



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555



ISO 9001, ISO 14001 and
OHSAS 18001 Certified Company

JAS-ANZ



Registered Office : 10 Middleton Row, Kolkata 700 071, India
Tel : +91(33) 2229-5735, 2229-7995, 2229-7929, 2229-9626
Fax : +91(33) 2217-2751, E-mail : info@dhpindia.com

Ref : 19(B)(C)/20256

Dated : 01-03-2021

To

- 1) The Secretary,
The Calcutta Stock Exchange Ltd. [Securities Code No. 14058]
7, Lyons Range, Kolkata – 700 001.
- 2) The Listing Department, Department of Corporate Services,
Bombay Stock Exchange Limited [Securities Code No. 531306]
25, P.J.Towers, Dalal Street, Mumbai – 400 001.

Dear Sir,

RE : ISIN : INE590D01016 – DHP INDIA LIMITED

Subject : Filing of Disclosure received from Asheesh Dabriwal, Promoter under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 of their Proposed Acquisition Date of 08-03-2021 for Inter-se-transfer of 11,45,100 Equity Shares of Target Company [38.17% of total Capital of TC] between amongst Promoters in Immediate Relative by way of gift from off market transaction-Exempted for Public Announcement and covered u/r.10(1)(a)(i) & (ii) of SEBI (SAST) Regulations, 2011

We have received a disclosure from our Managing Director & Promoter – Sri Asheesh Dabriwal for their Proposal for Proposed Acquisition of 11,45,100 Equity Shares of our Company [38.17% of Total capital of the Company) by way of “Inter-se-transfer amongst promoters” in compliance with provisions of Regulations 10(1)(a)(i) and/or 10(1)(a)(ii) read with Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, which will executed on Proposed date 08-03-2021 by way of Off-Market Transaction, as per Memorandum of Gift executed between :-

- (1) Sri Nirmal Kumar Dabriwala, the Donor/Transferor and Sri Asheesh Dabriwal, the Donee/
Transferee of 9,65,000 Equity Shares [32.17%] of DHP India Limited [Gift from father to son], and
- (2) Smt. Kumkum Dabriwal, the Donor/Transferor and Sri Asheesh Dabriwal, the Donee/
Transferee of 1,80,100 Equity Shares [6.00%] of DHP India Limited [Gift from mother to son].

The Details of “Proposed Acquisition” are as below :-

- i) Proposed Date of Acquisition : 08-03-2021
- ii) Number of Shares (% of Shares) Acquisition : 11,45,100 Equity Shares [38.17% of Total Share Capital]
- iii) Offer Price and Regulation etc. covered : Not Applicable – Inter-se-Transfer amongst Promoters by way of Gift with immediate relative –U/r.10(1)(a)(i) & (ii) of SEBI (SAST) Regulations, 2011.
- iv) Mode of Transaction : Off-Market Transfer in Demat Account

We are sending the Attached Letter with Copy of duly filled Format U/r. 10(5) of SEBI (SAST) Regulations, 2011 for your information and record.

Thanking You,
Yours Faithfully,
For DHP INDIA LIMITED

[CA ASHOK KUMAR SINGH]
Chief Financial Officer



Enclosed : Letter & Copied of Report received U/r. 10(5) of SEBI (SAST) Regulations, 2011 – 3 pages

ASHEESH DABRIWAL

2A/3A, Sapphire
13/2, Ballygunge Park Road
Kolkata – 700 019
Phone No : (033) 2229-5735/7995/9626/7929
Email : asheesh@dhpindia.com

Dated : 01-03-2021

To

- 1) The Listing Department, Department of Corporate Services,
Bombay Stock Exchange Limited [Securities Code No. 531306]
25, P.J.Towers, Dalal Street, Mumbai – 400 001.
- 2) The Secretary,
The Calcutta Stock Exchange Ltd. [Securities Code No. 14058]
7, Lyons Range, Kolkata – 700 001.
- 3) The Company Secretary-cum-Compliance Officer,
DHP INDIA LIMITED [Target Company], 10, Middleton Row, Kolkata – 700 071.

