

27th May 2023

To,
Listing Operations, **BSE Limited,**P.J.Towers,
Dalal Street,
Mumbai – 400 001.

**Scrip Code** : **540696** 

Scrip ID : KCDGROUP

Dear Sir/Madam,

Ref: Board Meeting Outcome dated 15<sup>th</sup> May 2023 for proposed Rights Issue of KCD

**Industries India Limited.** 

Sub: Newspaper advertisement under Regulation 47 of SEBI (Listing Obligations &

**Disclosure Requirements) Regulations 2015.** 

As mentioned in above cited subject, enclose herewith the newspaper advertisement published on 27<sup>th</sup> May 2023 in the following newspapers:

- 1) English Newspaper (Having Nationwide circulation)
- 2) Hindi Newspaper (Having Nationwide circulation)
- 3) Marathi Newspaper (Having Regional circulation)

Kindly take the above information on your records.

Thanking You,

#### For KCD Industries India Limited

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Date: 2
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Digitally signed by RAJIV CHANDULAL DARJI Date: 2023.05.27 14:29:57 +05'30'

Rajiv Darji Managing Director DIN: 02088219

#### KCD INDUSTRIES INDIA LIMITED

Corporate Division
501, Ruby Crescent Business Boulevard,
Ashok Chakravati Road, Above Axis Bank,
Kandivali (East), Mumbai - 400 101.
Tel.: +91 91373 22030
Email: compliance@kcdindustries.com
CIN: L70100MH1985PLC301881



**FINANCIAL EXPRESS** 

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold or sell securities. This is not an announcement for the offer document, All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated 19 May, 2023 the "Letter of Offer" or ("LOF") filed with the BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI").

# KCD INDUSTRIES INDIA LIMITED

"Ruchika Industries India Limited" vide RoC Certificate dated 23rd November 2001. Later, name of the Company has been changed from "Ruchika Industries India Limited" vide RoC certificate dated October 04, 2019. For details of changes in name and registered office of our Company, see 'General Information' beginning on page 39.

Registered Office: 1501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai - 400101, Maharashtra, India. Corporate Office: 1101-1102, Techno Park, New Link Road, Near Eskay Resort, Borivali (West), Mumbai - 400 092.

Tel: +91 77159 54966 | E-mail: compliance@kcdindustries.com | Website: www.kcdindustries.com | Corporate Identification Number: L70100MH1985PLC301881 | Managing Director and CFO: Mr. Rajiv Chandulal Darji

## PROMOTERS OF OUR COMPANY IS MR. RAJIV CHANDULAL DARJI

RIGHTS ISSUE OF 2.71.42.857 (TWO CRORES SEVETY ONE LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN) PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEE ONE ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹18.00/- (RUPEES EIGHTEEN ONLY) PER RIGHTS SHARE (TO BE ISSUED AT PREMIUM OF ₹17.00/- (RUPEES SEVENTEEN ONLY)WITH THE FACE VALUE OF THE EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP ₹48,85,71,426.00/- (RUPEES FORTY-EIGHT CRORES EIGHTY-FIVE LAKHS SEVENTY-ONE THOUSAND FOUR HUNDRED AND TWENTY SIX ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF KCD INDUSTRIES INDIA LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 19 (NINTEEN) RIGHT SHARES FOR EVERY 7 (SEVEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, MAY 19, 2023 ('ISSUE'). THE ISSUE PRICE IS AT PREMIUM WITH THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS. KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 110 OF THIS LETTER OF OFFER.

\*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares

Amount Payabl e per Rights Equity Share	Face Value	Premium	Total	
On Application	₹0.25	₹4.25	₹4.50	
One or more calls, subsequent calls as may be determined by the Board/ Committee	₹0.75	₹12.75	₹13.50	
Total	₹1.00/-	₹17.00/-	₹18.00/-	

ISSUE PROGRAMME ISSUE CLOSES ON\*\* **ISSUE OPENS ON** LAST DATE OF ON-MARKET RENUNCIATIONS\* Wednesday, May 31, 2023 Friday, June 9, 2023 Wednesday, June 14, 2023

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*\* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Simple, Safe, Smart way of Application - Make use of it!!!

PROCEDURE FOR APPLICATION: In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS: An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA

enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRec ognisedFpi=yes&intmld=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs in case of Applications made through ASBA facility. The Company, its directors, employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

For further details, kindly refer to "Procedure for Application through the ASBA process" on page 122 of the Letter of Offer.

PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM: Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, i.e. Friday, May 19, 2023 and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least. one day before the Issue Closing Date;
- The Eligible Equity Shareholders can access the Common Application Form from

Access of Documents on the website of	URL of websites
Company	http://kcdindustries.com
Registrar to the Issue	https://www.skylinerta.com/downloads_page.php
BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/
Fligible Equity Shareholders can obtain the details	of their respective Rights Entitlements from the website of the Registrar (i.e. www.skylinerta.com) by entering their DE

- ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. http://kcdindustries.com);
- e) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM: PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNTIN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD. DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI (ICDR) Regulations, ASBA Circular, our Company will send/dispatch at least 3 (Three)

days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Further the Rights Entitlement Letter, Abridge letter of offer along with the Common Application Form has been completed in electronic form through email on May 25, 2023 and by Speed Post on May 25, 2023 by the Registrar to the Issue.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) on the websites of:

Access of Documents on the website of	URL of websites	
Company	http://kcdindustries.com	
Registrar to the Issue	https://www.skylinerta.com/downloads_page.php	
BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/	

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, and the issue of Rights Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form (including by way of electronic means) will not constitute an offer, invitation to, or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Rights Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Shares offered in the Issue will be deemed to have declared, represented, and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India)

AVAILABILITY OF APPLICATION FORM: The Common Application Form for the Rights Equity Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renouncees and Eligible Shareholders who have not received the Common Application Form can download the same from the websites of the Registrar at https://www.skylinerta.com/downloads\_page.php; the Company at http://kcdindustries.com stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE SHAREHOLDERS: In accordance with Regulation 77A of the SEBI (ICDR) Regulations, read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements May 23, 2023 and shall be admitted for trading on BSE Limited, subject to requisite approvals. Allotment of Rights Equity Shares shall be made in dematerialized form only, see 'Credits of Right Entitlements in demat accounts on of Eligible Shareholders' on page 113 of the Letter of Offer. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e https://www.skylinerta.com/ display ino rightissue php by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.kcdindustries.com)

APPLICATIONS ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper

shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED: The application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being 'KCD INDUSTRIES INDIA LIMITED';
- Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); Registered Folio Number/DP-ID and Client ID Number;
- d) Number of Equity Shares held as on Record Date;
- e) Allotment option only dematerialized form;
- f) Number of Rights Shares entitled to:
- Total number of Rights Shares applied for within the Rights Entitlements; h) Number of additional Rights Shares applied for, if any;
- Total Application Money at the rate of ₹18/- for Rights Shares;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB
- k) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name,
- address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules. 1) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity

Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to this Issue;

- m) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and In addition, all such Eligible Shareholders are deemed to have accepted the following:
- "I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the
- "US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and

under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. If we confirm that I am/ we are (a) not in the United States and eligible to

subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer

or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer. I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US

In cases where multiple Common Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Common Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having

any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com. Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date. MULTIPLE APPLICATIONS: In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application

can be made in respect of Rights Entitlements in each demat account of the Investor and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see 'Procedure for Applications by Mutual Funds' on page 154 of this Letter of Offer. In cases where multiple Common Application Forms are submitted, including cases where an Investor submits Common Application Forms along with a plain paper

Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in 'Capital Structure - Intention and extent of participation by our Promoters Chapter' on page 53 of this Letter of Offer.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Common Application Form or a plain paper Application is Wednesday, June 14, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Common Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the paragraph titled 'Basis of Allotment' on page 135 of this Letter of Offer.

Please note that on the Issue Closing Date for Applications through ASBA process shall be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted Please ensure that the Common Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail

received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS: The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors

Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

should have the demat Rights Entitlements credited/lying in his/ her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market

### On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under RE ISIN INE185U20019 allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, May 31, 2023 to Friday, June 9, 2023 The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the RE ISIN

INE185U20019 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The Investor can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their

The On Market Renunciation shall take place electronically on secondary market platform of Stock Exchanges under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

# Off Market Renunciation

The Investor may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to

the demat accounts of the Renouncees on or prior to the Issue Closing Date. The Investor holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the RE ISIN INE185U20019, allotted for the Rights Entitlement subject to requisite approvals, the details of the buyer and the details of the Rights

Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time. FRACTIONAL ENTITLEMENTS: The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 19 (Nineteen) Rights Equity

Shares for every 7 (Seven) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders having 1 (One) Equity Shares will be entitled 2 (Two) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements, However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one (1) additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, kindly refer to "Fractional Entitlements" on page 117 of the Letter of Offer.

LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE: The existing Equity Shares are listed and traded on BSE and Stock Exchanges (Symbol: KCDGROUP) under the ISIN: INE185U01027. The Rights Equity Shares shall be credited to a temporary RE ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary RE ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary RE ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

DISCLAIMER CLAUSE OF BSE LIMITED: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 106 of the Letter of offer.

DISCLAIMER CLAUSE OF SEBI: The Letter of Offer was not filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is less than ₹ 5000.00 lakhs. The present Issue being of less than ₹ 5,000 lakhs, NOTICE TO INVESTORS: No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter

of Offer has been filed with BSE for observations. Accordingly, the Rights Entitlements or the Right Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under such circumstances, Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Right Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the Issue of Rights Entitlements or the Right Shares, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlements or the Right Shares referred to in the Issue Materials.

Any person who makes an application to acquire the Rights Entitlement or the Right Shares offered in this Issue will be deemed to have declared, represented, warranted, and agreed that she/he is authorized to acquire the Rights Entitlement or the Right Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar or any other person acting on behalf of us reserve the right to treat any Application Form as invalid where we believe that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to Allot or issue any Rights Entitlement or Right Shares in respect of any such Application Form.

Neither the delivery of Issue Materials nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer

The contents of the Issue Materials should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of the offer of Right Entitlements or Right Shares. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of the Rights Entitlement or the Right Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Entitlement or the Right Shares regarding the legality of an investment in the Rights Entitlement or the Right Shares by such offeree or purchaser under any applicable laws or regulations.

The Right Entitlements or the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Right Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Right Shares. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time. For more details, please refer to the paragraph titled "Selling Restrictions" on page 106 of the Letter of Offer. The common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email, to email address if they have provided

an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. ESCROW COLLECTION BANK, ALLOTMENT ACCOUNT BANK, REFUND BANKER: Kotak Mahindra Bank Limited.

MONITORING AGENCY: Not Applicable FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes: Link / Email- ID Purpose Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors www.skylinerta.com/ Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders ipo@skylinerta.com Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company Updating of demat account details by Eligible Shareholders holding shares in physical form

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer. REGISTRAR TO THE ISSUE MANAGING DIRECTOR AND CFO

Skyline

Date: May 25, 2023

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D 153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110020, India

Tel No.: +91 011- 40450193-97

E-mail ID: ipo@skylinerta.com | Website: www.skylinerta.com SEBI Registration No: INR000003241 | Contact Person: Mr. Anuj Rana

Mr. Rajiv Chandulal Darji

かKCD

501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400101, Maharashtra, India

Tel: +91 77159 54966

Email: compliance@kcdindustries.com | Website: www.kcdindustries.com Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters, All grievances relating to the ASBA process may be

addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked. ASBA Account number On Behalf of the Board of Directors

For KCD Industries India Limited

Place: Mumbai

and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

Mr. Rajiv Chandulal Darji Managing Director & Chief Financial Officer

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated May 19, 2023 with the Securities and Exchange Board of India and BSE Limited. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, website of Stock Exchange where the Equity Shares are listed i.e. BSE at www.bseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 21 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

financialexp.epapr.in

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated 19 May, 2023 the "Letter of Offer" or ("LOF") filed with the BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI").



# CD INDUSTRIES INDIA LIMIT

Our Company was originally incorporated as public company under the Companies Act, 1956 in the name and style of "Ruchika Electronics Limited" bearing Registration Number 21039 dated May 25, 1985, issued by the Registrar of Companies, Delhi & Harvana. The Name of the Company was changed from "Ruchika Industries India Limited" vide RoC Certificate dated 23rd November 2001. Later, name of the Company has been changed from "Ruchika Industries" india Limited" vide RoC certificate dated October 04, 2019. For details of changes in name and registered office of our Company, see 'General Information beginning on page 39

> Registered Office: 1501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400101, Maharashtra, India Corporate Office: 1101-1102, Techno Park, New Link Road, Near Eskay Resort, Borivali (West), Mumbai - 400 092

Tel: +91 77159 54966 | E-mail: compliance@kcdindustries.com | Website: www.kcdindustries.com | Corporate Identification Number: L70100MH1985PLC301881 | Managing Director and CFO: Mr. Rajiv Chandulal Darji

