

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

To,
Securities Exchange Board of India,
SEBI Bhavan, Plot no. C4-A, G Block
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400051.

Sub.: Report under Regulation 10(7) to SEBI in respect of acquisition under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir / Madam,

Please find attached herewith the requisite Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in respect of acquisition of Equity Shares of Kesar Enterprises Limited.

Further in terms of Regulation 10(7) of Takeover Regulations and SEBI’s Press Release No. 11/2023, an amount of INR 1,50,000/- as non- refundable fees plus GST @ 18% of INR 27,000/- aggregating to Rs.1,77,000/- has been paid on my behalf as the Acquirer on 17.09.2024 vide **Online Transaction Reference No. YBBC2438431869** through the payment gateway available on SEBI’s website.

I shall be glad to provide any further information or explanations as may be required by your good office.

Kindly acknowledge receipt and take the same on your record.



Harsh Rajnikant Kilachand
Acquirer

Date: 18th September 2024
Place: Mumbai

CC:

To,
BSE Limited
Listing Department,
P.J. Tower, Dalal Street,
Fort,
Mumbai – 400 001.
Scrip Code - 507180

To,
Kesar Enterprises Limited
Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020, India.

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. General Details		
a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Harsh Rajnikant Kilachand Address: Oriental House, 7, J. Tata Road, Churchgate, Mumbai-400 020. Telephone no: 9820053727 E-mail: cmdoffice@kesarindia.com
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
2. Compliance of Regulation 10(7)		
a.	Date of report	18th September 2024
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes The payment of prescribed fees of INR 1,50,000/- plus GST of INR 27,000/- aggregating to INR 1,77,000/- is made to 'Securities and Exchange Board of India' via on 17.09.2024 vide Online Transaction Reference No. YBBC2438431869 [Refer Annexure A]
3. Compliance of Regulation 10(5)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition	Yes The Copy of intimation is attached herewith as [Annexure B]
b.	Date of Report	26th August, 2024
4. Compliance of Regulation 10(6)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes The Copy of intimation is attached herewith as [Annexure C]
b.	Date of Report	6th September 2024
5. Details of the Target Company		
a.	Name & address of TC	Kesar Enterprises Limited Oriental House, 6 th Floor, 7 Jamshedji Tata Road, Churchgate, Mumbai – 400 020, India.
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited

6. Details of the acquisition					
a.	Date of acquisition	3rd September 2024			
b.	Acquisition price per share (in Rs.)	Not Applicable as the shares are transferred on Dissolution of Harsh Family Trust.			
c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2) read with Regulation 5(2)			
d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) (*)	Before Acquisition		After Acquisition	
		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC (*)
	Name(s) of the acquirer(s) (**)				
	Harsh Rajnikant Kilachand #	5,74,699	5.70	7,83,071	7.77
	Ramila Rajnikant Kilachand	10	0.00	10	0.00
	Harsh Rajnikant Kilachand (Rajnikant Kilachand Estate)	723	0.01	723	0.01
	Amrish Rajnikant Kilachand	773	0.01	773	0.01
	Executors of the Estate of Late Shri Ambalal Kilachand (1) Dilip Babasaheb Bhosale (2) Harsh Rajnikant Kilachand (3) Akshay Anirudh Kilachand	2,892	0.03	2,892	0.03
	Rajnikant A Kilachand HUF	13,788	0.14	13,788	0.14
	Harsh Rajnikant Kilachand HUF	27,425	0.27	27,425	0.27
	Natasha Harsh Kilachand	41,237	0.41	41,237	0.41
	Rohan Harsh Kilachand	1,31,921	1.31	1,31,921	1.31
	Rohita Harsh Kilachand	2,08,387	2.07	2,08,387	2.07
	Indian Commercial Company Pvt Ltd #	2,42,416	2.41	2,42,416	2.41
	Kesar Corporation Pvt Ltd#	24,72,155	24.53	24,72,155	24.53
	Seel Investment Pvt Ltd#	32,25,699	32.00	32,25,699	32.00
	Harsh Family Trust #	2,08,372	2.07	0	0.00
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before Acquisition		After Acquisition	
		No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC (*)
	Name(s) of the seller(s) (**)				
	Harsh Family Trust #	2,08,372	2.07	0	0.00

7.	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)				
a.	Provide the names of the seller(s)	Harsh Family Trust			
b.	Specify the relationship between the acquirer(s) and the seller(s).	Part of Promoters and Promoter Group			
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	30th June, 2024	Year - 1 (31st March 2024)	Year -2 (31st March 2023)	Year-3 (31st March 2022)
	Acquirer***	5,74,699	5,73,976	5,73,976	5,73,976
	Seller	2,08,372	2,08,372	2,08,372	2,08,372
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	The acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Copies of such filings are enclosed as Annexure D			
e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	Not applicable as the transfer is by way of distribution on account of Dissolution of Harsh Family Trust and No Consideration is involved.			
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	Not Applicable as the shares are transferred on dissolution of Harsh Family Trust and No Consideration is involved.			
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	26th August, 2024			
i.	1. Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2. If yes, specify applicable regulation /s as well as date on which the requisite disclosures were made along with the copies of the same	1. Yes 2. The disclosure under Regulation 10(5) was made on 26th August 2024. [Annexure B] The disclosure under Regulation 29(2) was made on 5th September 2024. [Annexure E] The disclosure under Regulation 10(6) was made on 6th September 2024. [Annexure C]			

j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	The Acquirer confirms that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions have been duly complied with.
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I hereby declare that the information provided in the instant Report is true and nothing has been concealed there from.

