

**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 (*)
<b>Before the acquisition under consideration, holding of :</b>			
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)	Equity OCPS	55.476 ---	64.928 ---
	37,66,901 82,35,000		

**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

<b>Details of acquisition/ Sale</b>			
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
<b>After the acquisition / sale, holding of :</b>			
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

For SEEL INVESTMENT PVT LTD.

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	[A] PRE CONVERSION			[B] Acquisition of Shares on Conversion of OPCS			[C] POST CONVERSION		
		Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share / voting capital of TC (*)	Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share / voting capital of TC (*)	Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share / voting capital of TC (*)
	<b>EQUITY SHARES</b>									
1	HARSH RAJNIKANT KILACHAND	367	0.005	0.004			367	0.005	0.004	
2	HARSH R KILACHAND	2940	0.043	0.034			2940	0.038	0.034	
3	ROHAN HARSH KILACHAND	189082	2.785	2.193			189082	2.473	2.193	
4	MADHAVI HARSH KILACHAND	208372	3.069	2.417			208372	2.726	2.417	
5	SHREEMATI AMBALAL KILACHAND	87	0.001	0.001			87	0.001	0.001	
6	HARSH RAJNIKANT KILACHAND	553033	8.145	6.416			553033	7.234	6.416	
7	SEEL INVESTMENT PVT LTD	76479	1.126	0.887	344250	4.50	420729	5.503	4.881	
8	DURACELL INVESTMENTS AND FINANCE PV	143200	2.109	1.661	344250	4.50	487450	6.376	5.655	
9	KESAR CORPORATION PVT LTD	2054422	30.256	23.833	166500	2.18	2220922	29.050	25.764	
10	INDIAN COMMERCIAL COMPANY PVT LTD	232264	3.421	2.694			232264	3.0381	2.694	
11	ROHITA HARSH KILACHAND	187824	2.766	2.179			187824	2.457	2.179	
12	INDIA CARAT PVT LTD	10152	0.150	0.118			10152	0.133	0.118	
13	HARSH RAJNIKANT KILACHAND (HUF)	27425	0.404	0.318			27425	0.359	0.318	
14	AMRISH RAJNIKANT KILACHAND	30	0.000	0.000			30	0.000	0.000	
15	RAJNIKANT A KILACHAND	53208	0.784	0.617			53208	0.696	0.617	
16	RAMILA RAJNIKANT KILACHAND	10	0.000	0.000			10	0.000	0.000	
17	RAJNIKANT A KILACHAND	450	0.007	0.005			450	0.006	0.005	
18	RAJNIKANT A KILACHAND	10848	0.160	0.126			10848	0.142	0.126	
19	RAJNIKANT A KILACHAND	8032	0.118	0.093			8032	0.105	0.093	
20	SHREEMATI AMBALAL KILACHAND	8676	0.128	0.101			8676	0.113	0.101	
	<b>Total Promoter &amp; Promoter Group</b>	<b>3766901</b>	<b>55.476</b>	<b>43.699</b>	<b>855000</b>	<b>11.184</b>	<b>4621901</b>	<b>60.455</b>	<b>53.617</b>	

FOR KESAR CORPORATION PVT.LTD.

DIRECTOR

FOR DURACELL INVESTMENTS &amp; FINANCE PVT.LTD.

AUTHORISED SIGNATORY

FOR SEEL INVESTMENT PVT.LTD.

AUTHORISED SIGNATORY