

December 27, 2019

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

BSE Limited
P. J. Towers
Dalal Street, Fort
Mumbai - 400 001


Dear Sir,

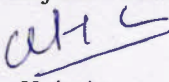
We enclose herewith disclosures under Regulation 29(1) and 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We request you to take the same on record.

Thanking you,

For RK Trustees Private Limited
(Acquirer and Trustee of Rishi Kajaria Family Private Trust)


Versha Kajaria
Director


Chetan Kajaria
Director

Encl.: as above

Copy to:
Kajaria Ceramics Limited
SF-11, Second Floor, JMD Regent Plaza,
Mehrauli Gurgaon Road, Village Sikanderpur Ghosi,
Gurgaon – 122001, Haryana.

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

Part A - Details of the Acquisition

Name of the Target Company (TC)	Kajaria Ceramics Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	RK Trustees Private Limited (in its capacity as the sole trustee of Rishi Kajaria Family Private Trust) <i>[Please refer to Annexure 1 for the details of Persons Acting in Concert with the acquirer]</i>		
Whether the acquirer belongs to Promoter/Promoter group	The Directors and shareholders of RK Trustees Private Limited belong to the promoter/promoter group of the Target Company and RK Trustees Private Limited is the trustee of Rishi Kajaria Family Private Trust, which is a member of promoter group of the Target Company. #		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited 2. 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	7,56,25,231# <i>(Please refer to Note 1)</i>	47.58# <i>(Please refer to Note 1)</i>	47.58# <i>(Please refer to Note 1)</i>
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
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)	Nil	Nil	Nil

e) Total (a+b+c+d)	7,56,25,231	47.58	47.58
Details of acquisition			
a) Shares carrying voting rights acquired	25867947# <i>(Please refer to Note 1)</i>	16.27# <i>(Please refer to Note 1)</i>	16.27# <i>(Please refer to Note 1)</i>
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+/-d)	25867947#	16.27#	16.27#
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	7,56,25,231# <i>(Please refer to Note 1)</i>	47.58# <i>(Please refer to Note 1)</i>	47.58# <i>(Please refer to Note 1)</i>
b) VRs otherwise than by equity shares	Nil	Nil	Nil
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	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	7,56,25,231#	47.58#	47.58#

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Change in trustees of Rishi Kajaria Family Private Trust <i>Please refer to Note 1</i>
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.	RK Trustees Private Limited is appointed as the trustee of Rishi Kajaria Family Private Trust on December 26,2019, in place of Mrs. Versha Kajaria and Mr. Chetan Kajaria# <i>Please refer to Note 1</i>
Equity share capital / total voting capital of the TC before the said acquisition	15,89,50,300
Equity share capital/ total voting capital of the TC after the said acquisition	15,89,50,300
Total diluted share/voting capital of the TC after the said acquisition	15,89,50,300

Note 1:

25,867,947 Equity Shares will be transferred from Mrs. Versha Kajaria and Mr. Chetan Kajaria in their capacity as the erstwhile joint trustees of the Rishi Kajaria Family Private Trust to RK Trustees Private Limited in its capacity as the new trustee of the Rishi Kajaria Family Private Trust.

In terms of Regulation 10(1)(a)(iii) of the Takeover Regulations, an acquisition pursuant to a transfer between a company and persons holding not less than 50% of the equity shares carrying voting rights of such company, is exempt from the obligation to make an open offer. In the present case, upon change of trustees of Rishi Kajaria Family Private Trust, the equity shares held by Mrs. Versha Kajaria and Mr. Chetan Kajaria in their capacity as trustees of Rishi Kajaria Family Private Trust would be transferred to RK Trustees Private Limited in its capacity as a trustee of Rishi Kajaria Family Private Trust. Mrs. Versha Kajaria and Mr. Chetan Kajaria in turn control and own 100% of the equity share capital of RK Trustees Private Limited. Therefore, such acquisition by RK Trustees Private Limited would be pursuant to a transfer between a company (i.e. RK Trustees Private Limited) and persons holding not less than 50% (i.e. Mrs. Versha Kajaria and Mr. Chetan Kajaria) of the equity shares of such company. Accordingly, the change of trustees of Rishi Kajaria Family Private Trust as contemplated above would have the benefit of the exemption under Regulation 10(1)(a)(iii). Also, there is no change taking place in the aggregate shareholding of the promoter/promoter group of the Target Company.

Please refer Annexure-1

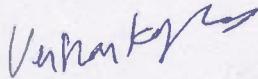
Note:

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

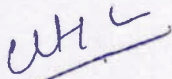
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

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

For RK Trustees Private Limited
(Acquirer and Trustee of Rishi Kajaria Family Private Trust)



Versha Kajaria
Director



Chetan Kajaria
Director

Place: New Delhi

Date: December 27, 2019

SHAREHOLDING DETAILS – PRE & POST ACQUISITION

Target Company

Name of Acquirer(s) / and PACs	Before the Proposed transaction		After the Proposed transaction		
	No. of shares / voting rights	% w.r.t total share capital of TC	Name of Acquirer(s) / and PACs	No. of shares / voting rights	% w.r.t total share capital of TC
Ashok Kumar Kajaria	1047004	0.66	Ashok Kumar Kajaria	1047004	0.66
Versha Devi Kajaria	1777014	1.12	Versha Devi Kajaria	1777014	1.12
Chetan Kajaria	1339880	0.84	Chetan Kajaria	1339880	0.84
Rishi Kajaria	1805716	1.14	Rishi Kajaria	1805716	1.14
Rasika Kajaria	570000	0.36	Rasika Kajaria	570000	0.36
Shikha Kajaria	600000	0.38	Shikha Kajaria	600000	0.38
Raghav Kajaria	450000	0.28	Raghav Kajaria	450000	0.28
Kartik Kajaria	450000	0.28	Kartik Kajaria	450000	0.28
Vedant Kajaria	450000	0.28	Vedant Kajaria	450000	0.28
Parth Kajaria	450000	0.28	Parth Kajaria	450000	0.28
A. K. Kajaria (HUF)	1967750	1.24	A. K. Kajaria (HUF)	1967750	1.24
Chetan Kajaria (HUF)	42000	0.03	Chetan Kajaria (HUF)	42000	0.03
Rishi Kajaria (HUF)	6000	0.00	Rishi Kajaria (HUF)	6000	0.00
Ashok Kajaria jointly with Rishi Kajaria (in their capacity as joint trustees of Versha Kajaria Family Private Trust)	12933973	8.14	VK Trustees Private Limited (in its capacity as sole trustee of Versha Kajaria Family Private Trust)	12933973	8.14
CK Trustees Private Limited (in its capacity as sole trustee of Chetan Kajaria Family Private Trust)	25867947	16.27	CK Trustees Private Limited (in its capacity as sole trustee of Chetan Kajaria Family Private Trust)	25867947	16.27
Versha Kajaria jointly with Chetan Kajaria (in their capacity as joint trustees of Rishi Kajaria Family Private Trust)	25867947	16.27	RK Trustees Private Limited (in its capacity as sole trustee of Rishi Kajaria Family Private Trust)	25867947	16.27
Total	75625231	47.58		75625231	47.58