Harsh Rajnikant Kilachand
Acquirer

Date: 18th September 2024.

Place: Mumbai

NOTE:

(*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.

(**) Shareholding of each entity shall be shown separately as well as collectively.

Details of proposed transfer of shares of the TC:

- (i) 2,08,372/- Equity Shares, representing 2.07% of TC which has been transferred to Harsh Rajnikant Kilachand pursuant to dissolution of Harsh Family Trust ("Trust").
- (ii) As a part of Dissolution of the Trust, the equity shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Kesar Corporation Private Limited. Kesar Corporation Private Limited is the promoter group entity of Kesar Enterprises Limited. Kesar Corporation Private Limited holds 24,72,155 Equity Shares, amounting to 24.53% of TC. The Equity Shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iii) As a part of Dissolution of the Trust, the equity shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand, hence along with his immediate relatives he has control of Seel Investment Private Limited. Seel Investment Private Limited is the promoter group entity of TC. Seel Investment Private Limited holds 32,25,699 Equity Shares, amounting to 32% of TC. The Equity Shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iv) As a part of Dissolution of the Trust, the equity shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Indian Commercial Company Private Limited along with Kesar Corporation Private Limited. Indian Commercial Company Private Limited is the promoter group entity of TC. Indian Commercial Company Private Limited holds 2,42,416 Equity Shares, amounting to 2.40% of TC. The Equity Shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

Therefore, the Acquirer hereby makes disclosure for general exemption for the aforesaid transaction / transfer in terms of Regulation 3(2) read with Regulation 5(2) and Regulation 10 (7) of the Takeover Regulations.

Further, the Acquirer wishes to inform you **that post transfer, there is no change in the shareholding of the Promoter & Promoter Group in the Target Company.**

*** Shareholding of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited in the TC during the three years prior to the proposed acquisition are as under:

Name of the entity	As on 30 th June, 2024	Year - 1 (31 st March 2024)	Year -2 (31 st March 2023)	Year-3 (31 st March 2022)
Kesar Corporation Private Limited	24,72,155	24,72,155	24,72,155	24,72,155
Seel Investment Private Limited	32,25,699	32,25,699	32,25,699	32,25,699
Indian Commercial Company Private Limited	2,42,416	2,42,416	2,32,264	2,32,264

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

Harsh Rajnikant Kilachand
Acquirer

Date: 18th September 2024
Place: Mumbai

[Annexure A]

From: intermediary_portal_admin@sebi.gov.in <intermediary_portal_admin@sebi.gov.in>
Sent: 17 September 2024 15:13
To: CMD Office <cmdoffice@kesarindia.com>
Subject: Payment Status



Dear Sir/Ma'am,

Please find the status of the Payment Done to SEBI on Tue Sep 17 15:12:34 IST 2024

Your Online Payment Transaction is **SUCCESS**
The Details of the Online Transaction are as follows:

=====

Online Transaction Reference Number : **YBBC2438431869**
Online Payment Status : **SUCCESS**
Online Payment Amount: **177000**

User Details Reference Id: **82007**

Please write to Portal Help (portalhelp@sebi.gov.in) if you observe any discrepancies.

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Please note that this is an auto generated email. Please do not respond to this email.

Regards,
SEBI ITD Team

"Disclaimer: The content of this email (including any attachments) is confidential and intended solely for the person or entity to whom it is addressed. If you are not the intended recipient of this email, you are on notice of its status and please note that any use, reproduction, or distribution of this email is unauthorized and strictly prohibited. You are also required to inform the sender of the error by replying to this email, as well as disregard and delete the contents of this email. Computer viruses may be inadvertently transmitted via email and the sender accepts no liability for any damage caused by any virus transmitted by this email"

[Annexure B]

Disclosure under Reg. 10(5) of SEBI (SAST) - KESAR ENTERPRISES LIMITED - Message (HT...

Search

File Message Help Attachments

Open Quick Print Remove Attachment Save As Save All Attachments Upload Upload All Attachments Select All Copy Show Message

Disclosure under Reg. 10(5) of SEBI (SAST) - KESAR ENTERPRISES LIMITED

CMD Office
To corp.relations@bseindia.com
Cc Gaurav Sharma

Reply Reply All Forward

Mon 26-08-2024 16:28

You forwarded this message on 26-08-2024 16:48.

Reg. 10(5) SAST_KEL.pdf
379 KB

Dear Sir / Madam,

Please find attached my captioned Disclosure in accordance with the provisions of Regulation 10(5) of SEBI (SAST) Regulations, 2011.

The said disclosure is related to the proposed inter-se-transfer / distribution of Equity shares of the Target Company (KESAR ENTERPRISES LIMITED) to be made on 03.09.2024 through Off-Market inter-se-transfer in terms of Regulation 10(1)(a)(ii) of the Takeover Regulations.

Kindly take the same on record.

Thanking you

Harsh Kilachand

Type here to search | W HRK to SEBI... | W HRK TO SEBI... | W Email Dated... | Inbox - djs... | Disclosure u... | ENG 10:09 18-09-2024

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

To,
BSE Limited
Listing Department,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001.

Re: Scrip Code – 507180 - Kesar Enterprises Limited

Dear Sir / Madam,

Sub.: Disclosure in terms of Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

In accordance with the provisions of Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), I, Harsh Rajnikant Kilachand, Promoter of Kesar Enterprises Limited (“Target Company” or “TC”), hereby make intimation in respect of the proposed inter-se-transfer / distribution of Equity Shares of the Target Company through off-market inter-se transfer in terms of Regulation 10(1)(a)(ii) of the Takeover Regulations.

