Rajya Vardhan Kanoria

A-45, Vasant Marg
Vasant Vihar
New Delhi 110057

BY FAX / SPEED POST / EMAIL

Dated: 23.02.2017

To, **The National Stock Exchange of India Limited ("NSE")** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	**To,** **BSE Limited** Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building P J Tower, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com

Dear Sir,

Please find enclosed herewith Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of any acquisition to be made in reliance upon exemption provided for in Regulation 10 (1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours sincerely,

RAJYA VARDHAN KANORIA

Encl: a/a

24/2/2017
133696

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	M/s. Kanoria Chemicals & Industries Limited. (KCIL) There is an indirect acquisition of shares and voting rights in KCIL by the Acquirer.
2.	Name of the acquirer(s)	Mr. Rajya Vardhan Kanoria There is an indirect acquisition of shares and voting rights in KCIL by the Acquirer.
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	YES R.V.Investment and Dealers Limited (RVIDL) is holding 32,10,120 (7.35%) shares in KCIL. Mr. Rajya Vardhan Kanoria is holding 41,484 (3.3934%) shares in RVIDL and Mrs. Sheela Devi Kanoria is holding 6,03,403 (49.3580%) shares in RVIDL. Mr. Sheela Devi Kanoria proposes to transfer her entire share holding in RVIDL to her son Mr. Rajya Vardhan Kanoria by way of gift. Mrs. Sheela Devi Kanoria is the mother of Mr. Rajya Vardhan Kanoria. Pursuant to the aforesaid gift transaction, the shareholding of Mr. Rajya Vardhan Kanoria in RVIDL shall increase from 41,484 (3.3934%) to 6,44,887 (52.7514%) shares In RVIDL.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mrs. Sheela Devi Kanoria Please note that Mrs. Sheela Devi Kanoria is not directly transferring any equity shares of the Target Company, however She is transferring 6,03,403 (49.3580%) shares in RVIDL which holds 32,10,120 (7.35%) shares in KCIL to the Acquirer as a Gift.
	b. Proposed date of acquisition	On or after 03.03.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	The Acquirer shall not directly acquire any shares in the Target Company but will acquire 6,03,403 (49.3580%) shares in RVIDL which holds 32,10,120 (7.35%) shares in KCIL.
	d. Total shares to be acquired as % of share capital of TC	The Acquirer shall not directly acquire any shares in the Target Company but will acquire 49.3580% shares in RVIDL which holds 7.35% shares in KCIL.
	e. Price at which shares are proposed to be acquired	Not applicable as there is no direct acquisition of shares of the Target Company. The transfer of shares of RVIDL between Mrs. Sheela Devi Kanoria and Mr. Rajya Vardhan Kanoria is in nature of Gift.
	f. Rationale, if any, for the proposed transfer	Inter se transfer between the Immediate Relatives
5.	Relevant sub-clause of regulation 10(1)(a) under	10(1)(a)(i)

	which the acquirer is exempted from making open offer				
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	71.64			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable as the acquisition is by way of gift i.e., without consideration.			
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of the proposed Acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The Aforesaid disclosures made during previous 3 years prior to the date of proposed Acquisition to be furnished	Yes the acquirer hereby declares that the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) have been duly complied with. Copy of disclosure under regulation 30(2) for last 3 financial years, as submitted by Vardhan Limited, Holding Company of KCIL, is attached.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes the acquirer hereby declare that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	– Acquirer(s) and PACs (other than sellers)(*)	As per Annexure-1		As per Annexure-1	
	– Seller (s)	As per Annexure-1		As per Annexure-1	

Note:

- (*) Shareholding of each entity may 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.