#### PROMOTERS OF OUR COMPANY IS MR. RAJIV CHANDULAL DARJI

RIGHTS ISSUE OF 2.71.42.857 (TWO CRORES SEVETY ONE LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN) PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEE ONE ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹18.00/- (RUPEES EIGHTEEN ONLY) PER RIGHTS SHARE (TO BE ISSUED AT PREMIUM OF ₹17.00/- (RUPEES SEVENTEEN ONLY)WITH THE FACE VALUE OF THE EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP ₹48.85.71.426.00/- (RUPEES FORTY-EIGHT CRORES EIGHTY-FIVE LAKHS SEVENTY-ONE THOUSAND FOUR HUNDRED AND TWENTY SIX ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF KCD INDUSTRIES INDIA LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 19 (NINTEEN) RIGHT SHARES FOR EVERY 7 (SEVEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, MAY 19, 2023 ('ISSÙE'). THE ISSUE PRICE IS AT PREMIUN WITH THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 110 OF THIS LETTER OF OFFER.

\*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares

Amount Payabl e per Hights Equity Share	Face Value	Premium	Total
On Application	₹0.25	₹4.25	₹4.50
One or more calls, subsequent calls as may be determined by the Board/ Committee	₹0.75	₹12.75	₹13.50
Total	₹1.00/-	₹17.00/-	₹18.00/-
ICCUE DDOCDAMME			

ISSUE PROGRAMME **ISSUE OPENS ON** LAST DATE OF ON-MARKET RENUNCIATIONS\* **ISSUE CLOSES ON\*\*** Wednesday, May 31, 2023 Wednesday, June 14, 2023 Friday, June 9, 2023

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date. Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not

remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Simple, Safe, Smart way of Application - Make use of it!!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank

account, investors can avail the same. For details, check section on ASBA below. PROCEDURE FOR APPLICATION: In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before

making their Application through ASBA PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS: An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/Other/OtherAction.do?doRec Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within

the periods stipulated therein. Applications may be submitted at the Designated Branches of the SCSBs in case of Applications made through ASBA facility. The Company, its directors, employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts For further details, kindly refer to "Procedure for Application through the ASBA process" on page 122 of the Letter of Offer

PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHÖLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM: Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, i.e. Friday, May 19, 2023 and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date:

b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date

c) The Eligible Equity Shareholders can access the Common Application Form from

Access of Documents on the website of

Access of Documents on the website of	OTIE OF WEDSILES	
Company	http://kcdindustries.com	
Registrar to the Issue	https://www.skylinerta.com/downloads_page.php	
BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/	
	f their respective Rights Entitlements from the website of the Registrar (i.e. www.skylinerta.com) by entering their DP	

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ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. http://kcdindustries.com e) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common Application Form to the Designated Branch of the SCSB or online/electronic

Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM: PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNTIN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI (ICDR) Regulations, ASBA Circular, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard Further the Rights Entitlement Letter, Abridge letter of offer along with the Common Application Form has been completed in electronic form through email on May 25, 2023 and by Speed Post on May 25, 2023 by the Registrar to the Issue

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) on the websites of

	Access of Documents on the website of	URL of websites
	Company	http://kcdindustries.com
ı	Registrar to the Issue https://www.skylinerta.com/downloads_page.php	
	BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/
	Further, our Company will undertake all adequate st	eps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be
		strar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the
Ш	Abridged Letter of Offer the Rights Entitlement Letter	and the Application Form or delay in the receipt of the Letter of Offer the Abridged Letter of Offer the Rights Entitlement

placed in transit rms or the Rights Entitlement Letters are delayed or mis The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, and the issue of Rights Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form (including by way of electronic

Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the

means) will not constitute an offer, invitation to, or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Rights Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application

Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filling or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Shares offered in the Issue will be deemed to have declared, represented, and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India) AVAILABILITY OF APPLICATION FORM: The Common Application Form for the Rights Equity Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on

a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/dispatched at least three days before the Issue Opening Date. The Renouncees and Eligible Shareholders who have not received the Common Application Form can download the same from the websites of the Registrar at https://www.skylinerta.com/downloads\_page.php; the Company at http://kcdindustries.com and BSE at https://www.bseindia.com/ stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/ CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE SHAREHOLDERS: In accordance with Regulation 77A of the SEBI (ICDR) Regulations, read with

the SEBI Rights Issue Circulars, the credit of Rights Entitlements May 23, 2023 and shall be admitted for trading on BSE Limited, subject to requisite approvals. Allotment of Rights Equity Shares shall be made in dematerialized form only, see 'Credits of Right Entitlements in demat accounts on of Eligible Shareholders' on page 113 of the Letter of Offer. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e https://www.skylinerta.com/ display\_ipo\_rightissue.php by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.kcdindustries.com). APPLICATIONS ON PLAIN PAPER UNDER ASBA PROCESS: An Eliqible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application

to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper

shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED: The application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should

