

**Disclosures under Regulation 29(1) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Part A – Details of the Acquisition**

| | | | |
|---|--|--|--|
| Name of the Target Company (TC) | Kajaria Ceramics Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Acquirer: WestBridge Crossover Fund, LLC ("Acquirer"); Persons acting in concert with the Acquirer: Jwalamukhi Investment Holdings ("JIH"). JIH is a wholly owned subsidiary of the Acquirer and holds 5,777,005 equity shares in the TC as a sub-account of HSBC Bank (Mauritius) Ltd, a registered FII. | | |
| Whether the acquirer belongs to Promoter/Promoter group | No | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited National Stock Exchange of India Limited | | |
| Details of the acquisition 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 under consideration, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | 5,777,005 ¹ | 7.85 ¹ | 7.85 ¹ |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) | Nil | Not applicable | Not applicable |
| c) Voting rights (VR) otherwise than by equity shares | | | |

¹ This comprises the shares held by JIH in the Company. Prior to the acquisition under consideration, WestBridge Crossover Fund, LLC did not hold any shares/voting rights in the TC directly

| | | | |
|---|--|----------------|----------------|
| | Nil | Not applicable | Not applicable |
| 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) | Nil | Nil | Nil |
| e) Total (a+b+c+d) | 5,777,005 | 7.85 | 7.85 |
| | (Note: Prior to acquisition of Shares by the Acquirer, the Acquirer did not hold any shares or voting rights in the TC. However, Jwalamukhi Investment Holdings ("JIH"), a wholly owned subsidiary of the Acquirer, held (and continues to hold) 5,777,005 equity shares of the TC, constituting 7.85% of the pre-allotment paid up share capital of the TC, as a registered FII sub account.) | | |
| Details of acquisition | 2,000,000 ² | 2.65 | 2.65 |
| a) Shares carrying voting rights acquired | Nil | Not applicable | Not applicable |
| b) VRs acquired otherwise than by equity shares | Nil | Nil | Nil |
| 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 | Nil | | |
| d) Shares in the nature of encumbrance (pledge/lien/non-disposal) | | | |

² This comprises the shares directly acquired by the Acquirer

| | | | | |
|--|---|----------------|----------------|--|
| undertaking/others) | | | | |
| e) Total (a+b+c+/-d) | 2,000,000 | 2.65 | 2.65 | |
| After the acquisition, holding of acquirer along with PACs of: | | | | |
| a) Shares carrying voting rights | 7,777,005 | 10.29 | 10.29 | |
| b) VRs otherwise than by equity shares | Nil | Not applicable | Not applicable | |
| 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 | Nil | Nil | Nil | |
| d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) | Nil | Nil | Nil | |
| e) Total (a+b+c+d) | 7,777,005 | 10.29 | 10.29 | |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.) | Preferential allotment | | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | The Shares rank <i>pari passu</i> with the existing equity shares of the TC | | | |
| Date of acquisition of / date of receipt of intimation of allotment of shares | Date of receipt of intimation of allotment of shares: November 11, 2013 | | | |

| | |
|---|------------|
| VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC | |
| Equity share capital / total voting capital of the TC before the said acquisition | 73,583,580 |
| Equity share capital/ total voting capital of the TC after the said acquisition | 75,583,580 |
| Total diluted share/voting capital of the TC after the said acquisition | 75,583,580 |

Note:

(*) 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

³ Jwalamukhi Investment Holdings is a wholly owned subsidiary of WestBridge Crossover Fund, LLC and holds 5,777,005 equity shares in the Company as a sub-account of HSBC Bank (Mauritius) Ltd., a registered FI. The shareholding of Jwalamukhi Investment Holdings is 7.64% of the total issued and paid up share capital of the TC.

(**) 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

(**) Part B shall be disclosed to the Stock Exchanges but shall not be disseminated



Yashwant Kumar Beeharee
Director

For and on behalf of WestBridge Crossover Fund, LLC

Place: Mauritius

Date: 13 November 2013