Signature: Rajya Vardhan Kanoria
Date: 23.02.2017
Place: New Delhi

Name of the Target Company : Kanoria Chemicals and Industries Limited (KCIL)

Annexure - 1

		Pre-Transaction			Transaction			Post Transaction		
Sl. No.	Particulars	Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital	Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital	Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital
Acquirers:										
1	RAJYA VARDHAN KANORIA	4,61,481	1.06%	1.06%	-	0.00%	0.00%	4,61,481	1.06%	1.06%
Sellers										
1	MRS. SHEELA DEVI KANORIA	12,144	0.03%	0.03%	0	0.00%	0.00%	12,144	0.03%	0.03%
Others entities forming part of Promoter group:										
1	Madhuvanti Kanoria	4,98,321	1.14%	1.14%	0	0.00%	0.00%	4,98,321	1.14%	1.14%
2	Saumya Vardhan Kanoria	5,56,440	1.27%	1.27%	0	0.00%	0.00%	5,56,440	1.27%	1.27%
3	Anand Vardhan Kanoria	4,34,739	0.99%	0.99%	0	0.00%	0.00%	4,34,739	0.99%	0.99%
4	Vardhan Ltd	2,61,33,872	59.81%	59.81%	0	0.00%	0.00%	2,61,33,872	59.81%	59.81%
5	R.V. Investment and Dealers Ltd ('RVIDL') (Note)	32,10,120	7.35%	7.35%	0	0.00%	0.00%	32,10,120	7.35%	7.35%
6	Kirtivardhan Finvest Services Limited	11,54,907	2.64%	2.64%	0	0.00%	0.00%	11,54,907	2.64%	2.64%
7	Others	57,000	0.13%	0.13%	0	0.00%	0.00%	57,000	0.13%	0.13%
	TOTAL PROMOTER HOLDING	**3,25,19,024**	**74.43%**	**74.43%**	**-**	**0.00%**	**0.00%**	**3,25,19,024**	**74.43%**	**74.43%**

Note: There would be no change in shareholding of Kanoria Chemicals & Industries Limited (KCIL). In the proposed trasaction, Smt. Sheela Devi Kanoria would Gift 6,03,403 (49.36%) equity shares in RVIDL, to her son Mr. Rajya Vardhan Kanoria. Since RVIDL holds 7.35% share capital of KCIL, this falls into Indirect Acquisition of Shares of KCIL.

Vardhan Limited

(CIN : U14293WB1947PLC015833)

Registered Office :
"KCI PLAZA" 7th Floor
23C, Ashutosh Chowdhury Avenue
Kolkata - 700019
Phone : 2454 3063 / 3447
Fax : 2454 3064

2nd April, 2014

The Manager – Listing
The National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Kanoria Chemicals & Industries Limited
"Park Plaza", South Block,
71, Park Street, (7th Floor),
Kolkata – 700 016

Re: **Kanoria Chemicals & Industries Limited (NSE: KANORICHEM) (BSE Code: 506525)**

Sub: **Continual Disclosure of Shareholding – SEBI (SAST) Regulations, 2011**

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the required information, in respect of the Promoters' Shareholding of 3,25,19,024 equity shares of Kanoria Chemicals & Industries Limited, representing 74.43% of the paid up share capital, as on 31st March, 2014 in the prescribed format is enclosed.

Please find the same in order.

Thanking you,

Yours faithfully,
For Vardhan Limited

Director

Encl: As above

Received
02/04/2014

Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

1	Name of the Target Company (TC)	**KANORIA CHEMICALS & INDUSTRIES LIMITED**		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed.	**NSE & BSE**		
3	Particulars of the shareholder(s) :			
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or			
b.	Name(s) of promoter(s), member of the promoter group and PAC with him	1) Vardhan Limited 2) Shri Shyam Sundar Kanoria 3) Smt. Sheela Devi Kanoria 4) Shri Rajya Vardhan Kanoria 5) Smt. Madhuvanti Kanoria 6) Shri Saumya Vardhan Kanoria 7) Shri Anand Vardhan Kanoria 8) Smt. Anjana Somany 9) Shri Abhishek Somany 10) R.V. Investment & Dealers Ltd. 11) Kirtivardhan Finvest Services Ltd.		
4	Particulars of the shareholding of person(s) mentioned at (3) above.	Number of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
	As of March 31st, 2014 , holding of:			
a)	Shares	32,519,024	74.43%	
b)	Voting Rights (otherwise than by shares)	-	-	
c)	Warrants	-	-	
d)	Convertible Securities	-	-	
e)	Any other instrument that would entitle the holder to receive shares in the TC.	-	-	
	Total	**32,519,024**	**74.43%**	

