



Navin Fluorine International Limited
Regd. & Head Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai - 400057 India. T: 91 22 6650 9999 F: 91 22 6650 9800
E: info@nfil.in W: www.nfil.in CINNO.: L24110MH1998PLC115499



To

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai 400051, India

Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp: Sahajanand
College, Panjra Pole, Ahmedabad 380015

Dear Sirs,

Subject: Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)

Re: Inter-se transfer of shares amongst Promoters in NAVIN FLUORINE INTERNATIONAL LIMITED

Please find herewith Disclosure# under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1) (a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”) as received by the Company from Shri Vishad P Mafatlal for himself and on behalf of all other Acquirers

FOR NAVIN FLUORINE INTERNATIONAL LIMITED

NIRAJ B MANKAD
COMPANY SECRETARY
August 6, 2016
Mumbai



ARVIND MAFATLAL GROUP
The ethics of excellence

VISHAD MAFATLAL

To

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai 400051, India

Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp: Sahajanand
College, Panjra Pole, Ahmedabad 380015

Dear Sirs,

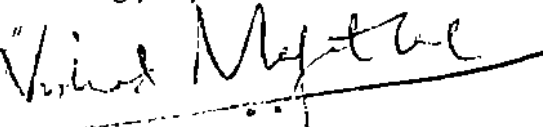
SUB: Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)

Re: Inter-se transfer of shares amongst Promoters in NAVIN FLUORINE INTERNATIONAL LIMITED

Kindly find attached herewith the requisite disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly acknowledge receipt.

Thanking you,



Vishad P Mafatlal for himself and on behalf of all other Acquirers

August 6, 2016

Mumbai

Copy to : Navin Fluorine International Limited



ARVIND MAFATLAL GROUP
The ethics of excellence

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisitions under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”)

1.	Name of the Target Company (TC)	Navin Fluorine International Limited (“NFIL”).
2.	Name of the acquirer(s)	Please refer to <u>Annexure 1</u> .
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.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to <u>Annexure 1</u> .
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation, i.e., on or after Friday, August 12, 2016.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Up to the number of shares mentioned in <u>Annexure 1</u> .
	d. Total shares to be acquired as % of share capital of TC	Up to 15,67,841 shares constituting 16.02% of the total share capital of the TC.
	e. Price at which shares are proposed to be acquired	The shares of NFIL will be acquired at a price not exceeding the limits provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations.
	f. Rationale, if any, for the proposed transfer	Inter-se transfers of shares pursuant to an Agreement entered into between the core promoters of the TC, this Company and two other listed companies (Mafatlal Industries Limited and NOCIL Limited). This is part of a family settlement and succession plan between the core promoters of the TC.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.
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.	The shares of the TC are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations. The 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 is Rs. 2,236.22 per share.

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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable.			
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.	The acquisition price would not be higher by more than 25% of the price computed in point 6 hereinabove.			
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)	The transferors and transferees have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the SEBI SAST Regulations.			
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Copies of the disclosures made during the previous 3 years prior to the date of proposed acquisition enclosed as Annexure 2 .			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(a) of the SEBI SAST Regulations with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC ⁽¹⁾	No. of shares/ voting rights	% w.r.t total share capital of TC ⁽¹⁾
	a) Acquirers ⁽²⁾	12,06,881	12.33%	27,74,722	28.35%
	– Mafatlal Impex Private Limited ⁽³⁾	10,95,448	11.19%	23,83,384	24.35%
	– Vishad Padmanabh Mafatlal	1,11,433	1.14%	3,91,338	4.00%
	b) Sellers ⁽²⁾	21,05,145	21.51%	5,37,304	5.49%
	– Mafatlal Industries Limited ⁽³⁾	1,89,964	1.94%	95,964	0.98%
	– NOCIL Limited ⁽³⁾	5,66,340	5.79%	4,41,340	4.51%
	– Hrishikesh A. Mafatlal ⁽⁴⁾	1,95,107	1.99%	-	-
	– H.A. Mafatlal – Hrishikesh A Mafatlal Family Trust No 1	75,007	0.77%	-	-
	– Rekha Hrishikesh Mafatlal	3,772	0.04%	-	-