- contain the following particulars: a) Name of our Company, being 'KCD INDUSTRIES INDIA LIMITED';
- b) Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); Registered Folio Number/DP-ID and Client ID Number
- Number of Equity Shares held as on Record Date;
- Allotment option only dematerialized form; Number of Rights Shares entitled to;
- Total number of Rights Shares applied for within the Rights Entitlements
- Number of additional Rights Shares applied for, if any;
- Total Application Money at the rate of ₹18/- for Rights Shares; Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity
- Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to this Issue; m) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- o) In addition, all such Eligible Shareholders are deemed to have accepted the following:
- "I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and

under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to

subscribe for the Rights Equity Shares under applicable securities laws. (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. If We satisfy, and each account for which I/ we are acting satisfies. (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer. I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US

Securities Act. In cases where multiple Common Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Common Application Forms along with a plain paper Application, such Applications shall be liable to be rejected Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having

any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

MULTIPLE APPLICATIONS: In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investor and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple annlications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see 'Procedure for Applications by Mutual Funds' on page 154 of this Letter of Offer.

In cases where multiple Common Application Forms are submitted, including cases where an Investor submits Common Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in 'Capital Structure - Intention and extent of participation by our Promoters Chapter' on page 53 of this Letter of Offer.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Common Application Form or a plain paper Application is Wednesday, June 14, 2023 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Common Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before

the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the paragraph titled 'Basis of Allotment' on page 135 of this Letter of Offer. Please note that on the Issue Closing Date for Applications through ASBA process shall be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted

by the Stock Exchanges Please ensure that the Common Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mai received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS: The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/iving in his/ her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market

Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs

will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock

Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under RE ISIN INE185U20019 allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, May 31, 2023 to Friday, June 9, 2023 (both days inclusive)

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the RE ISIN INE185U20019 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The Investor can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their

The On Market Renunciation shall take place electronically on secondary market platform of Stock Exchanges under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will

issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI Off Market Renunciation

Issue being of less than ₹ 5,000 lakhs.

Date: May 25, 2023

The Investor may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

The Investor holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the RE ISIN INE185U20019 allotted for the Rights Entitlement subject to requisite approvals, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time

FRACTIONAL ENTITLEMENTS: The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 19 (Nineteen) Rights Equity

Shares for every 7 (Seven) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders having 1 (One) Equity Shares will be entitled 2 (Two) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one (1) additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, kindly refer to 'Fractional Entitlements" on page 117 of the Letter of Offer LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE: The existing Equity Shares are listed and traded on BSE and Stock

Exchanges (Symbol: KCDGROUP) under the ISIN: INE185U01027. The Rights Equity Shares shall be credited to a temporary RE ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary RE ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary RE ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

DISCLAIMER CLAUSE OF BSE LIMITED: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that th Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors

are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 106 of the Letter of offer DISCLAIMER CLAUSE OF SEBI: The Letter of Offer was not filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is less than ₹ 5000.00 lakhs. The present

NOTICE TO INVESTORS: No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with BSE for observations. Accordingly, the Rights Entitlements or the Right Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under such circumstances, Issue Materials must be treated as sent for nformation only and should not be acted upon for subscription to Right Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the Issue of Rights Entitlements or the Right Shares, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek

to subscribe to the Rights Entitlements or the Right Shares referred to in the Issue Materials. Any person who makes an application to acquire the Rights Entitlement or the Right Shares offered in this Issue will be deemed to have declared, represented, warranted, and agreed that she/he is authorized to acquire the Rights Entitlement or the Right Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction Our Company, the Registrar or any other person acting on behalf of us reserve the right to treat any Application Form as invalid where we believe that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to Allot or issue any Rights Entitl or Right Shares in respect of any such Application Form.

