

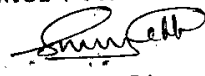
Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	KESAR ENTERPRISES LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure - I [A]		
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; and The National Stock Exchange of India Limited		
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 under consideration, holding of :			
a) Shares carrying voting rights As per Annexure - I [B]	37,66,901	55.476	43.699
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)			
<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>	82,35,000	N.A.	21.229
d) Total (a+b+c)	37,66,901 82,35,000	55.476 ---	64.928 ---
	Equity		
	OCPS		

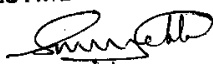
FOR KESAR CORPORATION PVT. LTD.


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 As per Annexure - I [C]	8,55,000	11.184	9.919
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)	N.A	N.A	N.A
Total (a+b+c)	8,55,000	11.184	9.919
After the acquisition / sale, holding of :			
a) Shares carrying voting rights As per Annexure - I [D]	46,21,901	60.455	53.617
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
<u>43,87,500 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each aggregating upto Rs. 4,38,75,000/- with an option to convert into 9,75,000 Equity Shares, of Rs. 10/- each at Rs. 45/- each per Equity Share</u>	43,87,500	N.A.	11.311
d) Total (a+b+c)	Equity OCPS 46,21,901 43,87,500	60.455 —	64.928 —
Mode of acquisition (e.g. open market / public issue /rights issue / preferential allotment / inter-se transfer, etc.)	Conversion of 38,47,500 Optionally Convertible Preference Shares (OCPS) into 8,55,000 Equity Shares.		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	08/03/2013		

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Authorised Signatory Director

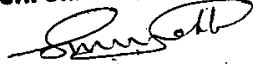
Equity share capital / total voting capital of the TC before the said acquisition / sale.	67,90,162 Equity Shares
Equity share capital / total voting capital of the TC after the said acquisition / sale	76,45,162 Equity Shares
Total diluted share/voting capital of the TC after the said acquisition/sale	86,20,162 Equity Shares

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.

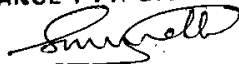
Signature of the acquirer / Authorised Signatory

1. **FOR KESAR CORPORATION PVT. LTD.**



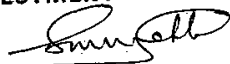
**AUTHORISED SIGNATORIES/DIRECTOR
For DURACELL INVESTMENTS
& FINANCE PVT. LTD.**

- 2.



**Authorised Signatory/Director
For SEEL INVESTMENT PVT. LTD.**

- 3.

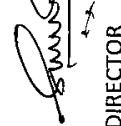


Authorised Signatory/Director

Place: Mumbai
Date: 11.3.2013

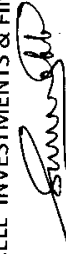
Sr. No.	Name of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	[B] PRE CONVERSION		[C] Acquisition of Shares on Conversion of OCPs		[D] POST CONVERSION	
		Number	% w.r.t. total share / voting capital wherever applicable	Number	% w.r.t. total share / voting capital wherever applicable	Number	% w.r.t. total share / voting capital wherever applicable
	EQUITY SHARES						
1	HARSH RAJNIKANT KILACHAND	367	0.005			367	0.005
2	HARSH R KILACHAND	2940	0.043			2940	0.038
3	ROHAN HARSH KILACHAND	189082	2.785			189082	2.473
4	MADHAVI HARSH KILACHAND	208372	3.069			208372	2.726
5	SHREEMATI AMBALAL KILACHAND	87	0.001			87	0.001
6	HARSH RAJNIKANT KILACHAND	553033	8.145			553033	7.234
7	SEEL INVESTMENT PVT LTD	76479	1.126	344250	4.50	420729	5.503
8	DURACELL INVESTMENTS AND FINANCE PV	143200	2.109	344250	4.50	487450	6.376
9	KESAR CORPORATION PVT LTD	2054422	30.256	166500	2.18	2220922	29.050
10	INDIAN COMMERCIAL COMPANY PVT LTD	232264	3.421			232264	3.0381
11	ROHITA HARSH KILACHAND	187824	2.766			187824	2.457
12	INDIA CARAT PVT LTD	10152	0.150			10152	0.133
13	HARSH RAJNIKANT KILACHAND (HUF)	27425	0.404			27425	0.359
14	AMRISH RAJNIKANT KILACHAND	30	0.000			30	0.000
15	RAJNIKANT A KILACHAND	53208	0.784			53208	0.696
16	RAMILA RAJNIKANT KILACHAND	10	0.000			10	0.000
17	RAJNIKANT A KILACHAND	450	0.007			450	0.006
18	RAJNIKANT A KILACHAND	10848	0.160			10848	0.142
19	RAJNIKANT A KILACHAND	8032	0.118			8032	0.105
20	SHREEMATI AMBALAL KILACHAND	8676	0.128			8676	0.113
	Total Promoter & Promoter Group	3766901	55.476	855000	11.184	4621901	60.455
			43.699				53.617

FOR KESAR CORPORATION PVT.LTD.



DIRECTOR

FOR DURACELL INVESTMENTS & FINANCE PVT.LTD.



AUTHORISED SIGNATORY

FOR SEEL INVESTMENT PVT.LTD.



AUTHORISED SIGNATORY