Dear Sir,

RE : ISIN : INE590D01016 – DHP INDIA LIMITED


Subject : Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 of Proposed Acquisition Date of 08-03-2021 for Inter-se-transfer of 11,45,100 Equity Shares of Target Company [38.17% of total Capital of TC] between amongst Promoters in Immediate Relative by way of gift from off market transaction- Exempted for Public Announcement and covered u/r.10(1)(a)(i) & (ii) of SEBI (SAST) Regulations, 2011

In compliance with provisions of Regulations 10(1)(a)(i) and/or 10(1)(a)(ii) read with Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I **Asheesh Dabriwal**, Promoter and Managing Director [KMP] of DHP India Limited [CIN : L65921WB1991PLC051555] ("The Company"), resident of 2A/3A, Sapphire, 13/2, Ballygunge Park Road, Kolkata – 700 019, hereby submit the disclosure with regard to **Proposed Acquisition** on 08-03-2021 of 11,45,100 Equity Shares [38.17% of Total Capital of Target Company] of DHP India Limited [target Company] by me, which will an inter-se-transfer of shares, as per Memorandum of Gift executed between :-

- (1) Sri Nirmal Kumar Dabriwala, the Donor/Transferor and Sri Asheesh Dabriwal, the Donee/
Transferee of 9,65,000 Equity Shares [32.17%] of DHP India Limited [Gift from father to son], and
- (2) Smt. Kumkum Dabriwal, the Donor/Transferor and Sri Asheesh Dabriwal, the Donee/
Transferee of 1,80,100 Equity Shares [6.00%] of DHP India Limited [Gift from mother to son].

The aforementioned transfer will be by way of an Off-Market Transaction on Proposed Date of Acquisition on 08-03-2021. This is for your information and record.

Thanking You,
Yours Faithfully,


[ASHEESH DABRIWAL]

Acquirer, Promoter & Managing Director [KMP] of DHP India Limited [DIN : 0044783].

Enclosed : Report Under Regulation 10(5) of SEBI (SAST) Regulations, 2011 – 2 pages

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

(For Transaction falling under Regulation 10(1)(a)(i) & (ii) - Acquisition through Inter-se Transfer of Shares)

1	Name of the Target Company (T.C.)	DHP India Limited
2	Name of the acquirer(s)	Asheesh Dabriwal
3	Whether the acquirer(s) is/are promoters of the T.C. prior to the transaction. If not, nature of relationship or association with the T.C. or its promoters.	YES. Acquirer is Managing Director of the T.C. and Promoter of the T.C.
4	Details of the proposed acquisition a. Name of the person(s) from whom shares are to be acquired.	1) Nirmal Kumar Dabriwala - [Father of acquirer] 2) Kumkum Dabriwal - [Mother of acquirer]
	b. Proposed date of acquisition	08-03-2021
	c. Number of shares to be acquired from each person mentioned in 4(a) above.	1) Nirmal Kumar Dabriwal - 9,65,000 Equity Shares 2) Kumkum Dabriwal - <u>1,80,100 Equity Shares</u> Total of 2 Nos. sellers - <u>11,45,100 Equity Shares</u>
	d. Total shares to be acquired as % of share capital of T.C.	11,45,100 Equity Shares i.e. 38.17% share of T.C.
	e. Price at which shares are proposed to be acquired.	Not Applicable Inter-se-transfer between the Promoters with their Immediate Relative by way of Gift on Off-Market Transaction - Exemption covered u/r.10(1)(a)(i)
	f. Rationale, if any, for the proposed transfer.	Inter-se transfer of shares amongst promoters of TC under immediate relative, as a gift, through an off market transaction. [See Note No. 1 & 2]
5	Relevant sub-clause of Regulation 10(1)(a) under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i) and 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011
6	If, frequently traded, volume weighted average market price for a period of sixty trading days preceeding the date of issuance of this notice as traded on the Stock Exchange, where the Maximum volume of trading in the shares of the T.C. are recorded during such period.	Not Applicable Inter-se-transfer between the Promoters with their immediate relative by way of Gift on Off-Market Transactions. The Shares of the Company is "Frequent Traded" with BSE and VWAP (Volume-Weighted Average Price) of last sixty trading days as u/r.8(2)(d) of SEBI (SAST) Regulations, 2011 is <u>Rs.396.69</u>
7	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable in case of frequent traded

