Ltd                                                                            | N.A.                                                                                                                                                                                                                                                          |
| <b>Address</b>                                                                               | Level 1, Maeva Tower, Cybercity, Ebene, Republic of Mauritius                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Level 1, Maeva Tower, Cybercity, Ebene, Republic of Mauritius                                          | N.A.                                                                                                                                                                                                                                                          |
| <b>Name (s) of persons in control / promoters of acquirers / PAC where PAC are companies</b> | Wholly owned subsidiary of Fairfax India Holdings Corporation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Wholly owned subsidiary of the Acquirer and is ultimately owned by Fairfax India Holdings Corporation. | N.A.                                                                                                                                                                                                                                                          |
| <b>Name of the Group, if any to which the Acquirer / PAC belongs to</b>                      | Fairfax Group                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Fairfax Group                                                                                          | N.A.                                                                                                                                                                                                                                                          |
| <b>Pre Transaction Shareholding Number % age of total share capital</b>                      | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Nil                                                                                                    | Nil                                                                                                                                                                                                                                                           |
| <b>Proposed Shareholding after the acquisition of shares which triggered the open offer</b>  | Upon completion of the transactions under the SPA, Acquirer and PAC will collectively acquire 6,160,083 ( <i>Six Million One Hundred Sixty Thousand and Eighty Three</i> ) Equity Shares amounting to approximately 44.66% ( <i>forty four point six six percent</i> ) of the paid-up equity share capital of the Target Company, on a fully diluted basis provided that PAC shall in no event acquire Equity Shares of the Target Company under the SPA or otherwise in excess of 9.99% ( <i>nine point nine nine percent</i> ) of the equity share capital of the Target Company. |                                                                                                        | 6,160,083 ( <i>Six Million One Hundred Sixty Thousand and Eighty Three</i> ) Equity Shares amounting to approximately 44.66% ( <i>forty four point six six percent</i> ) of the paid-up equity share capital of the Target Company, on a fully diluted basis. |
| <b>Any other interest in the Target Company</b>                                              | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | None                                                                                                   | N.A.                                                                                                                                                                                                                                                          |

### 4. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE<sup>#</sup>

| Sr No. | Name                         | Part of Promoter Group (Yes / No) | Details of shares / voting rights held by the selling shareholders |        |                  |       |
|--------|------------------------------|-----------------------------------|--------------------------------------------------------------------|--------|------------------|-------|
|        |                              |                                   | Pre Transaction                                                    |        | Post Transaction |       |
|        |                              |                                   | Number*                                                            | %*     | Number           | %     |
| 1      | Mr. Utkarsh Bhikhoobhai Shah | Yes                               | 2,384,816                                                          | 17.29% | 390,000          | 2.83% |
| 2      | Mr. Raj Bhikhoobhai          | Yes                               | 510,775                                                            | 3.70%  | 80,000           | 0.58% |

