

Rajya Vardhan Kanoria

**A-45, Vasant Marg
Vasant Vihar
New Delhi 110057**

BY FAX/COURIER/EMAIL

Dated: 03.03.2017

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 1 st Floor, New Trading Ring Rotunda Building P J Tower, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com
To, M/s. Kanoria Chemicals & Industries Limited 71, Park Street, Park Plaza Kolkata - 700016	

Dear Sir,

Please find enclosed herewith Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of shares or voting rights in the Target Company.

Thanking you,

Yours sincerely,


RAJYA VARDHAN KANORIA

Encl: a/a

06/03/2017
listing
138247

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Rajya Vardhan Kanoria There is an indirect acquisition of shares and voting rights in KCIL by the Acquirer.		
Whether the acquirer belongs to Promoter/Promoter group	Yes R.V.Investment and Dealers Limited (RVIDL) is holding 32,10,120 (7.35%) equity shares in KCIL. Mr. Rajya Vardhan Kanoria was holding 41,484 (3.3934%) equity shares in RVIDL and Mrs. Sheela Devi Kanoria was holding 6,03,403 (49.3580%) shares in RVIDL. Mrs. Sheela Devi Kanoria has transferred her entire share holding in RVIDL to 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 has increased from 41,484 (3.3934%) to 6,44,887 (52.7514%) shares in RVIDL.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) and BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)			

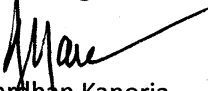
As per Annexure 1

Details of acquisition/sale a) Shares carrying voting rights acquired/sold b) VRs acquired /sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer.	There has not been any change in the direct shareholding of the Acquirer and seller in the Target Company. The shares of a Promoter Group Company, i.e. RVIDL, which holds 7.35% shares of the Target Company, have been gifted by Mother to her Son.
e) Total (a+b+c+/-d)	
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	As per Annexure 2
e) Total (a+b+c+d)	
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Transfer of shares of RVIDL (A Promoter Group Company holding 7.35% shares of Target Company – KCIL) by way of gift from Mother to Son
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	03.03.2017
Equity share capital / total voting capital of the TC before the said acquisition/sale	4,36,93,333 equity shares of face value of Rs. 5/- each i.e., Rs. 21,84,66,665/-
Equity share capital/ total voting capital of the TC after the said acquisition/sale	4,36,93,333 equity shares of face value of Rs. 5/- each i.e., Rs. 21,84,66,665/-
Total diluted share/voting capital of the TC after the said acquisition/sale	4,36,93,333 equity shares of face value of Rs. 5/- each i.e., Rs. 21,84,66,665/-

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 (Clause 35) of the Listing Agreement.

(**) 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.


Rajya Vardhan Kanoria
(Acquirer)

Signature of the acquirer / seller / Authorised Signatory

Place: Kolkata

Date: 03.03.2017

		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 transaction, 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.



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

Note: There has not been any change in shareholding of Kanoria Chemicals & Industries Limited (KCIL). Smt. Sheela Devi Kanoria has made Gift of 6,03,403 (49.36%) equity shares of RVIDL, to her son Mr. Rajya Vardhan Kanoria. Since RVIDL holds 7.35% share capital of KCIL, this is an Indirect Acquisition of Shares of KCIL.

