



Uniphos Enterprises Ltd.

Readymoney Terrace,
167, Dr. A. B. Road, Worli,
Mumbai - 400 018, India.

Phone : 91-22-61233500
Fax : 91-22-24938826

Regd. Office :
11, GIDC, Vapi - 396 195,
Gujarat

Date: 3rd September, 2016

CIN No. L24219GJ1969PLC001588-

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Dear Sir,

**Ref: Disclosure under Regulation 10(6) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Pursuant to Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SEBI (SAST), 2011') we wish to inform you that Company has allotted 600,000 Optionally Convertible Preference Shares of UPL Limited, a company listed on your stock exchange to Uniphos Enterprises Limited, on the 2nd day of September, 2016 pursuant to Scheme of Amalgamation of Advanta Limited and UPL Limited approved by the Hon'ble Court of Gujarat At Ahmedabad. In this connection, please find enclosed the disclosure as per regulation 10(6) of the SEBI (SAST), 2011.

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Uniphos Enterprises Limited

Authorised Signatory

Encl: As above.

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	UPL Limited			
2.	Name of the acquirer(s)	Uniphos Enterprises Limited			
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited BSE Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to merger of Advanta Limited with UPL Limited			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Not applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a. Name of the transferor / seller	Not applicable	Refer note 1		
	b. Date of acquisition	Not applicable	2 nd Sept 2016 (Note 1)		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable	600,000 Optionally Convertible Preference Shares (OCPS)		
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not applicable	0.0025%		
	e. Price at which shares are proposed to be acquired / actually acquired	Not applicable	Not applicable		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC (diluted basis)	No. of shares held	% w.r.t. to total share capital of TC (diluted basis)
	Equity Shares				
	– Each Acquirer / Transferee(*)	2,55,37,060	5.0149%	2,55,37,060	5.0149%
	– Each Seller / Transferor	Nil	Nil	Nil	Nil

	OCPS				
	- Each Acquirer / Transferee(*)	Nil	Nil	6,00,000	0.0025%
	- Each Seller / Transferor	Nil	Nil	Nil	Nil

Note 1: UPL Limited has issued 600,000 number of optionally convertible preference shares on 1st Sept 2016 pursuant to Scheme of Amalgamation of Advanta Limited and UPL Limited approved by the Hon'ble High Court of Gujarat at Ahmedabad.

Note 2: The acquisition in respect of which this filing is being made does not result in any increase in the total shareholding of the promoters and promoter group of UPL Limited. However, this filing is being made out of abundant caution to comply with the requirements of Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Uniphos Enterprises Limited



Authorised Signatory

Place: Mumbai

Date: September 3rd, 2016