|    |                                                     |     |                  |               |                  |               |
|----|-----------------------------------------------------|-----|------------------|---------------|------------------|---------------|
|    | Shah                                                |     |                  |               |                  |               |
| 3  | Mr. Sukoon Vipoolbhai Shah                          | Yes | 510,819          | 3.70%         | 80,000           | 0.58%         |
| 4  | Mrs. Radhika U. Shah                                | Yes | -                | -             | -                | -             |
| 5  | Mrs. Aadarsh U. Shah                                | Yes | -                | -             | -                | -             |
| 6  | Mr. Bimalbhai Dashrathbhai Parikh                   | Yes | 872,128          | 6.32%         | 358,536          | 2.60%         |
| 7  | Bimal Dashrathbhai Parikh – HUF                     | Yes | 310,383          | 2.25%         | Nil              | Nil           |
| 8  | Mrs. Mamtaben Bimalbhai Parikh                      | Yes | 302,560          | 2.19%         | Nil              | Nil           |
| 9  | Dashrath Jagmohandas Investments Private Limited    | Yes | 43,560           | 0.32%         | 43,560           | 0.32%         |
| 10 | Shri Priyam B Parikh                                | Yes | 4,356            | 0.03%         | Nil              | Nil           |
| 11 | Ashmak Investments Private Limited                  | Yes | 2,904            | 0.02%         | 2,904            | 0.02%         |
| 12 | Mr. Hemant Navinchandra Shah                        | Yes | 1,279,687        | 9.28%         | 405,000          | 2.94%         |
| 13 | Mr. Rohan Hemant Shah                               | Yes | 304,856          | 2.21%         | 100,000          | 0.72%         |
| 14 | Hemant N. Shah HUF (Karta Hemant N. Shah)           | Yes | -                | -             | -                | -             |
| 15 | Navichandra K. Shah HUF (Karta Navichandra K. Shah) | Yes | -                | -             | -                | -             |
| 16 | Meena Hemant Shah                                   | Yes | -                | -             | -                | -             |
| 17 | Mr. Nahoosh J. Jariwala                             | Yes | -                | -             | -                | -             |
| 18 | Harihar Manufacturing and Trading Private Limited   | Yes | 767,201          | 5.56%         | 767,201          | 5.56%         |
| 19 | PCD Investment Private Limited                      | Yes | 663,019          | 4.81%         | Nil              | Nil           |
| 20 | UKM Investment Private Limited                      | Yes | 663,019          | 4.81%         | 232,799          | 1.69%         |
| 21 | Dashbina Investment Private Limited                 | Yes | -                | -             | -                | -             |
| 22 | Padmaja E Commerce Private Limited                  | Yes | -                | -             | -                | -             |
|    | <b>Total</b>                                        |     | <b>8,620,083</b> | <b>62.49%</b> | <b>2,460,000</b> | <b>17.83%</b> |

**\*Note:** Equity Shares with the same folio names have been added together in respect of the shareholding of the respective Sellers as mentioned in the table above.

**#Note:** As per the terms of the SPA, the Sellers listed above have the ability to undertake *inter-se* transfers amongst themselves after execution of the SPA, provided that such Sellers give notice to the Acquirer of

the details of such transfer within 30 (thirty) days from the date of execution of the SPA. Further, there will be no change in the number of Equity Shares acquired by the Acquirer under the SPA, post any *inter-se* transfer.

## **5. TARGET COMPANY**

- 5.1. Name : Adi Finechem Limited
- 5.2. Registered Office : 1<sup>st</sup> Floor, 2, Sigma Corporates, Behind HOF Living,  
Sindhu Bhavan Road, Off S.G. Road,  
Ahmedabad, Gujarat 380059
- 5.3. Exchanges Where Listed : a. BSE Limited  
b. National Stock Exchange of India Limited  
c. Ahmedabad Stock Exchange (the Equity Shares of the Target Company are listed but are currently not traded on the Ahmedabad Stock Exchange. Further, Ahmedabad Stock Exchange has wide its letter dated June 04, 2014 informed all its listed companies that it has decided to voluntarily exit in compliance with the SEBI circular CIR/MRD/DSA/14/2012 dated May 30, 2012 on Exit policy of de-recognition/ non-operational stock exchanges)

## **6. OTHER DETAILS**

- 6.1. Further details of the Offer shall be published in the Detailed Public Statement, issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations, 2011, which Detailed Public Statement will be published as required by Regulation 14(3) of the SEBI (SAST) Regulations.
- 6.2. The Acquirer and PAC, jointly and severally undertake that they are fully aware of and will comply with their obligations laid down in the SEBI (SAST) Regulations and that they have adequate financial resources to meet their obligations in relation to the Offer.
- 6.3. This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4. The Offer is subject to receipt of statutory and regulatory approvals, to the extent required, will be detailed in the Detailed Public Statement and the Letter of Offer.
- 6.5. All information in relation to the Target Company contained in this PA is based on publicly available information.

**ISSUED ON BEHALF OF THE ACQUIRER BY THE MANAGER TO THE OFFER**

**ICICI Securities Limited**



**SEBI Regn. No. INM000011179**

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Contact Person: Govind Khetan/ Amit Joshi

On behalf of the Acquirer and PAC

**FIH Mauritius Investments Ltd**

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**Place: Mumbai**

**Date: November 4, 2015**