

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 & 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]	55,96,826	64.927	55.526
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>30,65,000 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs.10/- each aggregating upto Rs.3,06,50,000/- with an option to convert into 14,59,523 Equity Shares of Rs.10/- each at Rs.21/- each per Equity share</u>	30,65,000	N.A.	14.480
d) Total (a+b+c)			
Equity	55,96,826	64.927	55.526
OCPS	30,65,000	--	--

For KESAR CORPORATION PVT. LTD.

AUTHORISED SIGNATORY/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]	13,79,000	13.791	13.682
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)	13,79,000	13.791	13.682
After the acquisition / sale, holding of :			
a) Shares carrying voting rights As per Annexure - I [D]	69,75,826	69.764	69.207
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>1,69,100 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each aggregating upto Rs.16,91,000/- with an option to convert into 80,523 Equity Shares of Rs. 10/- each at Rs.21/- each per Equity Share</u>	1,69,100	N.A.	0.800
d) Total (a+b+c)	69,75,826	69.764	69.207
Equity			
OCPS	1,69,100	--	--
Mode of acquisition (e.g. open market / public issue /rights issue / preferential allotment / inter-se transfer, etc.)	Conversion of 28,95,900 Optionally Convertible Preference Shares (OCPS) into 13,79,000 Equity Shares		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	09/05/2014		

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Equity share capital / total voting capital of the TC before the said acquisition / sale.	86,20,162 Equity Shares
Equity share capital / total voting capital of the TC after the said acquisition / sale	99,99,162 Equity Shares
Total diluted share/voting capital of the TC after the said acquisition/sale	1,00,79,685 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.



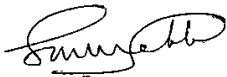
AUTHORISED SIGNATORY/DIRECTOR

2. For DURACELL INVESTMENTS & FINANCE PVT.LTD.



AUTHORISED SIGNATORY/DIRECTOR

3. For SEEL INVESTMENT PVT. LTD.



AUTHORISED SIGNATORY/DIRECTOR

Place: Mumbai

Date : 12.05.2014

KESAR ENTERPRISES LTD.

Annexure - I

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	% 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	0.004	0.0036			367	0.0036	0.0036	
2	HARSH R KILACHAND	2940	0.034	0.0292			2940	0.0292	0.0292	
3	ROHAN HARSH KILACHAND	189082	2.193	1.876			189082	1.891	1.876	
4	MADHAVI HARSH KILACHAND	208372	2.417	2.067			208372	2.083	2.067	
5	SHREEMATI AMBALAL KILACHAND	0	0.00	0.00			0	0.000	0.000	
6	HARSH RAJNIKANT KILACHAND	553045	6.416	5.487			553045	5.531	5.487	
7	SEEL INVESTMENT PVT LTD	903229	10.478	8.961	612000	6.121	1515229	15.153	15.032	
8	DURACELL INVESTMENTS AND FINANCE PVT.LTD.	979950	11.368	9.722	650000	6.500	1629950	16.301	16.171	
9	KESAR CORPORATION PVT LTD	2220922	25.764	22.034	117000	1.170	2337922	23.381	23.194	
10	INDIAN COMMERCIAL COMPANY PVT LTD	232264	2.694	2.304			232264	2.323	2.304	
11	ROHITA HARSH KILACHAND	187824	2.179	1.863			187824	1.878	1.863	
12	INDIA CARAT PVT LTD	10152	0.118	0.101			10152	0.101	0.101	
13	HARSH RAJNIKANT KILACHAND (HUF)	27425	0.318	0.272			27425	0.274	0.272	
14	AMRISH RAJNIKANT KILACHAND	30	0.000	0.000			30	0.000	0.000	
15	RAJNIKANT A KILACHAND	53208	0.617	0.528			53208	0.532	0.528	
16	RAMILA RAJNIKANT KILACHAND	10	0.000	0.000			10	0.000	0.000	
17	RAJNIKANT A KILACHAND	450	0.005	0.004			450	0.004	0.004	
18	RAJNIKANT A KILACHAND	10848	0.126	0.108			10848	0.108	0.107	
19	RAJNIKANT A KILACHAND	8032	0.093	0.080			8032	0.080	0.080	
20	SHREEMATI AMBALAL KILACHAND	8676	0.101	0.086			8676	0.086	0.086	
	Total Promoter & Promoter Group	55,96,826	64.927	55.526	1379000	13.791	69,75,826	69.764	69.207	

For KESAR CORPORATION PVT. LTD.



DIRECTOR

For DURACELL INVESTMENTS & FINANCE PVT. LTD.



AUTHORISED SIGNATORY

For SEEL INVESTMENT PVT. LTD.



AUTHORISED SIGNATORY