I shall be glad to provide any further information or explanations as may be required by your good office.

Kindly acknowledge receipt and take the same on record.



Harsh Rajnikant Kilachand
Acquirer

Date: 26th August 2024
Place: Mumbai

CC to:

Kesar Enterprises Limited
Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020.

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

1.	Name of the Target Company (TC)	Kesar Enterprises Limited
2.	Name of the acquirer(s)	Harsh Rajnikant Kilachand
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	Harsh Family Trust ["the Trust"]
	b. Proposed date of acquisition	On 3rd September 2024
	c. Number of shares to be acquired from each person mentioned in 4(a) above	<p># 2,08,372 Equity Shares of INR 10/- each fully paid-up equity shares of TC from Harsh Family Trust.</p> <p># Acquisition pursuant change of control of Promoter Group Entities:</p> <p>a) 24,72,155 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Kesar Corporation Private Limited, as Mr. Harsh Rajnikant Kilachand will acquire control over Kesar Corporation Private Limited.</p> <p>b) 32,25,699 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Seel Investment Private Limited, as Mr. Harsh Rajnikant Kilachand along with his immediate relatives will acquire control over Seel Investment Private Limited.</p> <p>c) 2,42,416 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Indian Commercial Company Private Limited, as Mr. Harsh Rajnikant Kilachand along with Kesar Corporation Private Limited will acquire control over Indian Commercial Company Private Limited.</p> <p>Total holding of Mr. Harsh Rajnikant Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) will be aggregating to 59,40,270 Equity Shares in TC.</p>

	<p>d. Total shares to be acquired as % of share capital of TC</p>	<p># 2,08,372 Equity Shares representing 2.07% of total equity shares of TC</p> <p># Acquisition pursuant change of control of Promoter Group Entities:</p> <p>a) 24,72,155 Equity Shares amounting to 24.53% of TC held by Kesar Corporation Private Limited, as Mr. Harsh Rajnikant Kilachand will acquire control over Kesar Corporation Private Limited.</p> <p>b) 32,25,699 Equity Shares amounting to 32% of TC held by Seel Investment Private Limited, as Mr. Harsh Rajnikant Kilachand along with his immediate relatives will acquire control over Seel Investment Private Limited.</p> <p>c) 2,42,416 Equity Shares amounting to 2.40% of TC held by Indian Commercial Company Private Limited, as Mr. Harsh Rajnikant Kilachand along with Kesar Corporation Private Limited will acquire control over Indian Commercial Company Private Limited.</p> <p>Total percentage holding of Mr. Harsh Rajnikant Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) will be aggregating to 58.93% of Equity Shares in TC.</p>
	<p>e. Price at which shares are proposed to be acquired</p>	<p>Not applicable as the transfer is by way of distribution on account of Dissolution of Trust and No Consideration is involved.</p>
	<p>f. Rationale, if any, for the proposed transfer</p>	<p><u>Inter-se transfer of shares</u> among qualifying persons as per Regulation 10(1)(a)(ii) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('Takeover Regulations') for reorganization / realignment of shareholding within the promoter and promoter group.</p>
<p>5.</p>	<p>Relevant sub-clause of regulation 10(1)(a) underwhich the acquirer is exempted from making open offer</p>	<p>Regulation 10(1)(a)(ii) of the Takeover Regulations</p>
<p>6.</p>	<p>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.</p>	<p>Not Applicable</p>

7.	If in-frequently traded, the price as determined interms 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.	Not applicable as the transfer is by way of distribution on account of Dissolution of Trust and no consideration is involved.			
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) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished	i. The Acquirer hereby declares that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. There was no disclosure made during the previous 3 years to the date of the proposed acquisition.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with.	The Acquirer confirms that all the conditions specified under regulation 10(1)(a) with respect to exemptions have 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	No. of shares / Voting rights	% w.r.t total share capital of TC
	a Acquirer(s) and PACs (other than sellers)	<u>As per Annexure A</u>			
	b Seller (s)				

Note:

- (*) Shareholding of each entity may 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.

Details of proposed transfer of shares of the TC:

- 2,08,372/- Equity Shares, representing 2.07% of TC, which will be transferred to Mr. Harsh Rajnikant Kilachand pursuant to the dissolution of Harsh Family Trust ("Trust").
- As a result of Dissolution of Harsh Family Trust, the equity shares held by the Trust in Kesar Corporation Private Limited will be transferred to Harsh Rajnikant Kilachand, hence he will be in control of Kesar Corporation Private Limited. Kesar Corporation Private Limited is the promoter group entity of Kesar Enterprises Limited. Kesar Corporation Private Limited holds 24,72,155 Equity Shares, amounting to 24.53% of TC. The Equity Shares held by the Trust in Kesar Corporation Private Limited will be transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- As a result of Dissolution of Trust, the equity shares held by the Trust in Seel Investment Private Limited will be transferred to Harsh Rajnikant Kilachand, hence along with his immediate relatives, he will be in control of Seel Investment Private Limited. Seel Investment Private Limited is the promoter group entity of TC. Seel Investment Private Limited holds

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

32,25,699 Equity Shares, amounting to 32% of TC. The Equity Shares held by the Trust in Seel Investment Private Limited will be transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.

