

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

| | | | |
|--|---|--|--|
| Name of the Target Company (TC) | KESAR ENTERPRISES LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | 1) Kesar Corporation Private Limited 2) Duracell Investments and Finance Private Limited 3) Seel Investment Private Limited | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | Bombay Stock Exchange Limited & The National Stock Exchange Of India Limited | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share / voting capital wherever | % w.r.t. total diluted share/ voting capital of the TC (*) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | | | |
| 1) Kesar Corporation Private Limited | 20,54,422 | 30.25 | 30.25 |
| 2) Duracell Investments and Finance Private Limited | 1,43,200 | 2.11 | 2.11 |
| 3) Seel Investment Private Limited | 76,479 | 1.13 | 1.13 |
| b) Voting rights (VR) 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) | Nil | Nil | Nil |
| d) Total (a+b+c) | 22,74,101 | 33.49 | 33.49 |

FOR KESAR CORPORATION PVT. LTD.


AUTHORISED SIGNATORIES/DIRECTOR

For **DURACELL INVESTMENTS & FINANCE PVT. LTD.**



Authorised Signatory/Director

For **SEEL INVESTMENT PVT. LTD.**

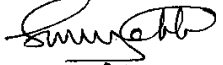

Authorised Signatory/Director

| Details of acquisition/ Sale | | | |
|---|-----------|-------|-------|
| a) Shares carrying voting rights acquired | N.A | N.A | N.A |
| b) VRs acquired otherwise than by equity shares | N.A | N.A | N.A |
| 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) | | | |
| <u>82,35,000 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each aggregating upto Rs. 8,23,50,000/- with an option to convert into 18,30,000 Equity Shares, of Rs. 10/-each at Rs. 45/- each per Equity Share</u> | | | |
| 1) Kesar Corporation Private Limited | 7,49,250 | N. A | 1.93 |
| 2) Duracell Investments and Finance Private Limited | 37,65,375 | N. A | 9.71 |
| 3) Seel Investment Private Limited | 37,20,375 | N. A | 9.59 |
| d) Total (a+b+c) | 82,35,000 | N. A. | 21.23 |

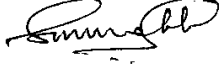
FOR KESAR CORPORATION PVT. LTD.


AUTHORISED SIGNATORIES/DIRECTOR

For DURACELL INVESTMENTS
& FINANCE PVT. LTD.


Authorized Signatory/Director

For SEEL INVESTMENT PVT. LTD.


Authorized Signatory/Director

| After the acquisition / sale, holding of : | | | |
|--|--|-------|-------|
| a) Shares carrying voting rights | | | |
| 1) Kesar Corporation Private Limited | 20,54,422 | 30.26 | 23.83 |
| 2) Duracell Investments and Finance Private Limited | 1,43,200 | 2.11 | 1.66 |
| 3) Seel Investment Private Limited | 76,479 | 1.13 | 0.89 |
| b) Voting rights (VR) 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) | Nil | Nil | Nil |
| 82,35,000 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each aggregating upto Rs. 8,23,50,000/- with an option to convert into 18,30,000 Equity Shares, of Rs. 10/-each at Rs. 45/- each per Equity Share | | | |
| [Assuming all OCPS are converted, in more than one Financial Years, within a period of 18 months from 06/02/2013] | | | |
| 1) Kesar Corporation Private Limited | 7,49,250 | N. A | 1.93 |
| 2) Duracell Investments and Finance Private Limited | 37,65,375 | N. A | 9.71 |
| 3) Seel Investment Private Limited | 37,20,375 | N. A | 9.59 |
| d) Total (a+b+c) | | | |
| | Equity | | |
| | OCPS | | |
| | 22,74,101 | 33.49 | 47.61 |
| | 82,35,000 | 100% | N.A. |
| Mode of acquisition (e.g. open market / public issue /rights issue / preferential allotment / inter-se transfer, etc.) | Preferential Issue of Optionally Convertible Preference Shares (OCPS). | | |
| Date of acquisition/sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable | 07/02/2013 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale. | 67,90,162 Equity Shares | | |
| Equity share capital / total voting capital of the TC after the said acquisition / sale | 67,90,162 Equity Shares | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale | 86,20,162 Equity Shares | | |

FOR KESAR CORPORATION PVT. LTD.

AUTHORISED SIGNATORIES/DIRECTOR

For DURACELL INVESTMENTS
& FINANCE PVT. LTD.

Authorised Signatory/Director

For SEEL INVESTMENT PVT. LTD.

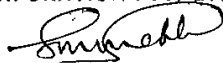
Authorised Signatory/Director

Note:

(* 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.

Signature of the acquirer / Authorised Signatory
FOR KESAR CORPORATION PVT. LTD.

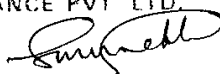
1.



AUTHORISED SIGNATORIES/DIRECTOR

2.

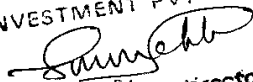
For DURACELL INVESTMENTS
& FINANCE PVT LTD.



Authorised Signatory/Director

3.

For SEEL INVESTMENT PVT LTD.



Authorised Signatory/Director

Place: Mumbai

Date: 8/7/13
