

# K. C. HOLDINGS

5<sup>th</sup> November, 2024

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
--	--

**Ref.:** In the matter of Kalpataru Projects International Limited (BSE: 522287 | NSE: KPIL)

**Subject:** Disclosures pursuant to Regulation 31(2) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI Takeover Regulations') – Creation of Pledge.

Dear Sir/Madam,

With reference to the above, this is to inform that K C Holdings Private Limited ('the Company') has in aggregate created pledge over 9,53,000 Equity Shares of Kalpataru Projects International Limited ('KPIL').

Further, pursuant to the SEBI Circular No. SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated 07<sup>th</sup> March, 2022 effective from 01<sup>st</sup> July, 2022 regarding automation of disclosure requirement under SEBI Takeover Regulations, the Depositories are required to provide information directly to the Stock Exchanges for transactions recorded in the Depository system and Stock Exchange are required to disseminate such information on their respective website as per the format specified by SEBI and therefore, intimation under Regulation 31(2) of SEBI Takeover Regulations is not required to be provided by the Company.

However, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 07<sup>th</sup> August, 2019 ('Circular') with respect to disclosure of reasons for encumbrance by Promoter of listed companies, please find attached herewith disclosure for reasons of encumbrance in the format specified by SEBI

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For K C HOLDINGS PRIVATE LIMITED**



**ABHISHEK THAREJA**  
**AUTHORISED SIGNATORY**

Encl: As above

**K. C. HOLDINGS PRIVATE LIMITED**

CIN No : U65990MH1981PTC024688

101, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai 400 055. India.

Tel +91 22 3064 5000 • Fax +91 22 3064 3131

**Annexure - B**  
**Format for disclosure of reasons for encumbrance**  
**(In addition to Annexure - I prescribed by way of circular dated August 06, 2015)**

Name of listed company	KALPATARU PROJECTS INTERNATIONAL LIMITED
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
Name of the promoter(s) / PACs whose shares have been encumbered	1. Kalpataru Constructions Private Ltd 2. K C Holdings Private Limited (The Company)
Total promoter shareholding in the listed company	No. of shares: 5,72,43,787 % of total share capital: 35.24%
Encumbered shares as a % of promoter shareholding	24.69%
Whether encumbered share is 5% or more of promoter shareholding	YES/NO
Whether encumbered share is 25% or more of total share capital	YES/NO: 8.67%