- (iv) As a result of Dissolution of Trust, the equity shares held by the Trust in Indian Commercial Company Private Limited will be transferred to Harsh Rajnikant Kilachand, hence he will be in control of Indian Commercial Company Private Limited along with Kesar Corporation Private Limited. Indian Commercial Company Private Limited is the promoter group entity of TC. Indian Commercial Company Private Limited holds 2,42,416 Equity Shares, amounting to 2.40% of TC. The Equity Shares held by the Trust in Indian Commercial Company Private Limited will be transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.

Therefore, the Acquirer hereby makes disclosure for general exemption for the aforesaid transaction / transfer in terms of Regulation 3(2) read with Regulation 5(2) and Regulation 10(5) of the Takeover Regulations.

Further, the Acquirer wishes to inform you that post transfer, there will be no change in the shareholding of the Promoter & Promoter Group in the Target Company.



Harsh Rajnikant Kilachand
Acquirer

Date: 26th August 2024
Place: Mumbai

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

Annexure A

Name of the Target Company - Kesar Enterprises Limited

Sr. No.	Shareholding Details	Before The Proposed Transaction		After The Proposed Transaction	
		No. of Shares / Voting	% W.R.T Total Share	No. of Shares / Voting	% W.R.T Total Share
A)	Acquirer / Transferee:				
1	Harsh Rajnikant Kilachand	5,74,699	5.70	7,83,071	7.77%
B)	PACs (Other than Acquirer / Transferee and Seller / Transferors)				
1	Ramila Rajnikant Kilachand	10	0.00	10	0.00
2	Harsh Rajnikant Kilachand (Rajnikant Kilachand Estate)	723	0.01	723	0.01
3	Amrish Rajnikant Kilachand	773	0.01	773	0.01
4	Executors of the Estate of Late Shri Ambalal Kilachand (1) Dilip Babasaheb Bhosale (2) Harsh Rajnikant Kilachand (3) Akshay Anirudh Kilachand	2,892	0.03	2,892	0.03
5	Rajnikant A Kilachand HUF	13,788	0.14	13,788	0.14
6	Harsh Rajnikant Kilachand HUF	27,425	0.27	27,425	0.27
7	Natasha Harsh Kilachand	41,237	0.41	41,237	0.41
8	Rohan Harsh Kilachand	1,31,921	1.31	1,31,921	1.31
9	Rohita Harsh Kilachand	2,08,387	2.07	2,08,387	2.07
10	Indian Commercial Company Pvt Ltd.	2,42,416	2.41	2,42,416	2.41
11	Kesar Corporation Pvt Ltd	24,72,155	24.53	24,72,155	24.53
12	Seel Investment Pvt Ltd	32,25,699	32.00	32,25,699	32.00
C)	Seller / Transferor:				
1	Harsh Family Trust	2,08,372	2.07	0	0.00%



Harsh Rajnikant Kilachand
Acquirer

Date: 26th August 2024
Place: Mumbai

[Annexure C]

Kesar Enterprises Limited - Disclosure under Regulation 10 (6) of SAST, 2011 - Message (HT... Search

File Message Help

Delete Archive Reply Reply All Forward Share to Teams All Apps Move to: To Manager Team Email Move Tags Editing Immersive Translate Zoom Reply with Scheduling Poll Viva Insights Send to OneNote

Kesar Enterprises Limited - Disclosure under Regulation 10 (6) of SAST, 2011

CMD Office
To corp.relations@bseindia.com
Cc Gaurav Sharma

HRK-BSE KEL - Disclosure - Reg 10(6) 6.9.24.pdf
326 KB

Reply Reply All Forward Fri 06-09-2024 18:17

Dear Sir / Madam,

Please find attached herewith Disclosure in terms of Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of M/s. Kesar Enterprises Limited (Target Company).

Requesting you to take the above on record.

Regards,

Harsh R K Rachand
Promoter

Type here to search KESL Disc... HRK to SE... HRK TO S... Inbox - dj... Kesar Ent... Email_B5... ENG 18-09-2024

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

To,
BSE Limited
Listing Department,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001.

Re: Scrip Code – 507180 - Kesar Enterprises Limited

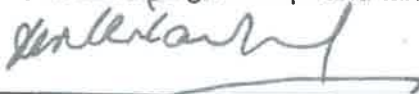
Dear Sir / Madam,

Sub.: Disclosure in terms of Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

In accordance with the provisions of Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), I, Harsh Rajnikant Kilachand, Promoter of Kesar Enterprises Limited ("Target Company" or "TC"), hereby make intimation in respect of the inter-se-transfer / distribution of Equity Shares of the Target Company through off-market inter-se transfer in terms of Regulation 10(1)(a)(ii) of the Takeover Regulations.

I shall be glad to provide any further information or explanations as may be required by your good office.

Kindly acknowledge receipt and take the same on record.



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

CC to:

Kesar Enterprises Limited
Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020.

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)	Kesar Enterprises Limited	
2.	Name of the acquirer(s)	Harsh Rajnikant Kilachand	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Inter-se transfer of shares among qualifying persons as per Regulation 10(1)(a)(ii) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('Takeover Regulations') for reorganization / realignment of shareholding within the promoter and promoter group	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(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.	Yes. Yes. Yes. 26th August, 2024	
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 Disposer transferor / seller	Harsh Family Trust	Yes
	b. Date of Acquisition	3rd September 2024	
	c. Number of shares / voting rights in respect of the acquisitions from each person mentioned in 7(a) above	#2,08,372 Equity Shares of INR 10/- each fully paid-up equity shares of TC from Harsh Family Trust. #Acquisition pursuant change of control of Promoter Group Entities: a) 24,72,155 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Kesar Corporation Private Limited, as Harsh Kilachand has acquired control over Kesar Corporation Private Limited. b) 32,25,699 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Seel Investment Private Limited, as Harsh Kilachand along with his immediate relatives has acquired control over Seel Investment Private Limited. c) 2,42,416 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Indian Commercial Company Private Limited, as Harsh Kilachand along with Kesar Corporation Private Limited has acquired control over Indian Commercial Company Private Limited.	