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	- Priyavrata Mafatlal	2,017	0.02%	-	-
	- Aarti Manish Chadha	6,854	0.07%	-	-
	- Anjali Kunal Agarwal	3,828	0.04%	-	-
	- Gayatri Pesticem Manufacturing Pvt Ltd	44,610	0.46%	-	-
	- Sumil Holdings Pvt Ltd	20	0.00%	-	-
	- Shamir Texchem Private Limited	20	0.00%	-	-
	- Sushripada Investments Pvt Ltd	3,414	0.03%	-	-
	- Arvi Associates Pvt Ltd	25,672	0.26%	-	-
	- Suremi Trading Pvt Ltd ⁽⁵⁾⁽⁶⁾	9,84,030	10.05%	-	-
	- H A Mafatlal – Sushilaben Trust No 1	4,490	0.05%	-	-
	c) PACs other than Acquirers and Sellers ⁽²⁾	4,74,909	4.85%	4,74,909	4.85%
	- V.P. Mafatlal – Vishad P Mafatlal Family Trust No 1	75,007	0.77%	75,007	0.77%
	- Shri Arvind N Mafatlal Public Charitable Trust	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 2	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 3	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 4	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 5	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 6	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 7	786	0.01%	786	0.01%
	- Shri Arvind N Mafatlal Public Charitable Trust No 8	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable Trust No 1	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable Trust No 2	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable Trust No 3	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable Trust No 4	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable Trust No 5	786	0.01%	786	0.01%
	- Shri Hrishikesh Arvind Mafatlal Public Charitable	786	0.01%	786	0.01%

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Trust No 6					
	- Mrs Sushila Arvind Mafatlal Public Charitable Trust No 1	624	0.01%	624	0.01%
	- Mrs Sushila Arvind Mafatlal Public Charitable Trust No 2	624	0.01%	624	0.01%
	- Mrs Sushila Arvind Mafatlal Public Charitable Trust No 3	624	0.01%	624	0.01%
	- Mrs Sushila Arvind Mafatlal Public Charitable Trust No 4	624	0.01%	624	0.01%
	- Mrs. Sushila Arvind Mafatlal Public Charitable Trust No. 5	624	0.01%	624	0.01%
	- Mrs Rekha Hrishikesh Mafatlal Public Charitable Trust No 1	624	0.01%	624	0.01%
	- Mrs Rekha Hrishikesh Mafatlal Public Charitable Trust No 2	624	0.01%	624	0.01%
	- Mrs Rekha Hrishikesh Mafatlal Public Charitable Trust No 3	624	0.01%	624	0.01%
	- Mrs Rekha Hrishikesh Mafatlal Public Charitable Trust No 4	624	0.01%	624	0.01%
	- Mrs Rekha Hrishikesh Mafatlal Public Charitable Trust No 5	624	0.01%	624	0.01%
	- Shri Rishipad Public Charity Trust No.1	542	0.01%	542	0.01%
	- Shri Rishipad Public Charity Trust No 2	542	0.01%	542	0.01%
	- Shri Rishipad Public Charity Trust No 3	542	0.01%	542	0.01%
	- Shri Rishipad Public Charity Trust No 4	542	0.01%	542	0.01%
	- Shri Pransukhlal Charity Trust	786	0.01%	786	0.01%
	- Shri Pransukhlal Charity Trust No 2	786	0.01%	786	0.01%
	- Shri Pransukhlal Charity Trust No 3	786	0.01%	786	0.01%
	- Shri Pransukhlal Charity Trust No 4	786	0.01%	786	0.01%
	- Shri Pransukhlal Charity Trust No 5	786	0.01%	786	0.01%
	- Shri Pransukhlal Charity Trust No 6	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 2	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 3	786	0.01%	786	0.01%
	- Navinchandra Mafatlal	786	0.01%	786	0.01%