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

Note

1 In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

For VARDHAN LIMITED

Authorised Signatory/Director
Signarure of the Authorised Sugnatory

Place: Kolkata
Date: 2nd day of April, 2014

Vardhan Limited

(CIN : U14293WB1947PLC015833)

Registered Office :
"KCI PLAZA" 7th Floor
23C, Ashutosh Chowdhury Avenue
Kolkata - 700019
Phone : 2454 3063 / 3447
Fax : 2454 3064

2nd April, 2015

The Manager – Listing
The National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Kanoria Chemicals & Industries Limited
"Park Plaza", South Block,
71, Park Street, (7th Floor),
Kolkata – 700 016

Re: **Kanoria Chemicals & Industries Limited (NSE: KANORICHEM) (BSE Code: 506525)**

Sub: **Continual Disclosure of Shareholding – SEBI (SAST) Regulations, 2011**

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the required information, in respect of the Promoters' Shareholding of 3,25,19,024 equity shares of Kanoria Chemicals & Industries Limited, representing 74.43% of the paid up share capital, as on 31st March, 2015 in the prescribed format is enclosed.

Please find the same in order.

Thanking you,

Yours faithfully,
For Vardhan Limited

Kanoria Chemicals & Industries Ltd. Kolkata-16

02/04/2015

Director

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भारतीय डाक India Post

Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

PART - A - Details of Shareholding

1	Name of the Target Company (TC)	**KANORIA CHEMICALS & INDUSTRIES LIMITED**		
2	Name(s) of the Stock Exchange(s) where the shares of the TC are listed	**BOMBAY STOCK EXCHANGE & NATIONAL STOCK EXCHANGE**		
3	Particulars of the shareholder(s):			
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
	or			
b.	Names(s) of promoters(s), member of the promoter group and PAC with him.	VARDHAN LIMITED		
		R.V. INVESTMENT & DEALERS LIMITED		
		KIRTIVARDHAN FINVEST SERVICES LIMITED		
		SHYAM SUNDAR KANORIA		
		SHYAM SUNDAR KANORIA		
		SHEELA DEVI KANORIA		
		RAJYA VARDHAN KANORIA		
		MADHUVANTI KANORIA		
		SAUMYA VARDHAN KANORIA		
		ANAND VARDHAN KANORIA		
		ANJANA SOMANY		
		ABHISHEK SOMANY		
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number of Shares	% w.r.t. total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31st of the year 2015, holding of:			
	a) Shares	**3,25,19,024**	**74.43%**	**74.43%**
	b) Voting Rights (otherwise than by shares)	-	-	-
	c) Warrants	-	-	-
	d) Convertible Securities	-	-	-
	e) Any other instrument that would entitle the holder to receive shares in TC	-	-	-
	Total	**3,25,19,024**	**74.43%**	**74.43%**

PART - B

Name of the Target Company: KANORIA CHEMICALS & INDUSTRIES LIMITED

Name(s) of the person and Persons Acting in concert (PAC) with the person	Whether the person belongs to Promoter / Promoter group	PAN of the person and PACs
VARDHAN LIMITED	Yes	AAACV9794P
R.V. INVESTMENT & DEALERS LIMITED	Yes	AABCR4000P
KIRTIVARDHAN FINVEST SERVICES LIMITED	Yes	AABCK2706P
SHYAM SUNDAR KANORIA	Yes	AFQPK5332N
SHYAM SUNDAR KANORIA	Yes	AACHK9371E
SHEELA DEVI KANORIA	Yes	AFQPK5331R
RAJYA VARDHAN KANORIA	Yes	AFSPK6577M
MADHUVANTI KANORIA	Yes	AFSPK6576L
SAUMYA VARDHAN KANORIA	Yes	AFZPK5408A
ANAND VARDHAN KANORIA	Yes	AFZPK5407R
ANJANA SOMANY	Yes	ALFPS6256A
ABHISHEK SOMANY	Yes	AIYPS6275K