**Details of all the existing event/ agreements pertaining to encumbrance**

Particulars	Encumbrance 1 (Date of creation of encumbrance: 28-Feb-20) Date of Agreement: 22/08/2019	Encumbrance 2 (Date of creation of encumbrance: 28-Feb-20) pt's refer note 1 Date of Agreement: 04/10/2017	Encumbrance 3 (Date of creation of encumbrance: 28-Oct-21) pt's refer note 1 Date of Agreement: 27/10/2021	Encumbrance 4 (Date of creation of encumbrance: 02-Nov-21) pt's refer note 1 Date of Agreement: 27/10/2021	Encumbrance 7 (Date of creation of encumbrance: 28th July, 2022) Date of Pledge Agreement: 27/07/2022	Encumbrance 8 (Date of creation of encumbrance: 28th July, 2022) Date of Pledge Agreement: 27/07/2022	Encumbrance 9 (Date of creation of encumbrance: 03rd November, 2022) Date of Pledge Agreement: 28/10/2022	Encumbrance 10 (Date of creation of encumbrance: 10th March, 2023) Date of Pledge Agreement: 28/10/2022	Encumbrance 11 (Date of creation of encumbrance: 3rd February, 2024) Date of Pledge Agreement: 27th February, 2024	Encumbrance 12 (Date of creation of encumbrance: 12th October, 2024) Date of Pledge Agreement: 6th February, 2024	Encumbrance 13 (Date of creation of encumbrance: 11th March, 2024) Date of Pledge Agreement: 11th May, 2024	Encumbrance 14 (Date of creation of encumbrance: 17th May, 2024) Date of Pledge Agreement: 28th October, 2024	Encumbrance 15 (Date of creation of encumbrance: 31st October, 2024) Date of Pledge Agreement: 28th October, 2024	
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or agreement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	
No. and % of shares encumbered (Please refer Note 2)	175 0.00%	4,39,000 0.27%	6,93,058 0.43%	1,67,445 0.10%	88,361 0.05%	3,79,491 0.23%	2,00,000 0.12%	11,11,111 0.68%	3,57,987 0.22%	11,25,000 0.68%	7,50,000 0.46%	12,00,000 0.72%	9,53,000 0.59%	
Name of the entity in whose favour shares encumbered (s)	JM FINANCIAL CREDIT SOLUTIONS LIMITED	ADITYA BIRLA FINANCE LIMITED	CATALYST TRUSTEESHIP LIMITED (on behalf of Tata Capital Housing Finance Limited)	CATALYST TRUSTEESHIP LIMITED (on behalf of Tata Capital Housing Finance Limited)	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	Tata Capital Financial Services Limited	Tata Capital Financial Services Limited	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	Infra Finance Pvt Ltd	Infra Finance Services Private Limited	Tata Capital Housing Finance Limited	Arka Fincorp Ltd	
Whether the entity X is a scheduled commercial bank, NBFC, financial institution or any other entity in the schedule	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	NBFC	
Name of all other entities in the agreement	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	Listed company and its group companies (if any) -- 1 2	
Security Provider(s)	Other entities (if any) -- 1) K C Holdings Private Limited	Other entities (if any) -- 1) K C Holdings Private Limited	Other entities (if any) -- 1) K C Holdings Private Limited	Other entities (if any) -- 1) K C Holdings Private Limited	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	Other entities (if any) -- 1) K C HOLDINGS PRIVATE LIMITED 2) KALPATARU CONSTRUCTIONS PRIVATE LIMITED	
Lender(s)	2) JM FINANCIAL CREDIT SOLUTIONS LIMITED	2) ADITYA BIRLA FINANCE LIMITED	CATALYST TRUSTEESHIP LIMITED (on behalf of TATA CAPITAL HOUSING FINANCE LIMITED)	CATALYST TRUSTEESHIP LIMITED (on behalf of TATA CAPITAL HOUSING FINANCE LIMITED)	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	Tata Capital Financial Services Limited	Tata Capital Financial Services Limited	360 One Prime Ltd (formerly IIFL Wealth Prime Limited)	Infra Finance Pvt Ltd	Infra Finance Services Private Limited	Tata Capital Housing Finance Limited	Arka Fincorp Ltd	
Borrower(s)	3) KALPATARU LAND PRIVATE LIMITED	3) Ananta Landmarks Private Limited	Kalpataru Land Private Limited	Kalpataru Land Private Limited	Shrawast Ventures LLP	5) Amber Orchards Private Limited	Abacus Real Estate Private Limited	Arduor Properties Private Limited	Kalpataru Urbanscape LLP	Ambrosia Real Estate Private Limited	Kalpataru Constructions (Pvt) Ltd	Klassik Vinyl Products LLP	Kalpataru Retail Ventures Pvt Ltd	
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No	No	No	No	No	No	No	No	No	No	No	No	No	
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) 2,22,976	55,83,51,850.00	88,36,93,103.25	21,33,50,048.75	11,25,85,168.15	48,35,28,487.65	25,48,30,000.00	1,41,57,22,080.65	48,81,29,136.05	1,43,34,18,750.00	95,56,12,500.00	1,52,89,80,000.00	1,21,42,64,950.00	
Amount involved (against which shares have been encumbered) (B)	23,03,54,578	11,00,05,000	3,78,06,000	48,00,00,000.00	30,00,00,000.00	65,00,00,000.00	50,00,00,000.00	50,00,00,000.00	40,50,00,000.00	48,00,00,000.00	30,00,00,000.00	30,00,00,000.00	50,00,00,000.00	
Ratio of A/B	0.09	2.45	8.03	5.69	0.25	1.61	0.39	2.83	1.14	3.19	3.19	5.10	2.43	
End use of money	Borrowed amount to be utilized for: (A) Personal use by promoters and PACs (B) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	General Corporate Purpose of Borrower	General Corporate Purpose of Borrower	Repayment of Group Debt and/or loans and advances to Group	Repayment of Group Debt and/or loans and advances to Group	General Corporate Purpose	General Corporate Purpose	General Corporate Purpose	General Corporate Purpose	General Corporate Purpose	Repayment of Loan and advances taken by Group entities and General Corporate Purpose	Majority towards refinancing of existing group debts, with some amount can be utilized for real estate business	Repayment of Group debt and/or loans and advances to Group entities	Refinance of existing facilities (including IPO) to group companies Working capital General corporate purpose

