

HARSH R. KILACHAND

Oriental House,
7, J. Tata Road,
Churchgate,
Mumbai-400 020.

To,
BSE Limited
Listing Department,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001.

Re: Scrip Code – 507180 - Kesar Enterprises Limited

Dear Sir / Madam,

Sub.: Disclosure in terms of Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

In accordance with the provisions of Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), I, Harsh Rajnikant Kilachand, Promoter of Kesar Enterprises Limited (“Target Company” or “TC”), hereby make intimation in respect of the inter-se-transfer / distribution of Equity Shares of the Target Company through off-market inter-se transfer in terms of Regulation 10(1)(a)(ii) of the Takeover Regulations.

I shall be glad to provide any further information or explanations as may be required by your good office.

Kindly acknowledge receipt and take the same on record.



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

CC to:

Kesar Enterprises Limited
Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020.

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Kesar Enterprises Limited	
2.	Name of the acquirer(s)	Harsh Rajnikant Kilachand	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Inter-se transfer of shares among qualifying persons as per Regulation 10(1)(a)(ii) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('Takeover Regulations') for reorganization / realignment of shareholding within the promoter and promoter group	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> • Whether disclosure was made and • Whether it was made within the timeline specified under the regulations. • Date of filing with the stock exchange. 	Yes. Yes. Yes. 26th August, 2024	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a.	Name of the Disposer transferor / seller	Harsh Family Trust Yes
	b.	Date of Acquisition	3rd September 2024
	c.	Number of shares / voting rights in respect of the acquisitions from each person mentioned in 7(a) above	#2,08,372 Equity Shares of INR 10/- each fully paid-up equity shares of TC from Harsh Family Trust. #Acquisition pursuant change of control of Promoter Group Entities: a) 24,72,155 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Kesar Corporation Private Limited, as Harsh Kilachand has acquired control over Kesar Corporation Private Limited. b) 32,25,699 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Seel Investment Private Limited, as Harsh Kilachand along with his immediate relatives has acquired control over Seel Investment Private Limited. c) 2,42,416 Equity Shares of INR 10/- each fully paid-up equity shares of TC held by Indian Commercial Company Private Limited, as Harsh Kilachand along with Kesar Corporation Private Limited has acquired control over Indian Commercial Company Private Limited.

			Total holding of Harsh Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) amounts to 59,40,270 Equity Shares in TC.	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	<p>#2,08,372 Equity Shares representing 2.07% of total equity shares of TC.</p> <p>#Acquisition pursuant change of control of Promoter Group Entities:</p> <p>a) 24,72,155 Equity Shares amounting to 24.53 % of TC held by Kesar Corporation Private Limited, as Harsh Kilachand has acquired control over Kesar Corporation Private Limited.</p> <p>b) 32,25,699 Equity Shares amounting to 32.00 % of TC held by Seel Investment Private Limited, as Harsh Kilachand along with his immediate relatives has acquired control over Seel Investment Private Limited.</p> <p>c) 2,42,416 Equity Shares amounting to 2.40 % of TC held by Indian Commercial Company Private Limited, as Harsh Kilachand along with Kesar Corporation Private Limited has acquired control over Indian Commercial Company Private Limited.</p> <p>Total percentage holding of Harsh Kilachand (directly or through acquisition of control of Kesar Corporation Private Limited, Seel Investment Private Limited and Indian Commercial Company Private Limited) amounts to 58.93% of Equity Shares in TC.</p>	
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable as the transfer is by way of distribution on account of dissolution of trust and No is consideration involved.	
8.	Shareholding details		Pre-Transaction	
			No. of shares held	% w.r.t total share capital of TC
			No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee (*)	As per Annexure A	
	b	Each Seller / Transferor		

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Details of proposed transfer of shares of the TC:

- (i) 2,08,372/- Equity Shares, representing 2.07% of TC which has been transferred to Harsh Rajnikant Kilachand pursuant to dissolution of Harsh Family Trust ("Trust").
- (ii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of Kesar Corporation Private Limited. Kesar Corporation Private Limited is the promoter group entity of Kesar Enterprises Limited. Kesar Corporation Private Limited holds 24,72,155 Equity Shares, amounting to 24.53% of TC. The Equity Shares held by the Trust in Kesar Corporation Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iii) As a part of the dissolution of the Trust, the equity shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand, hence along with his immediate relatives, he has control of Seel Investment Private Limited. Seel Investment Private Limited is the promoter group entity of TC. Seel Investment Private Limited holds 32,25,699 Equity Shares, amounting to 32% of TC. The Equity Shares held by the Trust in Seel Investment Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.
- (iv) As a part of the dissolution of the Trust, the equity shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand, hence he has control of the Indian Commercial Company Private Limited along with Kesar Corporation Private Limited. Indian Commercial Company Private Limited is the promoter group entity of TC. Indian Commercial Company Private Limited holds 2,42,416 Equity Shares, amounting to 2.40% of TC. The Equity Shares held by the Trust in Indian Commercial Company Private Limited have been transferred to Harsh Rajnikant Kilachand. As the above transfer falls under Regulation 5(2) of the Takeover Regulations, such indirect acquisition is being regarded as a direct acquisition.

Therefore, the Acquirer hereby makes disclosure for general exemption for the aforesaid transaction / transfer in terms of Regulation 3(2) read with Regulation 5(2) and Regulation 10(6) of the Takeover Regulations.

Further, the Acquirer wishes to inform you that post transfer, there is no change in the shareholding of the Promoter & Promoter Group in the Target Company.



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

Annexure A
Name of the Target Company - Kesar Enterprises Limited

Sr.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting	% w.r.t total share	No. of shares /voting	% w.r.t total share
a)	Acquirer(s)/ Transferee(s):				
1	Harsh Rajnikant Kilachand	5,74,699	5.70%	7,83,071	7.77%
b)	Seller(s)/ Transferors(s):				
1	Harsh Family Trust	2,08,372	2.07%	Nil	Nil



Harsh Rajnikant Kilachand
Acquirer

Date: 6th September 2024
Place: Mumbai