Neither the delivery of Issue Materials nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs

from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer The contents of the Issue Materials should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of the offer of Right Entitlements or Right Shares. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of the Rights Entitlement or the Right Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Entitlement or the Right Shares regarding the legality of an investment in the Rights Entitle Shares by such offeree or purchaser under any applicable laws or regulations.

The Right Entitlements or the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may

not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Right Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Right Shares, Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time. For more details, please refer to the paragraph titled "Selling Restrictions" on page 106 of the Letter of Offer. The common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email, to email address if they have provided

an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. ESCROW COLLECTION BANK, ALLOTMENT ACCOUNT BANK, REFUND BANKER: Kotak Mahindra Bank Limited. **MONITORING AGENCY:** Not Applicable

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes

i uipooc	Ellik / Elliali ID
Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of	
difficulties faced by the Investors	ununu aladinarta aara/
Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders	www.skylinerta.com/ ipo@skylinerta.com
Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company	ipo@skylineria.com
Updating of demat account details by Eligible Shareholders holding shares in physical form	
Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.	

**REGISTRAR TO THE ISSUI** MANAGING DIRECTOR AND CFO > KCD

Skyline	<b>¾</b> KCD
SKYLINE FINANCIAL SERVICES PRIVATE LIMITED	Mr. Rajiv Chandulal Darji
Tel No.: +91 011- 40450193-97  E-mail ID: ipo@skylinerta.com   Website: www.skylinerta.com	501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400101, Maharashtra, India  Tel: +91 77159 54966  Email: compliance@kcdindustries.com   Website: www.kcdindustries.com
	er for any pre- Issue/ post-Issue related matters. All grievances relating to the ASBA process may be

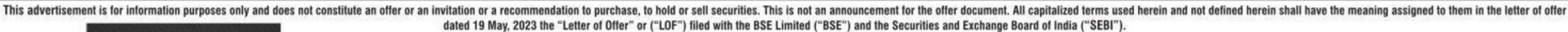
and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

On Behalf of the Board of Directors For KCD Industries India Limited Sd/

Mr. Rajiv Chandulal Darji Managing Director & Chief Financial Officer

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated May 19, 2023 with the Securities and Exchange Board of India and BSE Limited. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, website of Stock Exchange where the Equity Shares are listed i.e. BSE at www.bseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 21 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration There will be no public offering of Rights Equity Shares in the United States.

Link / Email- ID



# KCD INDUSTRIES INDIA LIMITED

"Ruchika Industries India Limited" vide RoC Certificate dated 23rd November 2001. Later, name of the Company has been changed from "Ruchika Industries India Limited" vide RoC certificate dated October 04, 2019. For details of changes in name and registered office of our Company, see 'General Information' beginning on page 39.

> Registered Office: 1501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandiyali (East), Mumbai - 400101, Maharashtra, India. Corporate Office: 1101-1102, Techno Park, New Link Road, Near Eskay Resort, Borivali (West), Mumbai - 400 092.

Tel: +91 77159 54966 | E-mail: compliance@kcdindustries.com | Website: www.kcdindustries.com | Corporate Identification Number: L70100MH1985PLC301881 | Managing Director and CFO: Mr. Rajiv Chandulal Darji

### PROMOTERS OF OUR COMPANY IS MR. RAJIV CHANDULAL DARJI

RIGHTS ISSUE OF 2,71,42,857 (TWO CRORES SEVETY ONE LAKHS FORTY TWO THOUSAND EIGHT HUNDRED AND FIFTY SEVEN) PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEE ONE ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹18.00/- (RUPEES EIGHTEEN ONLY) PER RIGHTS SHARE (TO BE ISSUED AT PREMIUM OF ₹17.00/- (RUPEES SEVENTEEN ONLY) WITH THE FACE VALUE OF THE EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT UP ₹48,85,71,426.00/- (RUPEES FORTY-EIGHT CRORES EIGHTY-FIVE LAKHS SEVENTY-ONE THOUSAND FOUR HUNDRED AND TWENTY SIX ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF KCD INDUSTRIES INDIA LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 19 (NINTEEN) RIGHT SHARES FOR EVERY 7 (SEVEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, MAY 19, 2023 ("ISSUE"). THE ISSUE PRICE IS AT PREMIUM WITH THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 110 OF THIS LETTER OF OFFER.

