

June 02, 2021

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No.2272 3121/2037/2039  Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block, Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238  Stock Code: ROSSARI
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Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

With regard to the captioned matter and in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Listing Regulations**"), we wish to inform you that Rossari Biotech Limited ("**RBL**" or "**Company**") has agreed to acquire 100% of the total equity share capital (on a fully diluted basis) of Unitop Chemicals Private Limited ("**Unitop**"), in multiple tranches, from all the existing shareholders of Unitop, subject to completion of customary terms and conditions precedent.

The details required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 in relation to the acquisition of shares of Unitop by the Company are set out under **Annexure A**.

The aforesaid information will also be available on Company's website at [www.rossari.com](http://www.rossari.com).

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours Sincerely,  
**For Rossari Biotech Limited**



Parul Gupta  
**Company Secretary & Compliance Officer**  
Membership No.: A38895

Encl.: as above

**ROSSARI BIOTECH LIMITED**

(An ISO 9001:2015 & 14001:2015 Certified Company)

Regd. Office : 201 A & B, Akruti Corporate Park, Next to GE Gardens, LBS Marg, Kanjurmarg (W), Mumbai - 400078, India. T +91-22-6123 3800 F +91-22-2579 6982

Factory : Plot No. 10 & 11, Survey No. 90/1/10 & 90/1/11/1, Kumbharwadi, Village Naroli, Dadra & Nagar Haveli (U.T.), Silvassa - 396 235, India. T 0260 - 669 3000

E info@rossarimail.com W www.rossari.com CIN: L24100MH2009PLC194818

**ANNEXURE A**  
**DISCLOSURE PURSUANT TO REGULATION 30(2) READ WITH PARA A OF PART A OF**  
**SCHEDULE III OF THE LISTING REGULATIONS**

<b>Sr. No.</b>	<b>Requirement of Disclosure</b>	<b>Details</b>
1.	Name of the target entity, details in brief such as size, turnover etc.	Unitop Chemicals Private Limited (“Unitop”) is a private limited company primarily engaged in the business of manufacturing of surfactants, emulsifiers and speciality chemicals.  Further details of Unitop including size, turnover, etc. has been set out under Sr. No. 10 below.
2.	Whether the transaction would fall within related party transaction(s)? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The acquisition does not fall within the related party transactions.  The promoter/ promoter group of the Company have no interest in Unitop.
3.	Industry to which the entity belongs	Manufacturing of speciality chemicals
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Company has entered into a share purchase agreement (“SPA”) on 2 June 2021 with the existing shareholders of Unitop for the acquisition of 100% of the total equity share capital (on a fully diluted basis) of Unitop, in multiple tranches, subject to completion of the conditions precedent as set out in the SPA.  The acquisition of the shares of Unitop is in line with the Company's strategy to establish the Company's leadership in the manufacturing of speciality chemicals as part of our inorganic growth strategy. The Company has identified Unitop as a suitable acquisition target because it is a financially healthy organization with a product range that falls within the Company's four pillars of chemistry (surfactants, acrylics, silicones and enzymes).  Unitop provides an opportunity for synergies in manufacturing and marketing that can be highly value accretive over the long run.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None.



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Sr. No.	Requirement of Disclosure	Details								
6.	Indicative time period for completion of the transaction	Subject to fulfilment of terms and completion of the conditions precedent set out under the SPA, the acquisition of the first tranche of ~65% of the equity share capital (on a fully diluted basis) of Unitop is expected to be completed by the second quarter of the Financial Year 2021-2022. 100% of the total equity share capital (on a fully diluted basis) of Unitop in multiple tranches is expected to be completed in the Financial Year 2023-2024.								
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration only								
8.	Cost of acquisition or the price at which the shares are acquired	The aggregate cost of acquisition is INR 421,00,00,000 (Indian Rupees four hundred and twenty one crores only), payable in multiple tranches and subject to certain post-completion adjustments, in accordance with the terms and conditions set out in the SPA.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company shall acquire 100% of the total equity share capital (on a fully diluted basis) of Unitop in multiple tranches.								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Unitop was incorporated on August 11, 1980 and is currently engaged in the business of manufacturing of surfactants, emulsifiers and specialty chemicals and has 3 (three) manufacturing plants located in India. Unitop has an existing manufacturing capacity of 86,000 MTA.</p> <p>Turnover of Unitop during the previous 3 (three) financial years is set out below:</p> <p style="text-align: right;">(Rs. in million)</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Financial Year</th> <th>Turnover</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>2,053</td> </tr> <tr> <td>2018-19</td> <td>2,328</td> </tr> <tr> <td>2019-20</td> <td>2,806</td> </tr> </tbody> </table> <p>Countries of presence: India and through a joint venture company, in Malaysia</p>	Financial Year	Turnover	2017-18	2,053	2018-19	2,328	2019-20	2,806
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2017-18	2,053									
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