

Kherapati Vanijya Limited

21, Strand Road, Kolkata – 700 001

Phone: 2230-9601 (4 Lines), 2210 4827, Telefax: 033-2210 6167

Website: www.kherapativanijya.com, E-Mail: kvl@bangurgroup.com

CIN: L51109WB1982PLC034908 GSTIN: 19AABCK3255D1ZR

8th April, 2025

To,
The Head,
Listing Department,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata – 700001

Dear Sir / Madam,

Re: Outcome of the Board Meeting

Scrip Code: 10021143

The Board at its meeting held today i.e. 8th April, 2025, transacted the following items of business:

Due-Diligence Report and Voluntary Delisting

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 10 and other applicable provisions, if any, of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (SEBI Delisting Regulations), as amended, reviewed and took on record the due-diligence report dated 28.03.2025 issued by Shri Mukesh Chaturvedi, a Peer-Reviewed Company Secretary in Whole-time Practice having FCS:11063, CoP: 3390 and Unique Firm Registration No.939/2020, of Kolkata and thereafter approved the proposal of the Acquirer Shri Hemant Bangur for voluntary delisting of the equity shares of the Company from The Calcutta Stock Exchange Ltd. (CSE), the only stock exchange where the equity shares of the company are presently listed.

Copy of due-diligence report dated 28.03.2025 and reconciliation of share capital audit report dated 10.01.2025 issued by Shri Mukesh Chaturvedi, a Peer-Reviewed Practicing Company Secretary, are enclosed pursuant to Regulation 10(5) of the SEBI Delisting Regulations.

Extra Ordinary General Meeting and Record Date or Date of Closure of Transfer Books

The Board has decided to convene an Extra Ordinary General Meeting of the members of the Company on Saturday, the 10th day of May, 2025 at 11:30 A.M. through e-voting to seek consent of the members of the Company by way of Special Resolution to consider and approve the proposal of voluntary delisting of equity shares of the Company from The Calcutta Stock Exchange Limited, the only stock exchange where the equity shares of the Company are presently listed.

The Share Transfer Books and Register of Members will remain closed from 4th May, 2025 to 10th May, 2025 (both days inclusive).

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The meeting of the Board started at 11:00 A.M. and concluded at 11:45 A.M.

Kindly take the same on record.

Yours Faithfully
For Kherapati Vanijya Ltd.

Kishan Gopal Lohia
(Kishan Gopal Lohia)
CEO & Director
DIN: 00021344



Encl.: As stated

Mukesh Chaturvedi

B.COM (HONS.), L.L.B., DSW, FCS
Company Secretary in whole time practice,
169, ARABINDA SARANI,
KOLKATA-700006
Email: csmukeshc@gmail.com
PHONE NO.: 98302-76262

DUE DILIGENCE REPORT for M/s KHERAPATI VANIJYA LIMITED *[Pursuant to Regulation 10(3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]*

To,
The Board of Directors
M/s KHERAPATI VANIJYA LTD.
21, Strand Road,
Kolkata - 700001

In terms of Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**"), I, CS Mukesh Chaturvedi, Peer Reviewed Practicing Company Secretary, has been appointed vide the Resolution of the Board of Directors passed by M/s **KHERAPATI VANIJYA LIMITED** (hereinafter referred to as the "**Company**") having CIN: L51109WB1982PLC034908 and having registered office at 21, Strand Road, Kolkata-700001 in the meeting held on 27.03.2025 to carry out the due diligence in accordance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("**DDR**").

Background:

1. In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 21.03.2025 ("**Initial Public Announcement**") was issued on behalf of Shri Hemant Bangur, an acquirer as defined in the Delisting Regulations ("**Acquirer**") *inter alia* expressing his intention to:
 - (a) Acquire 347200 fully paid up equity shares of the Company [("Small Company" as per Regulation 35 of SEBI (Delisting of Equity Shares Regulations, 2021)], having a face value of INR 10 each, ("**Equity Shares**") representing 25.72 % of the Listed Capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "**Public Shareholders**"), either individually / collectively or together with other members of the Promoter Group or along with the persons acting in concert, as the case may be; and
 - (b) Consequently, voluntarily delist the Equity Shares from the only stock exchange where the equity shares of the company are presently listed namely The Calcutta Stock Exchange Limited (collectively, "**Stock Exchanges**"), by making a delisting offer in accordance with the SEBI (Delisting of Equity Shares) Regulations ("**Delisting Proposal**"), 2021.
2. The present Capital structure including the details of the Authorised, Subscribed, Issued, Paid-up and Listed Equity share Capital of the Company is placed at **Annexure I**.
3. Shareholding Pattern of the Company as on 27.03.2025 is placed at **Annexure II**.
4. The distribution of public shareholding as on 27.03.2025 is as per **Annexure III**.
5. The list of Top Fourteen entire public shareholders (other than Acquirer and promoter) as on 27.03.2025 is placed at **Annexure IV**.