			Total holding of Harsh Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) amounts to 59,40,270 Equity Shares in TC.	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	<p>#2,08,372 Equity Shares representing 2.07% of total equity shares of TC.</p> <p>*Acquisition pursuant change of control of Promoter Group Entities:</p> <p>a) 24,72,155 Equity Shares amounting to 24.53 % of TC held by Kesar Corporation Private Limited, as Harsh Kilachand has acquired control over Kesar Corporation Private Limited.</p> <p>b) 32,25,699 Equity Shares amounting to 32.00 % of TC held by Seel Investment Private Limited, as Harsh Kilachand along with his immediate relatives has acquired control over Seel Investment Private Limited.</p> <p>c) 2,42,416 Equity Shares amounting to 2.40 % of TC held by Indian Commercial Company Private Limited, as Harsh Kilachand along with Kesar Corporation Private Limited has acquired control over Indian Commercial Company Private Limited.</p> <p>Total percentage holding of Harsh Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) amounts to 58.93% of Equity Shares in TC.</p>	
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable as the transfer is by way of distribution on account of dissolution of trust and No is consideration involved.	
	8. Shareholding details		Pre-Transaction	
			No. of shares held	% w.r.t total share capital of TC
			Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee (*)	As per Annexure A	
	b	Each Seller / Transferor		

Note:

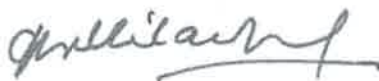
(*) Shareholding of each entity shall be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do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

Details of proposed transfer of shares of the TC:

- (i) 2,08,372/- Equity Shares, representing 2.07% of TC which has been transferred to Harsh Rajnikant Kilachand pursuant to dissolution of Harsh Family Trust ("Trust").
- (ii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Kesar Corporation Private Limited. Kesar Corporation Private Limited is the promoter group entity of Kesar Enterprises Limited. Kesar Corporation Private Limited holds 24,72,155 Equity Shares, amounting to 24.53% of TC. The Equity Shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand, hence along with his immediate relatives, he has control of Seel Investment Private Limited. Seel Investment Private Limited is the promoter group entity of TC. Seel Investment Private Limited holds 32,25,699 Equity Shares, amounting to 32% of TC. The Equity Shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iv) As a part of the dissolution of the Trust, the equity shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of the Indian Commercial Company Private Limited along with Kesar Corporation Private Limited. Indian Commercial Company Private Limited is the promoter group entity of TC. Indian Commercial Company Private Limited holds 2,42,416 Equity Shares, amounting to 2.40% of TC. The Equity Shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.

Therefore, the Acquirer hereby makes disclosure for general exemption for the aforesaid transaction / transfer in terms of Regulation 3(2) read with Regulation 5(2) and Regulation 10(6) of the Takeover Regulations.

Further, the Acquirer wishes to inform you that post transfer, there is no change in the shareholding of the Promoter & Promoter Group in the Target Company.



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

Annexure A
Name of the Target Company - Kesar Enterprises Limited

Sr.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting	% w.r.t total share	No. of shares /voting	% w.r.t total share
a)	Acquirer(s)/ Transferee(s):				
1	Harsh Rajnikant Kilachand	5,74,699	5.70%	7,83,071	7.77%
b)	Seller(s)/ Transferors(s):				
1	Harsh Family Trust	2,08,372	2.07%	Nil	Nil



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

Shareholding Pattern
KESAR ENTERPRISES LTD.-\$

Scrip Code : 507180

Quarter Ending : Mar-22

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Entity Type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						Class eg: X	Total	
A1) Indian					0.00		0.00	
Individuals/Hindu undivided Family		10	12,13,842	12,13,842	12.04	12,13,842	12.04	12,04,759
RAMILA RAJNIKANT KILACHAND	Promoter Group	1	10	10	0.00	10	0.00	
AMRISH RAJNIKANT KILACHAND	Promoter Group	1	50	50	0.00	50	0.00	20
SHREEMATI AMBALAL KILACHAND	Promoter Group	1	8,676	8,676	0.09	8,676	0.09	
RAJNIKANT A KILACHAND HUF	Promoter Group	1	13,788	13,788	0.14	13,788	0.14	13,788
HARSH RAJNIKANT KILACHAND HUF	Promoter	1	27,425	27,425	0.27	27,425	0.27	27,425
EKTA D PANJWANI	Promoter Group	1	41,237	41,237	0.41	41,237	0.41	41,237
ROHAN HARSH KILACHAND	Promoter	1	1,31,921	1,31,921	1.31	1,31,921	1.31	1,31,921
HARSH FAMILY TRUST :TRUSTEES ARE -1.VINAYAK VASUDEO SAHASRABUDHE 2.RAJESH SHIVANNA CHADAGA 3.SATYEN MADHUSUDAN MEHTA	Promoter Group	1	2,08,372	2,08,372	2.07	2,08,372	2.07	2,08,372
ROHITA HARSH KILACHAND	Promoter	1	2,08,387	2,08,387	2.07	2,08,387	2.07	2,08,387
HARSH RAJNIKANT KILACHAND	Promoter	1	5,73,976	5,73,976	5.69	5,73,976	5.69	5,73,609
MADHAVI HARSH KILACHAND	Promoter				0.00		0.00	
Any Other (specify)		4	59,40,270	59,40,270	58.93	59,40,270	58.93	59,40,270
INDIA CARAT PVT LTD	Promoter Group	1	10,152	10,152	0.10	10,152	0.10	10,152
INDIAN COMMERCIAL COMPANY PVT LTD	Promoter Group	1	2,32,264	2,32,264	2.30	2,32,264	2.30	2,32,264
KESAR CORPORATION PVT LTD	Promoter Group	1	24,72,155	24,72,155	24.53	24,72,155	24.53	24,72,155
SEEL INVESTMENT PVT LTD	Promoter Group	1	32,25,699	32,25,699	32.00	32,25,699	32.00	32,25,699
Sub Total A1		14	71,54,112	71,54,112	70.98	71,54,112	70.98	71,45,029

