

MANAV INVESTMENT & TRADING COMPANY LIMITED

Date: 01.02.2022

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 along with Annexure II for disclosure of reasons for encumbrance by the Promoter and Promoter group in respect to creation of pledge dated 31.01.2022 in favour of Vistra ITCL (India) Limited on 1,26,40,322 equity shares of Kesoram Industries Limited held by the Company.

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



Form for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrances / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)		KASORAM INDUSTRIES LIMITED									
Names of the Stock Exchanges where the shares of the target company are listed		NATIONAL STOCK EXCHANGE OF INDIA LIMITED BSE LIMITED THE CALCUTTA STOCK EXCHANGE LIMITED									
Date of reporting		01.02.2022									
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		MANAV INVESTMENT AND TRADING COMPANY LIMITED									
Details of the creation/investment/release of encumbrance											
Name of the promoter (s) or PAC with him*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares (creation (2)-(1))/release-(2)+(1)+/- investment-(4)+(3)+/-	No. of Shares	% of total share capital
			Type of event (creation/release-investment)	Date of creation/release-encumbrance	Type of encumbrance (pledge/hypothecation/disposal/underlying/others)	Reason for Encumbrance**	No. of Shares	% of total share capital			
Manav Investment And Trading Company Limited	5,43,19,456	4,09,59,679	Creation	31.01.2022	Pledge	Providing security for issue of Debentures by Kasoram Industries Limited, a Promotee and Associate of the Company	1,26,40,322	5.16%	Vistra ITCL (India) Limited (Trustee), on behalf of Entites (Lenders) as mentioned in Annexure 'A'	5,36,00,001	21.89%
Late Basant Kumar Borla	5,97,868	-				NA				-	0.00%
Smt. Rajashree Borla	4,827	-				NA				-	0.00%
Smt. Kumar Manglam Borla	445	-				NA				-	0.00%
Smt. Vasudhara Bajaj	8,541	-				NA				-	0.00%
Smt. Rajashree Mohla	-	-				NA				-	0.00%
Smt. Manjushree Khaitan	10,69,723	7,20,158				NA				7,20,158	0.29%
Smt. Vidula Jalan	1,71,381	-				NA				-	0.00%
Aditya Marketing & Manufacturing Private Limited	36,37,913	-				NA				-	0.00%
B K Borla Foundation	-	-				NA				-	0.00%
Borla Education Trust	9,54,171	-				NA				-	0.00%
Prakash Educational Society	9,10,922	-				NA				-	0.00%
Borla Educational Institution	3,62,643	-				NA				-	0.00%
Borla Institute of Technology & Science	15,15,806	-				NA				-	0.00%
Century Textiles & Industries Limited	76,00,502	-				NA				-	0.00%
Phani Investment And Industries Corporation Limited	4,65,48,750	-				NA				-	0.00%
Padmanav Investment Private Limited	28,20,948	-				NA				-	0.00%

Signature : **For Manav Investment And Trading Company Limited**

Constituted Attorney

Place : Kolkata
Date : 01.02.2022



(*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not
(**) For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
(***) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Annexure - 'A'

Sl. No.	NCD Subscribers	OCD Subscribers
1	Promontoria Holding 206 B.V.	Sarvara Investment Fund I
2	Mercer Investments (Singapore) Pte. Ltd.	Goldman Sachs India AIF Scheme - I
3	EISAF II Onshore Fund	EISAF II Onshore Fund
4	EW India Special Assets Fund II Pte Limited	Edelweiss India Special Situations Fund
5	EWON Pte Limited	EO Special Situations Fund
6	EFL Special Pte Limited	EF Special Situations Fund
7	ECL Finance Limited	ECL Finance Limited



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 - 12,03,23,896 % of Total Share Capital - 49.15%
Encumbered shares as a % of promoter shareholding	98.68%
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: 31.01.2022)
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: 1,26,40,322 % of total share capital: 5.16%

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 - Debentures (as per details enclosed) 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 proposed to be listed on BSE WDM Segment. 4. Credit Rating - CRISIL BB+ (Stable) for both the instruments. 5. ISIN - INE087A07651 (NCD); INE087A07669 (OCD).

Security Cover / Asset Cover

Value of shares on the date of event / agreement (A)	81,40,36,737.00
Amount involved (against which shares have been encumbered) (B) (in INR)	21,77,40,00,000.00
Ratio of A / B	3.74:100

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)	As security against the Non Convertible Debentures (NCD) and Optionally Convertible Debentures (OCD) by Kesoram Industries Limited. (details enclosed)
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For Manav Investment And Trading Company Limited


Constituted Attorney
Place: Kolkata
Date: 01.02.2022



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	<table><tr><th>Date</th><th>Amount for Tranche 1</th></tr><tr><td>28-Feb-21</td><td>-</td></tr><tr><td>31-May-21</td><td>-</td></tr><tr><td>31-Aug-21</td><td>-</td></tr><tr><td>30-Nov-21</td><td>55.00</td></tr><tr><td>28-Feb-22</td><td>-</td></tr><tr><td>31-May-22</td><td>-</td></tr><tr><td>31-Aug-22</td><td>-</td></tr><tr><td>30-Nov-22</td><td>-</td></tr><tr><td>28-Feb-23</td><td>-</td></tr><tr><td>31-May-23</td><td>-</td></tr><tr><td>31-Aug-23</td><td>30.47</td></tr><tr><td>30-Nov-23</td><td>30.47</td></tr><tr><td>29-Feb-24</td><td>30.47</td></tr><tr><td>31-May-24</td><td>30.47</td></tr><tr><td>31-Aug-24</td><td>44.90</td></tr><tr><td>30-Nov-24</td><td>44.90</td></tr><tr><td>28-Feb-25</td><td>81.78</td></tr><tr><td>31-May-25</td><td>81.78</td></tr><tr><td>31-Aug-25</td><td>81.78</td></tr><tr><td>30-Nov-25</td><td>81.78</td></tr><tr><td>28-Feb-26</td><td>1009.70</td></tr><tr><td>Total</td><td>1603.50</td></tr></table>	Date	Amount for Tranche 1	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	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.
Date	Amount for Tranche 1																																															
28-Feb-21	-																																															
31-May-21	-																																															
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