

KAJARIA SECURITIES PRIVATE LIMITED

REGD OFF: SF-02, SECOND FLOOR, JMD REGENT PLAZA, MEHRAULI GURGAON ROAD, VILLAGE SIKANDERPUR GHOSI,
GURGAON, HARYANA- 122001; EMAIL ID efilingregistrar@gmail.com; Ph: 0124-4081281
CIN NO: U74899HR1986PTC055720

Date: 05.07.2016

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Kajaria Ceramics Limited

SF-11, Second Floor,
JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur, Ghosi,
Gurgaon, Haryana, 122001

Sub: Disclosure under regulation 29(2) of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011

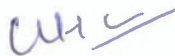
Dear Sir

Pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, please find the necessary information in format prescribed under the said Regulations relating to acquisition of Shares of Kajaria Ceramics Limited by the Kajaria Securities Private Limited.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For Kajaria Securities Private Limited



Chetan Kajaria
Director
DIN : 00273928



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

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | Kajaria Ceramics Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Kajaria Securities 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 | 1. BSE Limited 2. National Stock Exchange of India Ltd | | |
| 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 (**) |
| <p>Before the acquisition under consideration, holding of:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>c) Voting rights (VR) otherwise than by equity shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</p> <p>Total (a+b+c+d)</p> | <p>Details of Pre and Post shareholding pattern of Target company is attached herewith and marked as Annexure 1</p> | | |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | | | |
| b) VRs acquired /sold otherwise than by shares | <p>Details of Pre and Post shareholding pattern of Target company is attached herewith and marked as Annexure 1</p> | | |
| 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) acquired/sold | | | |
| d) Shares encumbered / invoked/released by the acquirer | | | |



| | |
|---|---|
| e) Total (a+b+c+d) | |
| After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d) | Details of Pre and Post shareholding pattern of Target company is attached herewith and marked as Annexure 1 |
| Mode of acquisition /sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Transfer pursuant to Composite Scheme of Arrangement |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 02.07.2016 (effective date of Scheme) |
| Equity share capital / total voting capital of the TC before the said acquisition /sale | Rs.158,938,000 comprising of 7,94,69,000 equity shares of face value of Rs.2/- each |
| Equity share capital/ total voting capital of the TC after the said acquisition /sale | Rs.158,938,000 comprising of 7,94,69,000 equity shares of face value of Rs.2/- each |
| Total diluted share/voting capital of the TC after the said acquisition | Rs.158,938,000 comprising of 7,94,69,000 equity shares of face value of Rs.2/- each |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

For Kajaria Securities Private Limited

Chetan
Chetan Kajaria

Director

DIN : 00273928

Place: New Delhi

Date: 05.07.2016



ANNEXURE 1

DETAILS OF ACQUISITION OF SHARES OF KAJARIA CERAMICS LIMITED PURSUANT TO SCHEME

| Seller / Transferor | Pre- Scheme of Arrangement | | Post- Scheme of Arrangement | |
|---------------------------------------|----------------------------|---|-----------------------------|---|
| | No. of Shares | % w.r.t total share capital / voting rights of Target Company | No. of Shares | % w.r.t total share capital / voting rights of Target Company |
| a) Each Acquirer / Transferee | | | | |
| Kajaria Securities Private Limited | 65,81,905 | 8.28 | 3,20,62,529 | 40.35 |
| b) Each Seller / Transferor | | | | |
| Kajaria Exports Private Limited* | 1,53,11,999 | 19.27 | - | - |
| Pearl Tile Marketing Private Limited* | 50,80,240 | 6.39 | - | - |
| Cheri Ceramics Private Limited* | 50,88,385 | 6.40 | - | - |

**Promoter Group of Kajaria Ceramics Limited*

Pursuant to the Composite scheme of arrangement as approved by the Hon'ble High Court of Punjab & Haryana at Chandigarh on 29 April 2016, Kajaria Exports Private Limited, Pearl Tile Marketing Private Limited, Cheri Ceramics Private Limited are merged into Kajaria Securities Private Limited.



Continued.....

PROMOTER SHAREHOLDING PATTERN OF KAJARIA CERAMICS LIMITED

| Seller / Transferor | Pre- Scheme of Arrangement | | Post- Scheme of Arrangement | |
|--------------------------------------|----------------------------|---|-----------------------------|---|
| | No. of Shares | % w.r.t total share capital / voting rights of Target Company | No. of Shares | % w.r.t total share capital / voting rights of Target Company |
| Promoter – Individual | | | | |
| Ashok Kumar Kajaria | 4,98,002 | 0.63 | 4,98,002 | 0.63 |
| Versha Kajaria | 8,75,007 | 1.10 | 8,75,007 | 1.10 |
| Chetan Kajaria | 6,69,940 | 0.84 | 6,69,940 | 0.84 |
| Rishi Kajaria | 9,02,858 | 1.14 | 9,02,858 | 1.14 |
| Rasika Kajaria | 2,85,000 | 0.36 | 2,85,000 | 0.36 |
| Shikha Kajaria | 3,00,000 | 0.38 | 3,00,000 | 0.38 |
| Raghav Kajaria | 2,25,000 | 0.28 | 2,25,000 | 0.28 |
| Kartik Kajaria | 2,25,000 | 0.28 | 2,25,000 | 0.28 |
| Vedant Kajaria | 2,25,000 | 0.28 | 2,25,000 | 0.28 |
| Parth Kajaria | 2,25,000 | 0.28 | 2,25,000 | 0.28 |
| A.K Kajaria (HUF) | 9,55,375 | 1.20 | 9,55,375 | 1.20 |
| Chetan Kajaria (HUF) | 21,000 | 0.03 | 21,000 | 0.03 |
| Rishi Kajaria (HUF) | 21,500 | 0.03 | 21,500 | 0.03 |
| Promoter – Body Corporate | | | | |
| Kajaria Securities Private Limited | 65,81,905 | 8.28 | 3,20,62,529 | 40.35 |
| Kajaria Exports Private Limited | 1,53,11,999 | 19.27 | - | - |
| Pearl Tile Marketing Private Limited | 50,80,240 | 6.39 | - | - |
| Cheri Ceramics Private Limited | 50,88,385 | 6.40 | - | - |

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