

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
		# 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 Mr. Harsh Rajnikant Kilachand will acquire 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 Mr. Harsh Rajnikant Kilachand along with his immediate relatives will acquire 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 Mr. Harsh Rajnikant Kilachand along with Kesar Corporation Private Limited will acquire control over Indian Commercial Company Private Limited. 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>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 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.	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

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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

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 2024Place: Mumbai