\*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares Amount Payabl e ner Rights Equity Share

ranount i ajust o por rugito equity onaro	THOU THING	1.10111111111	FOUNT
On Application	₹0.25	₹4.25	₹4.50
One or more calls, subsequent calls as may be determined by the Board/ Committee	₹0.75	₹12.75	₹13.50
Total	₹1.00/-	₹17.00/-	₹18.00/-
ISSUE PROGRAMME	:		N 3000000000000000000000000000000000000

1990E LURAMIME ISSUE CLOSES ON\*\* LAST DATE OF ON-MARKET RENUNCIATIONS\*

Wednesday, June 14, 2023 Wednesday, May 31, 2023 Friday, June 9, 2023 \*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the

demat account of the Renouncee(s) on or prior to the Issue Closing Date. \*\* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ISSUE OPENS ON** 

Simple, Safe, Smart way of Application - Make use of it!!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

PROCEDURE FOR APPLICATION: In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS: An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRec ognisedFpi=yes&intmld=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein. Applications may be submitted at the Designated Branches of the SCSBs in case of Applications made through ASBA facility. The Company, its directors, employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

For further details, kindly refer to "Procedure for Application through the ASBA process" on page 122 of the Letter of Offer. PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM: Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, i.e. Friday, May 19, 2023 and who have opened their demat accounts after the Record Date, shall adhere to following procedure

for participating in this Issue: a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;

b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

c) The Eligible Equity Shareholders can access the Common Application Form from:

Access of Documents on the website of	URL of websites
Company	http://kcdindustries.com
Registrar to the Issue	https://www.skylinerta.com/downloads_page.php
BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/
) Eligible Equity Shareholders can obtain the details	of their respective Rights Entitlements from the website of the Registrar (i.e. www.skylinerta.com) by entering their DP
ID and Client ID or Folio Number (in case of Eligib	le Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on

the website of our Company (i.e. http://kcdindustries.com) e) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM: PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNTIN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI (ICDR) Regulations, ASBA Circular, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/ dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Further the Rights Entitlement Letter, Abridge letter of offer along with the Common Application Form has been completed in electronic form through email on May 25, 2023. and by Speed Post on May 25, 2023 by the Registrar to the Issue

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) on the websites of

Access of Documents on the website of	URL of websites	
Company	http://kcdindustries.com	
Registrar to the Issue	https://www.skylinerta.com/downloads_page.php	
BSE Limited	https://www.bseindia.com/stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/	

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, and the issue of Rights Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form (including by way of electronic means) will not constitute an offer, invitation to, or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Rights Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Shares offered in the Issue will be deemed to have declared, represented, and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India)

AVAILABILITY OF APPLICATION FORM: The Common Application Form for the Rights Equity Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renouncees and Eligible Shareholders who have not received the Common Application Form can download the same from the websites of the Registrar at https://www.skylinerta.com/downloads\_page.php; the Company at http://kcdindustries.com and BSE at https://www.bseindia.com/ stock-share-price/kcd-industries-india-ltd/kcdgroup/540696/corp-announcements/

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE SHAREHOLDERS: In accordance with Regulation 77A of the SEBI (ICDR) Regulations, read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements May 23, 2023 and shall be admitted for trading on BSE Limited, subject to requisite approvals. Allotment of Rights Equity Shares shall be made in dematerialized form only, see 'Credits of Right Entitlements in demat accounts on of Eligible Shareholders' on page 113 of the Letter of Offer. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e https://www.skylinerta.com/ display ipo rightissue.php by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.kcdindustries.com).

APPLICATIONS ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED: The application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

a) Name of our Company, being 'KCD INDUSTRIES INDIA LIMITED'

b) Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

 Registered Folio Number/DP-ID and Client ID Number; d) Number of Equity Shares held as on Record Date;

e) Allotment option - only dematerialized form;

Number of Rights Shares entitled to:

www.readwhere.com

g) Total number of Rights Shares applied for within the Rights Entitlements;

Number of additional Rights Shares applied for, if any;

Total Application Money at the rate of ₹18/- for Rights Shares:

Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;

In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name,

address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.

Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to this Issue;

m) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

n) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and In addition, all such Eligible Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the

"US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and

under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to

subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

If We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer. If We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US

Securities Act. In cases where multiple Common Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Common Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having

any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com. Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before

the Issue Closing Date. MULTIPLE APPLICATIONS: In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application

can be made in respect of Rights Entitlements in each demat account of the Investor and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see 'Procedure for Applications by Mutual Funds' on page 154 of this Letter of Offer. In cases where multiple Common Application Forms are submitted, including cases where an Investor submits Common Application Forms along with a plain paper

Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in 'Capital Structure Intention and extent of participation by our Promoters Chapter' on page 53 of this Letter of Offer. LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Common Application Form or a plain paper Application is Wednesday, June 14, 2023,

i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Common Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before

the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the paragraph titled 'Basis of Allotment' on page 135 of this Letter of Offer.