A2) Foreign

0.00

0.00

A=A1+A2

14 71,54,112 71,54,112

70.98

71,54,112

70.98

71,45,029

Note:

1) Amrish Rajnikant Kilachand = 30 shares. He is not in good terms with the Promoters. 2) Ramila Rajnikant Kilachand = 10 shares. She is not in good terms with the Promoters. 3) Shreemati Ambalal Kilachand [Deceased] Grand Mother of Harsh R Kilachand = 8,676 Shares. Ambalal Kilachands estate matter is pending in the Court. High Court, Bombay (OOCJ) Testamentary & Intestate Suit No.56/2009 4) Physical 367 shares are held by Harsh R Kilachand (PAN NO. AACPK3749C) forming part of shares of Late Ambalal Kilachand (HUF). As per partition of the HUF, these shares form part of Amrish R Kilachands share. Transfer Deeds along with Original Share Certificates were sent to him but no action has yet been taken by him to get the same transferred in his name. Above Total = 9,083 Shares

Shareholding Pattern
KESAR ENTERPRISES LTD.-\$

Scrip Code : 507180

Quarter Ending : Mar-23

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Entity Type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						Class eq. X	Total	
A1) Indian					0.00		0.00	
Individuals/Hindu undivided Family		10	12,13,842	12,13,842	12.04	12,13,842	12.04	12,04,759
RAMILA RAJNIKANT KILACHAND	Promoter Group	1	10	10	0.00	10	0.00	
AMRISH RAJNIKANT KILACHAND	Promoter Group	1	50	50	0.00	50	0.00	20
SHREEMATI AMBALAL KILACHAND	Promoter Group	1	8,676	8,676	0.09	8,676	0.09	
RAJNIKANT A KILACHAND HUF	Promoter Group	1	13,788	13,788	0.14	13,788	0.14	13,788
HARSH RAJNIKANT KILACHAND HUF	Promoter	1	27,425	27,425	0.27	27,425	0.27	27,425
NATASHA HARSH KILACHAND	Promoter Group	1	41,237	41,237	0.41	41,237	0.41	41,237
ROHAN HARSH KILACHAND	Promoter	1	1,31,921	1,31,921	1.31	1,31,921	1.31	1,31,921
HARSH FAMILY TRUST :TRUSTEES ARE -1.VINAYAK VASUDEO SAHASRABUDHE 2.RAJESH SHIVANNA CHADAGA 3.SATYEN MADHUSUDAN MEHTA	Promoter Group	1	2,08,372	2,08,372	2.07	2,08,372	2.07	2,08,372
ROHITA HARSH KILACHAND	Promoter	1	2,08,387	2,08,387	2.07	2,08,387	2.07	2,08,387
HARSH RAJNIKANT KILACHAND	Promoter	1	5,73,976	5,73,976	5.69	5,73,976	5.69	5,73,609
MADHAVI HARSH KILACHAND	Promoter				0.00		0.00	
Any Other (specify)		4	59,40,270	59,40,270	58.93	59,40,270	58.93	59,40,270
INDIA CARAT PVT LTD	Promoter Group	1	10,152	10,152	0.10	10,152	0.10	10,152
INDIAN COMMERCIAL COMPANY PVT LTD	Promoter Group	1	2,32,264	2,32,264	2.30	2,32,264	2.30	2,32,264
KESAR CORPORATION PVT LTD	Promoter Group	1	24,72,155	24,72,155	24.53	24,72,155	24.53	24,72,155
SEEL INVESTMENT PVT LTD	Promoter Group	1	32,25,699	32,25,699	32.00	32,25,699	32.00	32,25,699
Sub Total A1		14	71,54,112	71,54,112	70.98	71,54,112	70.98	71,45,029

A2) Foreign

0.00

0.00

A=A1+A2

14

71,54,112

71,54,112

70.98

71,54,112

70.98

71,45,029

Note:

1) Amrish Rajnikant Kilachand = 30 shares. He is not in good terms with the Promoters. 2) Ramila Rajnikant Kilachand = 10 shares. She is not in good terms with the Promoters. 3) Shreemati Ambalal Kilachand [Deceased] Grand Mother of Harsh R Kilachand = 8,676 Shares. Ambalal Kilachands estate matter is pending in the Court. High Court, Bombay (OOCJ) Testamentary & Intestate Suit No.56/2009 4) Physical 367 shares are held by Harsh R Kilachand (PAN NO. AACPK3749C) forming part of shares of Late Ambalal Kilachand (HUF). As per partition of the HUF, these shares form part of Amrish R Kilachands share. Transfer Deeds along with Original Share Certificates were sent to him but no action has yet been taken by him to get the same transferred in his name. Above Total = 9,083 Shares