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Mukesh Chaturvedi

B.COM (HONS.), L.L.B., DSW, FCS
Company Secretary in whole time practice,
169, ARABINDA SARANI,
KOLKATA-700006
Email: csmukeshc@gmail.com
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Verification:

1. On the basis of the information furnished by the Board of Directors of the Company, as required under sub-regulation 2 of Regulation 10 of the Delisting Regulations, 2021, for the purpose of carrying out the due diligence, I have examined the following:

(a) There was no buying, selling and dealing in the Equity Shares of the Company by the Acquirer or their related entities (including members of Promoter Group) during the period of two years prior to the date of Board Meeting (i.e. 27.03.2025) held to consider the Delisting Proposal ("Review Period") including the details of the Top Fourteen entire public shareholders, for the said period;

(b) The details of off-market transactions of the aforesaid persons/ shareholders for the Review Period;

(c) Relevant additional document / filing / records / information such as Annual Return (i.e. MGT-7) filed by the Company during last two years and certificate given by Company that there was no transfer of equity shares during the period 01.04.2024 to 27.03.2025 (to fill up the additional documents examined) including the information mentioned in clauses (a) and (b), as sought and made available to me and the explanations provided by the Company.

2. For the purpose of verifying applicability and compliance of securities laws, we have identified the following regulations and their applicability:

Regulations	Acquirer and their related entities (including members of Promoter Group)	Top 14 entire Public Shareholders, if any
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) as amended from time to time.	Wherever Applicable	
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (SEBI PIT Regulations) as amended from time to time.	Wherever Applicable	
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) as amended from time to time.	Wherever Applicable	
The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations).	Not Applicable	

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Observation:

Basis review of the aforesaid information / document, set out below is my observations:

a) For Acquirer and their related entities:

a. During the Review Period, I did not notice any change in the shareholding of the Acquirer and their related entities.

b. As on date, the Acquirer Shri Hemant Bangur holds 92000 Equity Shares in demat form representing 6.81% paid up Equity Share Capital of the Company.

b) For Top Fourteen Shareholders:

i) During the Review Period, Top Fourteen Public Shareholders (entire) overall hold 3,47,200 Equity Shares of the Company representing 25.72% paid-up Equity Share Capital of the Company.

ii) The Acquirer has confirmed that neither of them nor their related entities or other members of the Promoter Group have any connection, direct or indirect, with the Top Fourteen Public Shareholders (entire), if any.

Certification:

I hereby certify that, during the Review Period:

- The buying, selling and dealing in the equity shares of the company carried out by the Acquirer or its related entities and the Top fourteen entire Public Shareholders, is in compliance with the applicable provisions of securities laws;
- The Acquirer has not, directly or indirectly, –
 - (a) employed any device, scheme or artifice to defraud any shareholder or other person; or
 - (b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
 - (c) engaged in any act or practice that is fraudulent, deceptive or manipulative –

in connection with delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations.

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Mukesh Chaturvedi

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Assumption & Limitation of Scope & Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. This DDR is based on due diligence of information shared by the Company for our review. My responsibility is to give report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative as are used in the SEBI Delisting Regulations. However, parameters / methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirer shall not directly or indirectly cause any loss to the Public Shareholders by adopting any malpractice.

From the above details, I can conclude that the Acquirer has not;

- (i) Employed any device, scheme or artifice to defraud any shareholder or other person;
 - (ii) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
 - (iii) Engaged in any act or practice that is fraudulent, deceptive or manipulative.
4. I am not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. I have assumed that the Company / Acquirer would comply with the applicable provisions related to floor price, if applicable. Further, I am not an investment adviser or tax advisor or a broker / dealer. This report should not be construed as investment / disinvestment advise.
 5. This DDR is solely for the intended purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

Place: Kolkata

Date : 28/03/2025

Signature:



Name of Company Secretary: Mukesh Chaturvedi

FCS: 11063

C. P. No: 3390

Peer Review Certificate No: 939/2020

UDIN: F011663F004163860



Annexure-I

CAPITAL STRUCTURE OF THE COMPANY AS ON THE DATE OF THIS REPORT

AUTHORISED CAPITAL

Particulars	Number of Shares	Nominal Value per share	Total Authorised Capital
Equity	15,00,000	10	1,50,00,000
Preference	1,50,000	100	1,50,00,000
Unclassified	0	0	0

ISSUED CAPITAL

Particulars	Number of Shares	Nominal Value per share	Total Authorised Capital
Equity	13,50,000	10	1,35,00,000
Preference	0	0	0
Unclassified	0	0	0

SUBSCRIBED CAPITAL

Particulars	Number of Shares	Nominal Value per share	Total Authorised Capital
Equity	13,50,000	10	1,35,00,000
Preference	0	0	0
Unclassified	0	0	0

PAID UP CAPITAL

Particulars	Number of Shares	Nominal Value per share	Total Authorised Capital
Equity	13,50,000	10	1,35,00,000
Preference	0	0	0
Unclassified	0	0	0

LISTED CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Authorised Capital
Equity	13,50,000	10	1,35,00,000
Preference	0	0	0
Unclassified	0	0	0

Note: In case of a difference between issued and listed capital, the reasons for the same may be given over here.



