**To,**
**The National Stock Exchange of India Ltd.**
**Listing Division,**
**Exchange Plaza, Plot No. C/1,**
**G Block, Bandra Kurla Complex, Bandra (E),**
**Mumbai – 400 051**

**Date: 07.03.2012**

**Sub: Report under Regulation 10(6) in respect of acquisition of shares under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

Please find enclosed herewith the Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in respect of acquisition of shares of M/s KEI Industries Limited through Inter se transfer by way of gift from Smt. Sumitra Devi Gupta.

This is for your information and records.

Thanking You,

Yours faithfully,

**(ANIL GUPTA)**
**N-2, Kailash Colony,**
**New Delhi-110048**

**CC:**

| | |
|---|---|
| **Bombay Stock Exchange Ltd.**<br>**Listing Division, Department of Corporate Services, 1st Floor,**<br>**Rotunda Bldg., B. S. Marg, Fort ,**<br>**Mumbai- 400 001** | **The Calcutta Stock Exchange Ltd.**<br>**The Senior Manager, Listing Division,**<br>**7, Lyons Range, Kolkata-700001.** |

**Format for Disclosures under Regulation 10(6) -Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | | | |
|---|---|---|---|---|---|
| 1. | Name of the Target Company (TC) | KEI INDUSTRIES LIMITED | | | |
| 2. | Name of the acquirer(s) | ANIL GUPTA | | | |
| 3. | Name of the stock exchange where shares of the TC are listed | NSE, BSE, CSE | | | |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Inter-se transfer of shares by way of gift | | | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | 10(1)(a)(i),(ii),(iv) | | | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, | YES | | | |
| | - whether disclosure was made and whether it was made within the timeline specified under the regulations | YES, Disclosure was made within the timeline | | | |
| | - date of filing with the stock exchange. | 27.02.2012 | | | |
| 7. | Details of acquisition | Disclosures required to be made under Regulation 10(5) | | Whether the disclosures under Regulation 10(5) are actually made | |
| | a.Name of the transferor / seller | Sumitra Devi Gupta (Joint Holder Sunil Gupta) | | Yes, Disclosure made on 27.02.2012 | |
| | b.Date of acquisition | 06.03.2012 | | | |
| | c.Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | 721970 | | | |
| | d.Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | 1.08% | | | |
| | e.Price at which shares are proposed to be acquired / actually acquired | Nil, as the acquistion of shares is by way of gift | | | |
| 8. | Shareholding details | Pre-Transaction | | Post-Transaction | |
| | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| | a) Each Acquirer / Transferee | | | | |
| | - Anil Gupta (Donee) | 13458806 | 20.11% | 14180776 | 21.19% |
| | b) Each Seller / Transferor | | | | |
| | - Sumitra Devi Gupta (Donor) | 721970 | 1.08% | 0 | 0 |

**Place : New Delhi**
**Date : 07.03.2012**

**(ANIL GUPTA)**
**N-2, Kailash Colony,**
**New Delhi - 110048**