Shareholding Pattern
KESAR ENTERPRISES LTD.-\$

Scrip Code : 507180

Quarter Ending : 31-Mar-24

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Entity Type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						Class eg. X	Total	
A1) Indian					0.00		0.00	
Individuals/Hindu undivided Family		10	12,13,842	12,13,842	12.04	12,13,842	12.04	12,13,802
RAMILA RAJNIKANT KILACHAND	Promoter Group	1	10	10	0.00	10	0.00	
AMRISH RAJNIKANT KILACHAND	Promoter Group	1	50	50	0.00	50	0.00	20
EXECUTORS OF ESTATE OF LATE SHRI AMBALAL KILACHAND 1.DILIP BABASAHEB BHOSALE 2.HARSH RAJNIKANT KILACHAND 3.AKSHAY ANIRUDH KILACHAND	Promoter Group	1	8,676	8,676	0.09	8,676	0.09	8,676
RAJNIKANT A KILACHAND HUF	Promoter Group	1	13,788	13,788	0.14	13,788	0.14	13,788
HARSH RAJNIKANT KILACHAND HUF	Promoter	1	27,425	27,425	0.27	27,425	0.27	27,425
NATASHA HARSH KILACHAND	Promoter Group	1	41,237	41,237	0.41	41,237	0.41	41,237
ROHAN HARSH KILACHAND	Promoter	1	1,31,921	1,31,921	1.31	1,31,921	1.31	1,31,921
HARSH FAMILY TRUST:TRUSTEES ARE 1.VINAYAK VASUDEO SAHASRABUDHE 2.RAJESH SHIVANNA CHADAGA 3.SATYEN MADHUSUDAN MEHTA	Promoter Group	1	2,08,372	2,08,372	2.07	2,08,372	2.07	2,08,372
ROHITA HARSH KILACHAND	Promoter	1	2,08,387	2,08,387	2.07	2,08,387	2.07	2,08,387
HARSH RAJNIKANT KILACHAND	Promoter	1	5,73,976	5,73,976	5.69	5,73,976	5.69	5,73,976
MADHAVI HARSH KILACHAND	Promoter				0.00		0.00	
Any Other (specify)		3	59,40,270	59,40,270	58.93	59,40,270	58.93	59,40,270
INDIAN COMMERCIAL COMPANY PVT LTD	Promoter Group	1	2,42,416	2,42,416	2.40	2,42,416	2.40	2,42,416
KESAR CORPORATION PVT LTD	Promoter Group	1	24,72,155	24,72,155	24.53	24,72,155	24.53	24,72,155
SEEL INVESTMENT PVT LTD	Promoter Group	1	32,25,699	32,25,699	32.00	32,25,699	32.00	32,25,699
Sub Total A1		13	71,54,112	71,54,112	70.98	71,54,112	70.98	71,54,072
A2) Foreign					0.00		0.00	
A=A1+A2		13	71,54,112	71,54,112	70.98	71,54,112	70.98	71,54,072

1)Amrish Rajnikant
Kilachand = 30 shares,
He is not in good terms
with the Promoters. 2)

Note:

Ramila Rajnikant
Kilachand = 10 shares.
She is not in good
terms with the
Promoters. Above
Total = 40 Shares.

[Annexure E]

Disclosure under Regulation 29 (2) of SAST, 2011 - KESAR ENTERPRISES LIMITED - Message (HT...

Search

File Message Help

Microsoft Office ribbon menu with icons for Delete, Archive, Reply, Reply All, Forward, Respond, Teams, All Apps, Quick Steps, Move, Tags, Editing, Immersive, Translate, Language, Zoom, Find Time, Viva Insights, Add-in, and Send to OneNote.

Disclosure under Regulation 29 (2) of SAST, 2011 - KESAR ENTERPRISES LIMITED



CMD Office
To corp.relations@bseindia.com
Cc Gaurav Sharma

Message action buttons: Reply, Reply All, Forward, and a menu icon.

Thu 05-09-2024 17:04

KEL Disclosure_Regulation 29(2) 05SEP2024.pdf
279 KB

Dear Sir / Madam,

Please find attached herewith disclosure in terms of Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of M/s. Kesar Enterprises Limited (Target Company).

Requesting you to take the above on record.

Regards,

Harsh R Kishore
Promoter

Windows taskbar showing search bar, taskbar icons for various applications, and system tray with date and time (10:33, 18-09-2024).

