

BABASAHEB KALYANI FAMILY TRUST

Regd. Office 221/ ABCD Kalyani Nagar Pune-411006

Phone No: 020: 26725000/26725164

Date: 24 SEP 2020

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
Scrip Code - 533303
E-mail: corp.relations@bseindia.com

The Secretary

National Stock Exchange of India Limited
Exchange Plaza, 3rd Floor
Plot No.3-1"G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai - 400 051
Symbol - BFINVEST
Email: takeover@nse.co.in

The Compliance Officer

BF Investment Limited
Cantonment, Mundhwa,
Pune - 411036
E-mail: Secretarial@bfilpune.com

BY E-MAIL

Dear Sirs

Subject: Disclosure under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations")

This is to inform you that Babasaheb Kalyani Family Trust ("Acquirer") has indirectly acquired 70.53% equity shares of BF Investment Limited ("TC") pursuant to SEBI Exemption Order dated 2 September 2020 (bearing reference no. WTM/GM/CFD/DCR1/27/2020-21) in the following manner:

- a. Contribution of: (i) 89.85 % shareholding in Hibiscus Investment and Finance Pvt. Ltd., (ii) 90.05 % shareholding in Peach Blossom Investment Pvt. Ltd., (iii) 90.05 % shareholding in Rosario Investment Pvt. Ltd., and (iv) 90.05 % shareholding in Yokoha Investment Pvt. Ltd. (collectively "Promoter Controlling Companies"), by Babasaheb N. Kalyani to the Acquirer.
- b. Such Promoter Controlling Companies collectively and indirectly hold 70.53% shareholding in the TC.

Please note that there has been no change in the aggregate promoter / promoter group shareholding of the TC due to the above contribution of shares.

Accordingly, please find enclosed a disclosure under Regulation 29(1) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For Babasaheb Kalyani Family Trust



Name: Sunita Babasaheb Kalyani
Designation: Managing Trustee
Encl: As above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of the Acquisition

Name of the Target Company ("TC")	BF Investment Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer – Babasaheb Kalyani Family Trust PAC – Please see Annexure 1		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ul style="list-style-type: none"> • The National Stock Exchange of India Limited • BSE Limited 		
Details of the acquisition as follows	Number	% w.r.t. total share / voting capital wherever applicable(*)	% w.r.t. total diluted share / voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Please refer to Annexure 2		
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
e) Total (a+b+c+d)	Please refer to Annexure 2		
Details of acquisition			
a) Shares carrying voting rights acquired	<p>The Acquirer has indirectly acquired shares of the TC pursuant to SEBI Exemption Order dated 2 September 2020 (bearing reference no. WTM/GM/CFD/DCR1/27/2020-21) in the following manner:</p> <p style="margin-left: 40px;">a. Contribution of: (i) 89.85 % shareholding in Hibiscus Investment and Finance Pvt. Ltd., (ii) 90.05 % shareholding in Peach Blossom</p>		

	<p>Investment Pvt. Ltd., (iii) 90.05 % shareholding in Rosario Investment Pvt. Ltd., and (iv) 90.05 % shareholding in Yokoha Investment Pvt. Ltd. (collectively "Promoter Controlling Companies"), by Babasaheb N. Kalyani to the Acquirer.</p> <p>b. Such Promoter Controlling Companies collectively and indirectly hold 70.53% shareholding in the TC.</p> <p>c. There has been no change in the aggregate promoter / promoter group shareholding of the TC due to the above contribution of shares.</p> <p>Please refer to Annexure 2 for details.</p>		
b) VRs acquired otherwise than by equity shares	NA	NA	NA
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	NA	NA	NA
d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
e) Total (a+b+c+/-d)	Please refer to Annexure 2 for details.		
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Please refer to Annexure 2 for details.		
b) VRs otherwise than by equity shares	NA	NA	NA
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	NA	NA	NA
d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
e) Total (a+b+c+d)	Please refer to Annexure 2 for details.		

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se Transfer/encumbrance, etc.)	Indirect acquisition of shares of the TC pursuant to SEBI Exemption Order dated 2 September 2020 (bearing reference no. WTM/GM/CFD/DCR1/27/2020-21)
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable
Date of acquisition of / date of receipt of intimation of allotment of shares / VR / warrants / convertible securities / any other instrument that entitles the acquirer to receive shares in the TC.	24 SEP 2020
Equity share capital / total voting capital of the TC before the said acquisition	INR 188.34 million (37,667,628 shares of INR 5 each)
Equity share capital / total voting capital of the TC after the said acquisition	INR 188.34 million (37,667,628 shares of INR 5 each)
Total diluted share / voting capital of the TC after the said acquisition	INR 188.34 million (37,667,628 shares of INR 5 each)

For Babasaheb Kalyani Family Trust

Sbkalyani

Name: Sunita B. Kalyani
Designation: Managing Trustee

Place : Pune

Date : 29 SEP 2020

Note:

