

March 22, 2021

To,

|                                                                                                                                                              |                                                                                                                                                                                 |                                                                                               |                                                                                                                                                                                                       |
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| Department of Corporate Services,<br><b>BSE Limited</b><br>14 <sup>th</sup> Floor, BSE Limited,<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | Listing Compliance Department<br><b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza,<br>Plot no. C/1, G Block, Bandra-Kurla Complex<br>Bandra (E) Mumbai - 400 051. | The Secretary<br><b>The Calcutta Stock Exchange Ltd.</b><br>7, Lyons Range, Kolkata – 700 001 | <b>Mr. Gujjula Srinivasa Reddy</b><br>Company Secretary & Compliance Officer,<br><b>Kesoram Industries Limited</b><br>Birla Building 9/1, 8th Floor, R N Mukherjee Road, Kolkata, West Bengal, 700001 |
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**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**Part-A- Details of the Acquisition**

|                                                                                                                                                                                   |                                                                                                                                                                                      |                                                                    |                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                | Kesoram Industries Limited (the 'Company')                                                                                                                                           |                                                                    |                                                                   |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                  | Vistra ITCL (India) Limited ('Vistra')<br>(In our capacity as Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 |                                                                    |                                                                   |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                        | No                                                                                                                                                                                   |                                                                    |                                                                   |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                             | BSE Limited (BSE)<br>National Stock Exchange of India Limited (NSE)<br>The Calcutta Stock Exchange Limited                                                                           |                                                                    |                                                                   |
| 5. Details of the acquisition as follows                                                                                                                                          | <b>Number</b>                                                                                                                                                                        | <b>% w.r.t. total share/voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>                                                                                        |                                                                                                                                                                                      |                                                                    |                                                                   |
| 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)          | -----                                                                                                                                                                                | -----                                                              | -----                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                            | -----                                                                                                                                                                                | -----                                                              | -----                                                             |
| <b>Details of acquisition</b>                                                                                                                                                     |                                                                                                                                                                                      |                                                                    |                                                                   |
| a) Shares carrying voting rights acquired                                                                                                                                         | -----                                                                                                                                                                                | -----                                                              | -----                                                             |
| b) VRs acquired otherwise than by equity 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 | -----                                                                                                                                                                                | -----                                                              | -----                                                             |
| d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                            | 2,60,41,587                                                                                                                                                                          | 18.26%                                                             | -----                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                            | <b>2,60,41,587</b>                                                                                                                                                                   | <b>18.26%</b>                                                      | -----                                                             |

|                                                                                                                                                                                                 |                                                                                                                              |               |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------------|-------------|
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                                           |                                                                                                                              |               |             |
| a) Shares carrying voting rights                                                                                                                                                                | ----                                                                                                                         | ----          | ----        |
| b) VRs otherwise than by equity 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) after acquisition      | ----                                                                                                                         | ----          | ----        |
| d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                                          | 2,60,41,587                                                                                                                  | 18.26%        | ----        |
| <b>Total (a+b+c+d)</b>                                                                                                                                                                          | <b>2,60,41,587</b>                                                                                                           | <b>18.26%</b> | <b>----</b> |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)                                                             | Encumbrance by way of Pledge                                                                                                 |               |             |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                         | Listed Equity Shares having Face value of Rs. 10 each                                                                        |               |             |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | <b>Date of pledge:</b> March 15, 2021, March 18, 2021 and March 19, 2021                                                     |               |             |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                               | 14,25,90,079 Equity Shares<br>(As per the Shareholding pattern available on BSE website for the quarter ended December 2020) |               |             |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                 | 14,25,90,079 Equity Shares<br>(As per the Shareholding pattern available on BSE website for the quarter ended December 2020) |               |             |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                         | —————                                                                                                                        |               |             |

**Note:**

2,60,41,587 Equity Shares of the Company have been pledged by Vistra on the above-mentioned dates in capacity as a Debenture trustee in order to secure the OCD's and NCD's issued by Kesoram Industries Limited.

*The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

For **Vistra ITCL (India) Limited**



**Authorized Signatory**

Place: Mumbai