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Kesar Enterprises Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Harsh Rajnikant Kilachand		
3.	Whether the acquirer belongs to Promoter/ Promoter group	The acquirer is a part of Promoter group		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
5.	Details of the acquisition / disposal/ holding of shares/voting rights/ holding of the Acquirer and PAC	Number	% w. r. t. total Share / voting Capital wherever applicable	% w. r. t. total Diluted Share / voting capital of the TC (*)
	<u>Before the acquisition /disposal</u> under consideration, holding of:			
	a) Shares carrying voting rights			
	1. Harsh Rajnikant Kilachand	5,74,699	5.70	5.70
	2. Harsh Family Trust	2,08,372	2.07	2.07
	3. Ramila Rajnikant Kilachand	10	0.00	0.00
	4. Harsh Rajnikant Kilachand (Rajnikant Kilachand Estate)	723	0.01	0.01
	5. Amrish Rajnikant Kilachand	773	0.01	0.01
	6. Executors of Estate of Late Shri Ambalal Kilachand (1) Dilip Babasaheb Bhosale (2) Harsh Rajnikant Kilachand (3) Akshay Anirudh Kilachand	2,892	0.03	0.03
	7. Rajnikant A Kilachand HUF	13,788	0.14	0.14
	8. Harsh Rajnikant Kilachand HUF	27,425	0.27	0.27
	9. Natasha Harsh Kilachand	41,237	0.41	0.41
	10. Rohan Harsh Kilachand	1,31,921	1.31	1.31
	11. Rohita Harsh Kilachand	2,08,387	2.07	2.07
	12. Indian Commercial Company Pvt Ltd	2,42,416	2.41	2.41
	13. Kesar Corporation Pvt Ltd	24,72,155	24.53	24.53
	14. Seel Investment Pvt Ltd	32,25,699	32.00	32.00
	b) Voting rights (VR) otherwise than by shares	0	0.00	0.00
	c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0.00	0.00
	Total (a + b + c)	71,50,497	70.94	70.94

	Details of acquisition /sale			
	a) Shares carrying voting rights acquired /sold			
	1. Harsh Rajnikant Kilachand (#)	2,08,372	2.07	2.07
	b) VRs acquired /sold otherwise than by shares	0	0.00	0.00
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold	0	0.00	0.00
	Total (a + b + c)	2,08,372	2.07	2.07
	After the acquisition/sale, holding of:			
	a) Shares carrying voting rights			
	1. Harsh Rajnikant Kilachand	7,83,071	7.77	7.77
	2. Ramila Rajnikant Kilachand	10	0.00	0.00
	3. Harsh Rajnikant Kilachand (Rajnikant Kilachand Estate)	723	0.01%	0.01
	4. Amrish Rajnikant Kilachand	773	0.01%	0.01
	5. Executors of Estate of Late Shri Ambalal Kilachand (1) Dilip Babasaheb Bhosale (2) Harsh Rajnikant Kilachand (3) Akshay Anirudh Kilachand	2,892	0.03	0.03
	6. Rajnikant A Kilachand HUF	13,788	0.14	0.14
	7. Harsh Rajnikant Kilachand HUF	27,425	0.27	0.27
	8. Natasha Harsh Kilachand	41,237	0.41	0.41
	9. Rohan Harsh Kilachand	1,31,921	1.31	1.31
	10. Rohita Harsh Kilachand	2,08,387	2.07	2.07
	11. Indian Commercial Company Pvt Ltd#	2,42,416	2.41	2.41
	12. Kesar Corporation Pvt Ltd#	24,72,155	24.53	24.53
	13. Seel Investment Pvt Ltd#	32,25,699	32.00	32.00
	b) VRs otherwise than by shares	0	0.00	0.00
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	0	0.00	0.00
	Total (a + b + c)	71,50,497	70.94	70.94
6.	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter- se transfer of shares among qualifying persons as per Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('Takeover Regulations') for reorganization / realignment of shareholding within the promoter and promoter group		
7.	Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	3rd September 2024		
8.	Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 10,07,96,820/-		
9.	Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 10,07,96,820/-		
10.	Total diluted share/voting capital of the TC after the said acquisition /sale	INR 10,07,96,820/-		

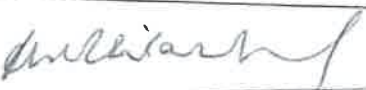

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) Details of proposed transfer of shares of the TC:

- (i) 2,08,372/- Equity Shares, representing 2.07% of TC, which have been transferred to Harsh Rajnikant Kilachand pursuant to dissolution of Harsh Family Trust ("Trust").
- (ii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Kesar Corporation Private Limited. Kesar Corporation Private Limited is promoter group entity of Kesar Enterprises Limited. Kesar Corporation Private Limited holds 24,72,155 Equity Shares, amounting to 24.53% of TC. The Equity Shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, therefore, such indirect acquisition is being regarded as a direct acquisition.
- (iii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand, hence along with his immediate relatives he has control of Seel Investment Private Limited. Seel Investment Private Limited is promoter group entity of TC. Seel Investment Private Limited holds 32,25,699 Equity Shares, amounting to 32% of TC. The Equity Shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, therefore, such indirect acquisition is being regarded as a direct acquisition.
- (iv) As a part of the dissolution of the Trust, the equity shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Indian Commercial Company Private Limited along with Kesar Corporation Private Limited. Indian Commercial Company Private Limited is promoter group entity of TC. Indian Commercial Company Private Limited holds 2,42,416 Equity Shares, amounting to 2.40% of TC. The Equity Shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of Takeover Regulations, therefore, such indirect acquisition is being regarded as a direct acquisition.

Therefore, the Acquirer hereby makes disclosure for general exemption for the aforesaid transaction / transfer in terms of Regulation 3(2) read with Regulation 5(2) and Regulation 10(5) of the Takeover Regulations.

Further, the Acquirer wishes to inform you that post transfer, there is no change in the shareholding of the Promoter & Promoter Group in the Target Company.

 Harsh Rajnikant Kilachand Acquirer	 Vinayak Vasudeo Sahasrabudhe Trustee of Harsh Family Trust Disposer
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Date: 05.09.2024

Place: Mumbai