

MANAV INVESTMENT & TRADING COMPANY LIMITED

Date: 19.03.2021

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

BSE Limited
First Floor, New Trading Wing
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700001

Dear Sirs/Madam,

Sub: Disclosure in terms of Regulation 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed hereto declaration in Annexure- I in compliance of Regulation 31(1) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 with respect to creation of pledge on shares of Kesoram Industries Limited held by the Company.

Further pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019, we are enclosing herewith disclosure of reasons for encumbrance by the Promoter and Promoter group in respect of Shares of Kesoram Industries Limited held by the Company in Annexure - II.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For **Manav Investment And Trading Company Limited**


Constituted Attorney

CC: Kesoram Industries Limited
9/1, R.N. Mukherjee Road
Kolkata-700001



Encl: As above

Annexure - II

Format for disclosure of reasons for encumbrance

Name of listed company	KESORAM INDUSTRIES LIMITED
Name of the recognised stock exchanges where the shares of the company are listed	NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) BSE LIMITED (BSE) THE CALCUTTA STOCK EXCHANGE LIMITED (CSE)
Name of the promoter(s) / PACs whose shares have been encumbered	MANAV INVESTMENT AND TRADING COMPANY LIMITED
Total promoter shareholding in the listed company	No. of Shares - 7,57,61,340 % of Total Share Capital - 45.97%
Encumbered shares as a % of promoter shareholding	100.00%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1 (Date of creation of encumbrance: 18.03.2021)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge
No. and % of shares encumbered	No. of shares: 1,78,21,429 % of total share capital: 10.81%
Specific details about the encumbrance	
Name of the entity in whose favour shares encumbered (X)	Vistra ITCL (India) Limited
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No - Debenture Trustee
Names of all other entities in the agreement	Listed company and its group companies (if any) – Kesoram Industries Limited Other entities (if any) – Vistra ITCL (India) Limited, the Debenture Trustee
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Yes 1. Name of the Issuer - Kesoram Industries Limited 2. Details of the Debt Instrument - (i) 17,175 (Seventeen Thousand One Hundred And Seventy Five) Senior, Secured, Listed, Rated and Redeemable Non-Convertible Debentures of face value of INR 10,00,000/- each, aggregating to INR 1717,50,00,000 (Indian Rupees One Thousand Seven Hundred Seventeen Crores and Fifty Lakhs Only) in 3 (three) tranches (collectively, the "NCDs") and (ii) 4,599 (Four Thousand Five Hundred Ninety Nine) Secured Optionally Convertible Debentures of face value of INR 10,00,000/- each, aggregating to INR 459,90,00,000 (Indian Rupees Four Hundred Fifty Nine Crores and Ninety Lakhs Only) (collectively, the "OCDs"). 3. Listing on Stock Exchange - NCDs are listed on BSE WDM Segment. 4. Credit Rating - CRISIL 'D' for both the instruments. 5. ISIN - INE087A07651 (NCD); INE087A07669 (OCD).

Security Cover / Asset Cover

Value of shares on the date of event / agreement (A)	1,36,15,57,176.00
Amount involved (against which shares have been encumbered) (B) (in INR)	21,77,40,00,000.00
Ratio of A / B	6.25:100

End use of money

Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For the benefit of Listed Company i.e. Kesoram Industries Limited (details enclosed)
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For Manav Investment And Trading Company Limited

Constituted Attorney

Place: Kolkata

Date: 19.03.2021



DETAILS AS REQUIRED FOR ANNEXURE II

Particulars of Securities	Non-Convertible Debentures (NCD)		Optionally Convertible Debentures (OCD)
Type of Securities	Senior, Secured, Listed, Rated and Reedemable Non-Convertible Debentures (NCD)		Secured Redeemable Optionally Convertible Debentures (OCD)
Amount (in INR)	Rs. 1603.50 crores (Currently issuing Tranche I of the Series) Rs.63.90 crores (Tranche II) Rs.50.10 crores (Tranche III)		Rs. 459.90 crores
Purpose of raising fund	(i) Settlement of existing loans; (ii) payment of Identified Overdue Liabilities; (iii) payment of Additional Interest 1 and Additional Interest 2; (iv) meeting transaction expenses; (v) meeting general corporate expenses as approved by the Debenture Trustee; (vi) capital expenditure; and (vii) any other purpose approved by the Debenture Trustee.		(i) Settlement of existing loans; (ii) payment of Identified Overdue Liabilities; (iii) payment of Additional Interest 1 and Additional Interest 2; (iv) meeting transaction expenses; (v) meeting general corporate expenses as approved by the Debenture Trustee; (vi) capital expenditure; and (vii) any other purpose approved by the Debenture Trustee.
Schedule for utilisation of amount	As stated in DTD		As stated in DTD
Repayment schedule	Date	Amount for Tranche 1	95% of the OCDs are to be redeemed at the end of 17 months and 7days from the deemed date of allotment, and 5% of the OCDs are to be redeemed at the end of 17 months and 15 days from the deemed date of allotment.
	28-Feb-21	-	
	31-May-21	-	
	31-Aug-21	-	
	30-Nov-21	55.00	
	28-Feb-22	-	
	31-May-22	-	
	31-Aug-22	-	
	30-Nov-22	-	
	28-Feb-23	-	
	31-May-23	-	
	31-Aug-23	30.47	
	30-Nov-23	30.47	
	29-Feb-24	30.47	
	31-May-24	30.47	
	31-Aug-24	44.90	
	30-Nov-24	44.90	
	28-Feb-25	81.78	
	31-May-25	81.78	
	31-Aug-25	81.78	
	30-Nov-25	81.78	
	28-Feb-26	1009.70	
	Total	1603.50	

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