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	Charity Trust No 4				
	- Navinchandra Mafatlal Charity Trust No 5	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 6	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 7	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 8	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 9	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 10	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 11	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 12	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 13	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 14	786	0.01%	786	0.01%
	- Navinchandra Mafatlal Charity Trust No 15	786	0.01%	786	0.01%
	- Seth Navinchandra Mafatlal Foundation Trust No 1	16,506	0.17%	16,506	0.17%
	- Mrs Vijayalaxmi Navinchandra Mafatlal Public Charity Trust No 16	393	0.00%	393	0.00%
	- Mrs Vijayalaxmi Navinchandra Mafatlal Public Charity Trust No 19	393	0.00%	393	0.00%
	- Mr. Vijayalaxmi Navinchandra Mafatlal Public Charity Trust No 20	393	0.00%	393	0.00%
	- Shri Padmanabh Arvind Mafatlal Public Charitable Trust No 1	786	0.01%	786	0.01%
	- Shri Padmanabh Arvind Mafatlal Public Charitable Trust No 2	786	0.01%	786	0.01%
	- Shri Padmanabh Arvind Mafatlal Public Charitable Trust No 3	786	0.01%	786	0.01%
	- Shri Padmanabh Arvind Mafatlal Public Charitable Trust No 4	786	0.01%	786	0.01%
	- Shri Padmanabh Arvind Mafatlal Public Charitable Trust No 5	786	0.01%	786	0.01%
	- Shri Padmanabh Arvind Mafatlal Public Charitable	786	0.01%	786	0.01%

VPM

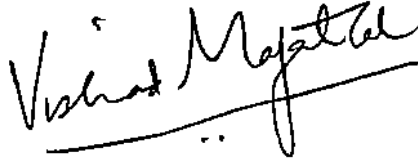
Trust No 6					
	- Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No 1	624	0.01%	624	0.01%
	- Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No 2	624	0.01%	624	0.01%
	- Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No 3	624	0.01%	624	0.01%
	- Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No 4	624	0.01%	624	0.01%
	- Mrs Miloni Padmanabh Mafatlal Public Charitable Trust No 5	196	0.00%	196	0.00%
	- Vishad P Mafatlal Public Charitable Trust No. 1	624	0.01%	624	0.01%
	- Vishad Padmanabh Mafatlal Public Charitable Trust No 2	624	0.01%	624	0.01%
	- Vishad Padmanabh Mafatlal Public Charitable Trust No 3	624	0.01%	624	0.01%
	- Vishad Padmanabh Mafatlal Public Charitable Trust No 4	624	0.01%	624	0.01%
	- Shri Padmakesh Public Charity Trust No 1	542	0.01%	542	0.01%
	- Shri Padmakesh Public Charity Trust No 2	542	0.01%	542	0.01%
	- Shri Padmakesh Public Charity Trust No 3	542	0.01%	542	0.01%
	- Shri Padmakesh Public Charity Trust No 4	542	0.01%	542	0.01%
	- Padmanabh Arvind Mafatlal (HUF)	2,910	0.03%	2,910	0.03%
	- Vishad P. Mafatlal PAM HUF1 P Mafatlal	910	0.01%	910	0.01%
	- Pamil Investments Pvt Ltd	6,486	0.07%	6,486	0.07%
	- Milap Texchem Pvt Ltd	20	0.00%	20	0.00%
	- Mafatlal Exim Pvt Ltd	3,24,484	3.32%	3,24,484	3.32%
	- Chetna Padmanabh Mafatlal	203	0.00%	203	0.00%
	Total (a + b + c)	37,86,935	38.69%	37,86,935	38.69%

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Shareholding of each entity may be shown separately and then collectively in a group.
- 3) Shareholding of Mafatlal Industries Limited ("MIL"), NOCIL Limited ("NOCIL") and Mafatlal Impex Private Limited ("MIPL") in NFIL after the proposed transaction has been calculated assuming that a maximum of 94,000 shares of NFIL (0.96% of the shares outstanding) are sold to MIPL by MIL and a maximum of 1,25,000 shares of NFIL (1.28% of the shares outstanding) are sold to MIPL by NOCIL. Out of the aforementioned maximum of 94,000 shares to be sold to MIPL by MIL, only such number of shares of NFIL will be sold by MIL the aggregate consideration for which does not exceed Rs. 17 crores. Furthermore, out of the aforementioned maximum of 1,25,000 shares to be sold to MIPL by NOCIL, only such number of shares of NFIL will be sold by NOCIL the aggregate consideration for which does not exceed Rs. 22 crores. The remaining shareholding of MIL and NOCIL in NFIL is proposed to be reclassified as "public".