For VARDHAN LIMITED

Place: Kolkata

Date: 02.04.2015

Signature of the Authorised Signatory

Vardhan Limited

(CIN : U14293WB1947PLC015833)

Registered Office :
"KCI PLAZA" 7th Floor
23C, Ashutosh Chowdhury Avenue
Kolkata - 700019
Phone : 2454 3063 / 3447
Fax : 2454 3064
Email : nbfc@kirtivardhan.com

4th April, 2016

The Manager – Listing
The National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Kanoria Chemicals & Industries Limited
"Park Plaza", South Block,
71, Park Street, (7th Floor),
Kolkata – 700 016

Re: **Kanoria Chemicals & Industries Limited (NSE: KANORICHEM) (BSE Code: 506525)**

Sub: **Continual Disclosure of Shareholding – SEBI (SAST) Regulations, 2011**

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the required information, in respect of the Promoters' Shareholding of 3,25,19,024 equity shares of Kanoria Chemicals & Industries Limited, representing 74.43% of the paid up share capital, as on 31st March, 2016 in the prescribed format is enclosed.

Please find the same in order.

Thanking you,

Yours faithfully,
For Vardhan Limited

Director

Encl: As above

KANORIA CHEMICALS & INDUSTRIES LTD. CALCUTTA RECEIVED CONTENTS NOT VERIFIED

Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011				
PART - A - Details of Shareholding				
1	Name of the Target Company (TC)	**KANORIA CHEMICALS & INDUSTRIES LIMITED**		
2	Name(s) of the Stock Exchange(s) where the shares of the TC are listed	**BOMBAY STOCK EXCHANGE & NATIONAL STOCK EXCHANGE**		
3	Particulars of the shareholder(s):			
a.	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
	or			
b.	Names(s) of promoters(s), member of the promoter group and PAC with him.	VARDHAN LIMITED		
		R.V. INVESTMENT & DEALERS LIMITED		
		KIRTIVARDHAN FINVEST SERVICES LIMITED		
		SHYAM SUNDAR KANORIA		
		SHEELA DEVI KANORIA		
		RAJYA VARDHAN KANORIA		
		MADHUVANTI KANORIA		
		SAUMYA VARDHAN KANORIA		
		ANAND VARDHAN KANORIA		
		ANJANA SOMANY		
		ABHISHEK SOMANY		
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number of Shares	% w.r.t. total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31st of the year 2016, holding of:			
	a) Shares	**3,25,19,024**	**74.43%**	**74.43%**
	b) Voting Rights (otherwise than by shares)	-	-	-
	c) Warrants	-	-	-
	d) Convertible Securities	-	-	-
	e) Any other instrument that would entitle the holder to receive shares in TC	-	-	-
	Total	**3,25,19,024**	**74.43%**	**74.43%**

PART - B			
Name of the Target Company: KANORIA CHEMICALS & INDUSTRIES LIMITED			
	Name(s) of the person and Persons Acting in concert (PAC) with the person	Whether the person belongs to Promoter / Promoter group	PAN of the person and PACs
	VARDHAN LIMITED	Yes	AAACV9794P
	R.V. INVESTMENT & DEALERS LIMITED	Yes	AABCR4000P
	KIRTIVARDHAN FINVEST SERVICES LIMITED	Yes	AABCK2706P
	SHYAM SUNDAR KANORIA	Yes	AFQPK5332N
	SHEELA DEVI KANORIA	Yes	AFQPK5331R
	RAJYA VARDHAN KANORIA	Yes	AFSPK6577M
	MADHUVANTI KANORIA	Yes	AFSPK6576L
	SAUMYA VARDHAN KANORIA	Yes	AFZPK5408A
	ANAND VARDHAN KANORIA	Yes	AFZPK5407R
	ANJANA SOMANY	Yes	ALFPS6256A
	ABHISHEK SOMANY	Yes	AIYPS6275K

For VARDHAN LIMITED

Place: Kolkata

Date: 04.04.2016

Signature of the Authorised Signatory