Annexure-II

SHAREHOLDING PATTERN AS ON 27.03.2025

Category	No. of shares	%age
Acquirer: (a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or	92000	6.81
Shareholders who is a Promoter or part of Promoter Group along with persons acting in concert (excluding Acquirer)	910800	67.47
Public Shareholders	347200	25.72
Total	1350000	100.00



Annexure-III

The distribution of Public Shareholding as on 27.03.2025:

Range of shareholding	No. of shareholders	No. of shares held	% of total shares
1-500	1	100	0.01
501-1000	-	-	-
1001-2000	-	-	-
2001-3000	2	6,000	0.46
3001-4000	8	27,200	2.00
4001-5000	-	-	-
5001-10000	1	6,900	0.51
Above 10000	2	3,07,000	22.74
Acquirer: (a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or	1	92,000	6.81
Shareholder, who is a Promoter or part of Promoter Group along with persons acting in concert (excluding Acquirer)	5	9,10,800	67.47
Public Shareholders	14	3,47,200	25.72
Total	20	13,50,000	100.00



Annexure-IV

Details of Top Fourteen entire public shareholders (other than Acquirer and promoters) as on 27.03.2025

Sl. No.	List of Members:	Folio No. / DP ID - Client ID	No. Shares held	% of Holding
1	Smt. Urmila Gandhi	1201860000686311	6900	0.51
2	Shri Ajit Kumar Jha	1203320009859391	100	0.01
3	Smt. Archana Jha / Shri Ajit Kumar Jha	1201860000697087	3400	0.25
4	Shri Rajesh Shah	1204470002448896	3400	0.25
5	Shri Karunakar Mohanty	1201860000686398	3400	0.25
6	Smt. Minal Lohia	1207700000010060	3400	0.25
7	Shri Om Prakash Lohia	1205940000003675	3400	0.25
8	Shri Subrata Hens	IN300853-10076435	3400	0.25
9	Shri Pradip Dey	1203350001476151	3400	0.25
10	Smt. Vijaya Kankani / Shri Ramakant Kankani	1208160002795251	3400	0.25
11	Shri Raj Kishor Yadav	IN302189-10060176	3000	0.23
12	Smt. Sunita Yadav	IN302189-10060094	3000	0.23
13	Carwin Trading Pvt. Ltd.	1201860000693601	269000	19.93
14	Siddhipriya Distributors Pvt. Ltd.	1201860000693652	38000	2.81
		Total Shares	347200	25.72



MUKESH CHATURVEDI
169, Arabinda Sarani, Kolkata – 700 006

Phone: 9830276262

e-mail ID: csmukeshc@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT
(Separate for each ISIN)

1. For Quarter Ended : 31st December, 2024
2. ISIN : INE368T01013
3. Face Value : Rs.10/-
4. Name of the Company : KHERAPATI VANIJYA LIMITED
5. Registered Office Address : 21, STRAND ROAD, KOLKATA – 700 001
6. Correspondence Address : - Do-
7. Telephone No. & Fax : Phone No.: 033 2210-4827, Fax: 033-2210-6167
8. Website and Email Address : www.kherapativanijya.com
kvl@bangurgroup.com
9. Name of the Stock Exchanges where the Company's securities are listed : THE CALCUTTA STOCK EXCHANGE LIMITED

	No. of Equity Shares	% of Total Issue Capital
10. Issued Capital	13,50,000	100%
11. Listed Capital (Exchange-wise) (as per company records)	13,50,000	100%
12. Held in dematerialized form in CDSL	10,99,400	81.43%
13. Held in dematerialized form in NSDL	9,400	0.70%
14. Physical	2,41,200	17.87%
15. Total No. of Shares (12+13+14)	13,50,000	100%
16. Reasons for difference if any between (10&11), (10&15), (11&15)	-	-

17. Certifying the details of changes in share Capital during the quarter under consideration as per Table below:

Particulars	No. of Shares	Applied / Not applied for Listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In prin. approval pending for Stock Exchanges (specify names)
NO CHANGE						



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18. Register of Members is updated (Yes/No) : Yes
19. Reference of previous quarter with regards to excess dematerialized shares, If any : NIL
20. Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why? : N.A.
21. Mention the total No. of requests, if any, confirmed after 21 days and the total No. of requests pending beyond 21 days with the reason for delay.

Total No. of demat requests	No. of Requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of Compliance Officer of the Company : Neha Pansari
Ph.: 033 2210-4827
Telefax: 033 2210-6167
23. Name, Address, Tele & Fax No. of Registration No. of the certifying CA/CS : Mukesh Chaturvedi
169, Arabinda Sarani,
Kolkata – 700 006
Mobile:9830276262
Reg. No. CP 3390
24. Appointment of common agency for Share registry work, if yes (Name & Address) : Niche Technologies Pvt. Ltd.,
3A, Auckland Place, 7th Floor,
Room No.7A & 7B,
Kolkata – 700 017
25. Any other detail that the auditor may like to provide (e.g. BIFR company, delisting from Stock Exchange, company changed its name etc.) : NIL

Dated: 10.01.2025



Mukesh Chaturvedi
A Peer-Reviewed Practicing Company Secretary
FCS: 11063
CP: 3390
Peer Review Certificate No.:939/2020
UDIN: F011063F003641789