

**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)	KALYANI INVESTMENT COMPANY LIMITED
2.	Name of the acquirer(s)	SUNDARAM TRADING & INVESTMENT PRIVATE LIMITED
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
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	BF Investment Limited
	b. Proposed date of acquisition	24 th January, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1,705,242
	d. Total shares to be acquired as % of share capital of TC	39.06%
	e. Price at which shares are proposed to be acquired	Rs.382 per share
	f. Rationale, if any, for the proposed transfer	Inter-se transfer amongst promoters
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii)
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.	N.A.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs.382 per share
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.	Attached in Annexure - 1



9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Attached in Annexure - 1			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Attached in Annexure - 1			
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
	a Acquirer(s) and PACs (other than sellers)(*)	Attached in Annexure – 2			
	b Seller (s)	Attached in Annexure – 2			

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.

For Sundaram Trading & Investment Private Limited
(Acquirer)



Director

Place : Pune

Date : 15 January, 2014

SUNDARAM TRADING AND INVESTEMENT PRIVATE LIMITED

15 January, 2014

Annexure - 1

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051
Fax - 022-2659 8237 /38, 2659 8347 /48
SYMBOL – KICL

Dept. of Corporate Services,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400 001.
Fax No.022-22723121/3719/2037
Scrip Code – 533302

The Secretary,
Pune Stock Exchange Ltd.,
'Shivleela Chambers',
752, Sadashiv Peth,
R. B. Kumathekar Marg,
Pune 411 030.
Fax No. 020-24460083

Company Name – Kalyani Investment Company Limited Sub – Interse Transfer

Declaration required under point 8,9 and 10 of the Format for Disclosures under Regulation 10(5) of SEBI (SAST) Regulations, 2011 :

We the acquirer namely Sundaram Trading & Investment Private Limited, do hereby declare and confirm in respect of the proposed inter se transfer amongst promoters that :

- i) the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable of the Format for Disclosure under Regulation 10(5) of SEBI (SAST) Regulations, 2011;
- ii) the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997);
- iii) all the conditions specified under regulation 10(1)(a) of SEBI (SAST) Regulations, 2011 with respect to exemptions have been duly complied with.

Thanking you,
For Sundaram Trading & Investment Private Limited
(Acquirer)



Director

Place – Pune
Date – 15 January, 2014

Annexure - 2

Point 11 of 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

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 - Sundaram Trading & Investment Pvt.Ltd. (A)	676,802	15.50	2,382,044	54.57
	Other Promoter Group (Other than the seller)				
1	Mr. B.N. Kalyani	111	0.00	111	0.00
2	Mr. Amit B. Kalyani	3,169	0.07	3,169	0.07
3	Mrs.Sugandha Hiremath	678	0.02	678	0.02
4	Mrs.S.B. Kalyani	774	0.02	774	0.02
5	Mrs.Sugandha Hiremath & Mr.Jay Hiremath	101	0.00	101	0.00
6	Ajinkya Investment & Trading Company	326,182	7.47	326,182	7.47
7	Ajinkyatara Trading Company Pvt. Ltd.	256	0.01	256	0.01
8	Lohagaon trading Company Pvt. Ltd.	7,000	0.16	7,000	0.16
	Sub-Total (B)	338,271	7.75	338,271	7.75
	Seller - BF Investment Limited (C)	1,705,242	39.06	-	-
	Grand Total (A) + (B) + (C)	2,720,315	62.32	2,720,315	62.32

For Sundaram Trading & Investment Pvt.Ltd.
(Acquirer)


Director

Place : Pune

Date : 15 January, 2014