(*) Total share capital / voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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Annexure-1

Persons Acting in Concert with the Acquirer:

1. Amit Babasaheb Kalyani
2. Gaurishankar Neelkanth Kalyani
3. Rohini Gaurishankar Kalyani
4. Babasaheb Neelkanth Kalyani
5. Ksf Holdings Private Limited
6. Ajinkya Investment and Trading Company
7. Sundaram Trading and Investment Pvt Ltd
8. Rajgad Trading Company Pvt. Ltd.
9. Kalyani Consultants Private Limited
10. Jannhavi Investment Pvt. Ltd.
11. Dronacharya Investment and Trading Limited
12. Cornflower Investment & Finance Limited
13. Dandakaranya Investment & Trading Pvt Ltd
14. Campanula Investment & Finance Limited
15. Hastinapur Investment & Trading Pvt Ltd
16. PIH Finvest Company Limited
17. Sunita Babasaheb Kalyani
18. Meera Kheny
19. Ashok Kumar Kheny
20. Sugandha Jai Hiremath
21. Sulochana Neelkanth Kalyani

Annexure-2

Babasaheb N. Kalyani directly held: (i) 89.85 % shareholding in Hibiscus Investment and Finance Pvt. Ltd., (ii) 90.05 % shareholding in Peach Blossom Investment Pvt. Ltd., (iii) 90.05 % shareholding in Rosario Investment Pvt. Ltd., and (iv) 90.05 % shareholding in Yokoha Investment Pvt. Ltd. (collectively "Promoter Controlling Companies"). Such Promoter Controlling Companies collectively and indirectly held 70.53% shareholding in the TC.

Pursuant to SEBI Exemption Order dated 2 September 2020 (bearing reference no. WTM/GM/CFD/DCR1/27/2020-21), Babasaheb N. Kalyani has contributed his entire direct shareholding in the Promoter Controlling Companies to the Acquirer. Consequently, the Acquirer now indirectly holds 70.53% shareholding in the TC.

The shareholding pattern of (i) Hibiscus Investment and Finance Pvt. Ltd., (ii) Peach Blossom Investment Pvt. Ltd., (iii) Rosario Investment Pvt. Ltd., (iv) Yokoha Investment Pvt. Ltd. (collectively, "Promoter Controlling Companies"), pre & post-acquisition of equity shares by Babasaheb Kalyani Family Trust: -

S No	Pre-acquisition			Change		Post-acquisition	
	Shareholders	No. of shares	% shareholding	No. of shares	% shareholding	No. of shares	% shareholding
Hibiscus Investment and Finance Pvt. Ltd.							
1	Babasaheb N. Kalyani	1999	89.85%	(1999)	(89.85%)	-	-
2	Other Group Companies	226	10.15%	-	-	226	10.15%
3	Babasaheb Kalyani Family Trust	-	-	1999	89.85%	1999	89.85%
Total		2225	100%	0	0%	2225	100%
Peach Blossom Investment Pvt. Ltd.							
1	Babasaheb N. Kalyani	199	90.05%	(199)	(90.05%)	-	-
2	Other Group Companies	22	9.95%	-	-	22	9.95%
3	Babasaheb Kalyani Family Trust	-	-	199	90.05%	199	90.05%
Total		221	100%	0	0%	221	100%
Rosario Investment Pvt. Ltd.							
1	Babasaheb N. Kalyani	199	90.05%	(199)	(90.05%)	-	-
2	Other Group Companies	22	9.95%	-	-	22	9.95%
3	Babasaheb Kalyani Family Trust	-	-	199	90.05%	199	90.05%
Total		221	100%	0	0%	221	100%

S No	Pre- acquisition			Change		Post- acquisition	
	Shareholders	No. of shares	% shareholding	No. of shares	% shareholding	No. of shares	% shareholding
Yokoha Investment Pvt. Ltd.							
1	Babasaheb N. Kalyani	199	90.05%	(199)	(90.05%)	-	-
2	Other Group Companies	22	9.95%	-	-	22	9.95%
3	Babasaheb Kalyani Family Trust	-	-	199	90.05%	199	90.05%
Total		221	100%	0	0%	221	100%

Note: The above Promoter Controlling Companies collectively and indirectly hold 70.53% shareholding in BF Investment Limited.

The shareholding pattern of BF Investment Limited, pre & post-transfer of equity shares: -

S No	Shareholders	Pre- Acquisition		Change		Post - Acquisition	
		No of shares	% Shareholding	No. of shares	% shareholding	No of shares	% shareholding
1	Promoter / Promoter Group	27640976	73.38%	0	0%	27640976	73.38%
2	Public	10026652	26.62%	0	0%	10026652	26.62%
Total		37667628	100%	0	0%	37667628	100%

Note: There has been no change in the aggregate promoter / promoter group shareholding of BF Investment Limited due to the above contribution / transfer of shares to Babasaheb Kalyani Family Trust.

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