Please note that on the Issue Closing Date for Applications through ASBA process shall be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges. Please ensure that the Common Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail

in place of application number. PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS: The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/ her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market

received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number

Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under RE ISIN INE185U20019 allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, May 31, 2023 to Friday, June 9, 2023 (both days inclusive)

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the RE ISIN INE185U20019 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The Investor can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their

The On Market Renunciation shall take place electronically on secondary market platform of Stock Exchanges under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI

The Investor may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

The Investor holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the RE ISIN INE185U20019, allotted for the Rights Entitlement subject to requisite approvals, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

FRACTIONAL ENTITLEMENTS: The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 19 (Nineteen) Rights Equity Shares for every 7 (Seven) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders having 1 (One) Equity Shares will be entitled 2 (Two) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one (1) additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, kindly refer to "Fractional Entitlements" on page 117 of the Letter of Offer.

LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE: The existing Equity Shares are listed and traded on BSE and Stock Exchanges (Symbol: KCDGROUP) under the ISIN: INE185U01027. The Rights Equity Shares shall be credited to a temporary RE ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary RE ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary RE ISIN shall be permanently deactivated

in the depository system of CDSL and NSDL. DISCLAIMER CLAUSE OF BSE LIMITED: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 106 of the Letter of offer.

DISCLAIMER CLAUSE OF SEBI: The Letter of Offer was not filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is less than ₹ 5000.00 lakhs. The present Issue being of less than ₹ 5,000 lakhs,

NOTICE TO INVESTORS: No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with BSE for observations. Accordingly, the Rights Entitlements or the Right Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under such circumstances, Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Right Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the Issue of Rights Entitlements or the Right Shares, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlements or the Right Shares referred to in the Issue Materials

Any person who makes an application to acquire the Rights Entitlement or the Right Shares offered in this Issue will be deemed to have declared, represented, warranted, and agreed that she/he is authorized to acquire the Rights Entitlement or the Right Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar or any other person acting on behalf of us reserve the right to treat any Application Form as invalid where we believe that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to Allot or issue any Rights Entitlement or Right Shares in respect of any such Application Form.

Neither the delivery of Issue Materials nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs

The contents of the Issue Materials should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of the offer of Right Entitlements or Right Shares. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of the Rights Entitlement or the Right Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Entitlement or the Right Shares regarding the legality of an investment in the Rights Entitlement or the Right Shares by such offeree or purchaser under any applicable laws or regulations.

The Right Entitlements or the Right Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Right Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Right Shares. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time. For more details, please refer to the paragraph titled "Selling Restrictions" on page 106 of the Letter of Offer. The common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email, to email address if they have provided

an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. ESCROW COLLECTION BANK, ALLOTMENT ACCOUNT BANK, REFUND BANKER: Kotak Mahindra Bank Limited.

MONITORING AGENCY: Not Applicable

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER. OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes:

and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors,

Link / Email- ID Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors www.skylinerta.com/ Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders ipo@skylinerta.com Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company

Updating of demat account details by Eligible Shareholders holding shares in physical form Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer. MANAGING DIRECTOR AND CFO

REGISTRAR TO THE ISSUE Skyline

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D 153 A. 1st Floor, Okhla Industrial Area, Phase - I. New Delhi - 110020, India

Tel No.: +91 011- 40450193-97

E-mail ID: ipo@skylinerta.com | Website: www.skylinerta.com

SEBI Registration No: INR000003241 | Contact Person: Mr. Anuj Rana

> KCD Mr. Rajiv Chandulal Darji

501, 5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai - 400101, Maharashtra, India

Tel: +91 77159 54966 Email: compliance@kcdindustries.com | Website: www.kcdindustries.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number

> On Behalf of the Board of Directors For KCD Industries India Limited Mr. Rajiv Chandulal Darji

Place: Mumbai Date: May 25, 2023

Managing Director & Chief Financial Officer Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated May 19, 2023 with the Securities and Exchange Board of India and BSE Limited. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, website of

Stock Exchange where the Equity Shares are listed i.e. BSE at www.bseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 21 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

Lucknow