Note 1: For all other pledges, value has been taken based on the current market price of the equity shares as on the date of event.  
 \*This figure shows net impact of pledge created and released by all the Promoters and Promoter group together.  
 Note 2: Pursuant to the merger of JMC Projects Limited with the Target Company, the Percentage of the Total share capital has been computed accordingly, which is based on the outstanding no. of shares as on 16-Jan-2023.  
 Note 3: Shares which were earlier pledged / encumbered against the Loan facility which has been repaid in full, does not form part of this Annexure.  
 Note 4: The total facility is Rs. 46 Crores from 360 One Prime Ltd (formerly IIFL Wealth Prime Limited) with respect to encumbrance 7 against which 95,158 Shares were already pledged by the Company, out of which 6,797 Shares were released on 30.10.2024, and remaining 88,361 shares are continue to be pledged as on date. Further, for the same facility, 7,68,787 shares have been pledged by Kalpataru Constructions Private Limited.  
 Note 5: The total facility is Rs. 30 Crores from 360 One Prime Ltd (formerly IIFL Wealth Prime Limited) with respect to encumbrance 8 and against which 4,08,883 shares were earlier pledged by the Company, out of which 29,192 shares have been released on 30.10.2024 and remaining 3,79,491 shares are all to be pledged as on date. Further, for the same facility, 1,81,837 shares have been pledged by Kalpataru Constructions Private Ltd.  
 Note 6: The total facility is Rs. 65 Crores from Tata Capital Financial Services Limited with respect to encumbrance 10 and against which 2,00,000 shares have been pledged by the Company and also 21,71,457 shares have been pledged by Kalpataru Constructions Private Ltd.  
 Note 7: The total facility of Rs. 40 Crores from 360 One Prime Ltd (formerly IIFL Wealth Prime Limited) with respect to encumbrance 12 and against which 3,85,528 shares were earlier pledged by the Company out of which 27,539 shares have been released on 30.10.2024 and remaining 3,57,987 shares are continue to be pledged as on date. Further for the same facility 4,03,916 Equity Shares are pledged by Kalpataru Constructions Private Limited.  
 Note 8: The total facility of Rs. 11.81 Crores from JM Financial Credit Solutions Ltd with respect to encumbrance 1 against which 7,02,875 shares were earlier pledged by the Company, which is fully repaid and 7,02,800 shares were released on 11.12.2023, however, pledged over 175 shares are still in favour of JM Financial Credit Solutions Ltd as on date.  
 Note 9: The total facility of Rs. 50 Crores from Tata Capital Financial Services Ltd with respect to encumbrance 11 and against which 14,27,300 shares were earlier pledged by the Company out of which 316,189 shares were released by Tata Capital Financial Services Ltd on 19.10.2024 and therefore total shares on which pledged have been created by the Company are 11,11,111 as on date.  
 Note 10: The total facility of Rs. 23.04 Crores from Aditya Birla Finance Ltd with respect to encumbrance 2 and against which 6,00,000 shares were earlier pledged by the Company out of which 1,000 shares were released by Aditya Birla Finance Ltd on 23.10.2024 and therefore total shares on which pledged have been created by the Company are 4,39,000 as on date.  
 Note 11: The total facility of Rs. 45 Crores from Infra Finance Pvt Ltd with respect to encumbrance 14 and against which 12,00,000 shares were earlier pledged by the Company in favour of Infra Finance Pvt Ltd, out of which 75,000 shares were released on 27.06.2024 and remaining 11,25,000 shares are continue to be pledged as on date.  
 Note 12: The total facility of Rs. 22 Crores from Tata Capital Housing Finance Ltd (TCHFL) with respect to encumbrance 3 and against which 15,46,155 shares were earlier pledged by the Company out of which 6,46,000 shares were released by TCHFL on 17.05.2024 and therefore total shares on which pledged have been created by the Company are 6,03,555 as on date.  
 Note 13: The total facility of Rs. 8 Crores from Tata Capital Housing Finance Ltd (TCHFL) with respect to encumbrance 4 and against which 6,20,845 shares were earlier pledged by the Company out of which 3,53,460 shares were released by TCHFL on 17.05.2024 and therefore total shares on which pledged have been created by the Company are 1,67,445 as on date.  
 Note 14: With respect to the total facility of Rs. 30 Crores availed by Kalpataru Constructions (Pvt) Ltd from Infra Finance Services Private Limited with respect to encumbrance 15, the Company had earlier pledged 8,57,145 Equity Shares in favour of Infra Finance Pvt Ltd, out of which 1,07,145 shares were released on 27.06.2024 and remaining 7,50,000 are continue to be pledged as on date.  
 Note 15: With respect to encumbrance 16, the total facility of Rs. 45 Crores availed by Klassik Vinyl Products LLP from Tata Capital Housing Finance Limited against which the Company has pledged 12,00,000 Equity Shares on 17.05.2024.  
 Note 16: With respect to encumbrance 17, the total facility of Rs. 50 Crores availed by Kalpataru Retail Ventures Pvt Ltd from Arka Fincorp Ltd against which the Company has pledged 853,009 Equity Shares on 31.10.2024.

For K C Holdings Private Limited

  
 Anil K. Shrivastava  
 Authorized Signatory  
 Place: Mumbai  
 Date: 05th November, 2024