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- 4) Includes 11,170 shares of NFIL held by A.N. Mafatlal Karta of A.N.M HUF 4 Mafatlal which has been partitioned
- 5) Includes 50 shares and 20 shares of NFIL held by Shripad Associates Pvt Ltd and Milekha Taxchem Company Private Limited respectively. These companies were merged into Suremi Trading Private Limited pursuant to order of the Hon'ble Bombay High Court.
- 6) Out of a total of 9,84,030 shares of NFIL proposed to be transferred by Suremi Trading Private Limited to Mafatlal Impex Private Limited, 3,14,000 shares are pledged and are proposed to be transferred after release of pledge.



Vishad P Mafatlal for himself and on behalf of all other Acquirers

Date: August 6, 2016

Place: Mumbai

Annexure 1

Details of Acquisition of Shares of NFIL

S.No.	Name of Seller	Name of Acquirer	Maximum No. of shares of NFIL to be acquired	Percentage of total shares of NFIL (%) ⁽¹⁾
1	Mafatlal Industries Limited ⁽²⁾	Mafatlal Impex Private Limited ⁽²⁾	94,000	0.96%
2	NOCIL Limited ⁽²⁾	Mafatlal Impex Private Limited ⁽²⁾	1,25,000	1.28%
3	Hrishikesh A. Mafatlal	Vishad Padmanabh Mafatlal	1,83,937	1.88%
4	Hrishikesh A. Mafatlal	Mafatlal Impex Private Limited	11,170	0.11%
5	H.A. Mafatlal – Hrishikesh A Mafatlal Family Trust No 1	Vishad Padmanabh Mafatlal	75,007	0.77%
6	Rekha Hrishikesh Mafatlal	Vishad Padmanabh Mafatlal	3,772	0.04%
7	Priyavrata Mafatlal	Vishad Padmanabh Mafatlal	2,017	0.02%
8	Aarti Manish Chadha	Vishad Padmanabh Mafatlal	6,854	0.07%
9	Anjali Kunal Agarwal	Vishad Padmanabh Mafatlal	3,828	0.04%
10	Gayatri Pestichem Manufacturing Pvt Ltd	Mafatlal Impex Private Limited	44,610	0.46%
11	Sumil Holdings Pvt Ltd	Mafatlal Impex Private Limited	20	0.00%
12	Shamir Texchem Pvt Ltd	Mafatlal Impex Private Limited	20	0.00%
13	Sushripada Investments Private Limited	Mafatlal Impex Private Limited	3,414	0.03%
14	Arvi Associates Pvt Ltd	Mafatlal Impex Private Limited	25,672	0.26%
15	Suremi Trading Pvt Ltd ⁽³⁾⁽⁴⁾	Mafatlal Impex Private Limited	9,84,030	10.05%
16	H A Mafatlal – Sushilaben Trust No 1	Vishad Padmanabh Mafatlal	4,490	0.05%

Notes:

- 1) Please note that rounding-off of percentages could result in arithmetic differences.
- 2) Out of the maximum of 94,000 shares to be sold to MIPL by MIL, only such number of shares of NFIL will be sold by MIL the aggregate consideration for which does not exceed Rs. 17 crores. Furthermore, out of the maximum of 1,25,000 shares to be sold to MIPL by NOCIL, only such number of shares of NFIL will be sold by NOCIL the aggregate consideration for which does not exceed Rs. 22 crores. The remaining shareholding of MIL and NOCIL in NFIL is proposed to be reclassified as "public".
- 3) Includes 50 shares and 20 shares of NFIL held by Shripad Associates Pvt Ltd and Milekha Taxchem Company Private Limited respectively. These companies were merged into Suremi Trading Private Limited pursuant to order of the Hon'ble Bombay High Court
- 4) Out of a total of 9,84,030 shares of NFIL proposed to be transferred by Suremi Trading Private Limited to Mafatlal Impex Private Limited, 3,14,000 shares are pledged and are proposed to be transferred after release of pledge.

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