Cont. 2

Date : 01/03/2021

Place : Kolkata



[ASHEESH DABRIWAL]

Acquirer & Promoter [DIN : 00044783]

Continuation of 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

(For Transaction falling under Regulation 10(1)(a)(i) & (ii) - Acquisition through Inter-se Transfer of Shares)

8	Declaration by the acquirer, that the acquisition price could not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable - Inter se Transfer between the Promoters - Immediate Relative by way of Gift on Off Market Transaction - Exemption u/r.10(1)(a)(i)	
9	Declaration by the acquirer, that the transferor and transferee(s) have complied/will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).	Yes, the transferor and transferee have complied/will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.	
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.	
11	Shareholding Details	Before the proposed transaction [No of shares & % w.r.t. Total share Capital of TC]	After the proposed transaction [No of shares & % w.r.t. Total share Capital of TC]
	a. Acquirer(s) and PACs (Other than Sellers) ACQUIRER : Asheesh Dabriwal - (Promoter) PAC (Other than sellers) :- 1) Anjum Dhandhanania 2) Dabriwala Constructions Private Limited 3) Dolphin Properties Private Limited	<u>6,62,600 Shares (22.09 %)</u> <u>20,000 Shares (0.67 %)</u> <u>3,85,600 Shares (12.85 %)</u> <u>17,900 Shares (0.60 %)</u>	<u>18,07,700 Shares (60.26 %)</u> <u>20,000 Shares (0.67 %)</u> <u>3,85,600 Shares (12.85 %)</u> <u>17,900 Shares (0.60 %)</u>
	b. Seller(s) PAC (Seller) :- 1) Nirmal Kumar Dabriwala -[Father of acquirer] 2) Kumkum Dabriwal - [Mother of acquirer] Total of 2 nos. Sellers	9,65,000 shares (32.17 %) <u>1,80,100 shares (6.00 %)</u> <u>11,45,100 shares (38.17 %)</u>	NIL [0.00 %] <u>NIL [0.00 %]</u> <u>NIL [0.00 %]</u>
		[See Note No 1 & 2]	

Note No. (1) In terms of Memorandum of Gift between Sri Nirmal Kumar Dabriwala (Father of acquirer) and Sri Asheesh Dabriwal (Son of Seller), 9,65,000 Equity Shares of the Company (32.17% of TC) owned by Sri Nirmal Kumar Dabriwala (Father of acquirer) were to be gifted to Sri Asheesh Dabriwal (Son of Seller). The Transaction was in process as on date of proposed acquisition on off market transaction. On Completion of the aforementioned transaction of gift, Sri Nirmal Kumar Dabriwala (Father of acquirer) holding NIL Shares.

Note No. (2) In terms of Memorandum of Gift between Smt Kumkum Dabriwal (Mother of acquirer) and Sri Asheesh Dabriwal (Son of Seller), 1,80,100 Equity Shares of the Company (6.00 % of TC) owned by Smt. Kumkum Dabriwal (Mother of acquirer) were to be gifted to Sri Asheesh Dabriwal (Son of Seller). The Transaction was in process as on date of proposed acquisition on off market transaction. On Completion of the aforementioned transaction of gift, Smt. Kumkum Dabriwal (Mother of acquirer) holding NIL Shares.

The aforesaid Report under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

asheesh

Date : 01/03/2021

Place : Kolkata

[ASHEESH DABRIWAL]

Acquirer & Promoter [DIN : 00044783]