

7th March, 2024

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra

Scrip ID / Code: KDML / 539788


Subject: Declaration under Reg. 29(1) & (2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

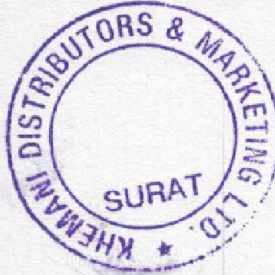
Dear Sir / Madam,

Please find enclosed herewith Disclosure under Regulation 29(1) & (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 received from Mr. Vijaykumar Khemani, Acquirer for the acquisition made by him along with Persons acting in concert (PACs) as per the Letter of Offer dated 5th February, 2024.

You are requested to take the same on your record.

Thanking you,
For KHEMANI DISTRIBUTORS & MARKETING LIMITED


MEGHAVI GONAWALA
Company Secretary
ACS: 63746



Encl.: as above

Khemani Distributors & Marketing Limited

Registered Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210, Gujarat
Tel. No.: 9737747888, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: L74300GJ2011PLC063520

From,
Vijaykumar Khemani
Address: B-1004, Surya Palace,
City Light,
Surat-395007, Gujarat

Date: 7th March, 2024

To, BSE Limited, Phirozen Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra	To, Khemani Distributors & Marketing Limited Plot D/91-92, Laxminarayan Ind. Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujarat
--	---

Subject: Disclosure under Regulation 29 (1) & (2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir / Madam,

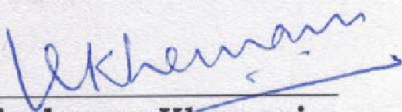
Enclosed herewith the Declaration in Annexure-A in compliance with the terms of Regulation 29 (1) & (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to acquisition of shares.

This is for the information and records of the Khemani Distributors & Marketing Limited (Target Company) and the Stock Exchange (BSE SME).

Kindly take the same on your record.

Thanking You,

On behalf of the Acquirers, PACs and the Promoter and Promoter Group,


Vijaykumar Khemani
(Acquirer)

CC to -
The Company Secretary
Khemani Distributors & Marketing Limited

ANNEXURE-A

Disclosures under Regulation 29(1) & (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Khemani Distributors & Marketing Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer : Vijaykumar Khemani PAC-1: BSAS Infotech Limited PAC 2 : ONYX Partners PAC 3 : Vijaykumar Mangturam Khemani HUF PAC 4 : Gryffin Advisory Services Private Limited Other Promoter / Promoter Group entities: Amit Vijaykumar Khemani Avinash Vijaykumar Khemani Sanju Avinash Khemani Anupa Amit Kumar Khemani Sushila Devi Khemani Dimple Pradeep Mansinghka		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE SME		
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 by acquirer along with PACs under consideration, holding of :			
a) Shares carrying voting rights	1,12,75,200	49.08	49.08
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	--	--	--
c) Voting rights (VR) otherwise than by shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitle the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	1,12,75,200	49.08	49.08
e) Total (a+b+c+d)			

Details of acquisition /sale*			
a) Shares carrying voting rights acquired/sold	6149200 [^]	26.77	26.77
b) VRs acquired/sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitle 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	--	--	--
e) Total(a+b+c+/-d)	6149200	26.77	26.77

After the acquisition by acquirer along with PACs, holding of:			
a) Shares carrying voting rights	17424400	75.84	75.84
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitle the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
e) Total(a+b+c+d)	17424400	75.84	75.84
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Through three share purchase agreements (as defined in the Letter of Offer dated February 05, 2024) and consequently validly tendered shared under the open offer		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	05/03/2024		
Equity share capital/total voting capital of the TC before the said acquisition/sale	22974000 Equity shares of Rs. 5/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	22974000 Equity shares of Rs. 5/- each		
Total diluted share/voting capital of the TC after the said acquisition	22974000 Equity shares of Rs. 5/- each		

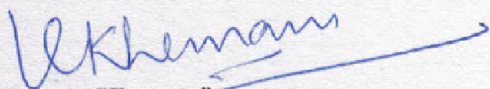
[^] The number of shares acquired is cumulative of the equity shares acquired through Share Purchase Agreement 1, Share Purchase Agreement 2 and Share Purchase Agreement 3 (hereinafter referred as "SPA 1", "SPA 2" and "SPA 3" and defined under the Letter of Offer dated February 05, 2024, which triggered the open offer and the shares validly tendered and acquired under the open offer process. The shares acquired through

SPAs are credited in separate Demat Escrow Account(s) by the respective sellers in terms of the SPA 1, SPA 2 and SPA 3, which shall be transferred to the Acquirer upon fulfillment of necessary conditions of "closure of Agreement" and the time frame mentioned under the SPA 1, SPA 2 and SPA 3.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 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.

On behalf of the Acquirers, PACs and the Promoter & Promoter Group,



(Vijaykumar Khemani)
Acquirer

Place: Surat

Date: 07/03/2024