

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]	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)			
<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.	11.310
d) Total (a+b+c)	46,21,901 43,87,500	60.455 ---	53.617 ---
	Equity		
	OCPS		

For DURACELL INVESTMENTS
& FINANCE PVT. LTD.


Authorised Signatory/Director

For SEEL INVESTMENT PVT. LTD.

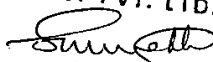

Authorised Signatory/Director

Details of acquisition/ Sale			
a) Shares carrying voting rights acquired As per Annexure – I [C]	9,75,000	11.31	11.31
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)	9,75,000	11.31	11.31
After the acquisition / sale, holding of :			
a) Shares carrying voting rights As per Annexure – I [D]	55,96,901	64.928	64.928
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) Equity	55,96,901	64.928	64.928
Mode of acquisition (e.g. open market / public issue /rights issue / preferential allotment / inter-se transfer, etc.)	Conversion of 43,87,500 Optionally Convertible Preference Shares (OCPS) into 9,75,000 Equity Shares.		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	13/05/2013		

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


Authorized Signatory/Director

For SEEL INVESTMENT PVT. LTD.


Authorized Signatory/Director

Equity share capital / total voting capital of the TC before the said acquisition / sale.	76,45,162 Equity Shares
Equity share capital / total voting capital of the TC after the said acquisition / sale	86,20,162 Equity Shares
Total diluted share/voting capital of the TC after the said acquisition/sale	There are no outstanding Convertible Securities.

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 DURACELL INVESTMENTS
& FINANCE PVT. LTD.

Authorised Signatory/Director

2. For SEEL INVESTMENT PVT. LTD.

Authorised Signatory/Director

Place: Mumbai
Date: 14.5.2013

KESAR ENTERPRISES LTD.

Annexure - I

[D]

[C]

[B]

[A]

Sr. No.	Name of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	PRE CONVERSION			Acquisition of Shares on Conversion of OCPS			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 (*)
	EQUITY SHARES									
1	HARSH RAJNIKANT KILACHAND	367	0.005	0.004			367	0.004	0.004	
2	HARSH R KILACHAND	2940	0.038	0.034			2940	0.034	0.034	
3	ROHAN HARSH KILACHAND	189082	2.473	2.193			189082	2.193	2.193	
4	MADHAVI HARSH KILACHAND	208372	2.726	2.417			208372	2.417	2.417	
5	SHREEMATI AMBALAL KILACHAND	87	0.001	0.001			87	0.001	0.001	
6	HARSH RAJNIKANT KILACHAND	553033	7.234	6.416			553033	6.416	6.416	
7	SEEL INVESTMENT PVT LTD	420729	5.503	4.880	482500	5.597	903229	10.478	10.478	
8	DURACELL INVESTMENTS AND FINANCE PVT LTD.	487450	6.376	5.654	492500	5.713	979950	11.368	11.368	
9	KESAR CORPORATION PVT LTD	2220922	29.050	25.764			2220922	25.764	25.764	
10	INDIAN COMMERCIAL COMPANY PVT LTD	232264	3.038	2.694			232264	2.694	2.694	
11	ROHITA HARSH KILACHAND	187824	2.457	2.179			187824	2.179	2.179	
12	INDIA CARAT PVT LTD	10152	0.133	0.118			10152	0.118	0.118	
13	HARSH RAJNIKANT KILACHAND (HUF)	27425	0.359	0.318			27425	0.318	0.318	
14	AMRISH RAJNIKANT KILACHAND	30	0.000	0.000			30	0.000	0.000	
15	RAJNIKANT A KILACHAND	53208	0.696	0.617			53208	0.617	0.617	
16	RAMILA RAJNIKANT KILACHAND	10	0.000	0.000			10	0.000	0.000	
17	RAJNIKANT A KILACHAND	450	0.006	0.005			450	0.005	0.005	
18	RAJNIKANT A KILACHAND	10848	0.142	0.126			10848	0.126	0.126	
19	RAJNIKANT A KILACHAND	8032	0.105	0.093			8032	0.093	0.093	
20	SHREEMATI AMBALAL KILACHAND	8676	0.113	0.101			8676	0.101	0.101	
	Total Promoter & Promoter Group	4621901	60.455	53.617	975000	11.310	5596901	64.928	64.928	

For SEEL INVESTMENT PVT. LTD.

For DURACELL INVESTMENTS & FINANCE PVT. LTD.

Authorised Signatory/Director