

RPM International Inc.

2628 Pearl Road
Medina, OH 44256, USA

Date: 19.04.2012

Company Symbol: KEMROCK

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

**Sub.: Disclosure of acquisition of “convertible security” (FCCBs) under Regulation
29(2) of SEBI (SAST) Regulations, 2011**

Dear Sir/ Madam,

Pursuant to the requirements of Regulation 29(2) & (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose herewith a prescribed form of disclosure informing about the acquisition of convertible securities (FCCBs) of Kemrock Industries and Exports Limited.

Kindly take the above submission on your record and oblige.

Thanking you,

Yours faithfully,

For RPM International Inc.


Authorised Signatory

Encl.: a/a

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

1	Name of the Target Company (TC)	KEMROCK INDUSTRIES AND EXPORTS LIMITED		
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	RPM International Inc., USA		
3	Whether the acquirer belongs to Promoter / Promoter group	No		
4	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		
5	Details of the acquisition / disposal / holding of shares / voting rights / holding of the Acquirer and PAC	Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
	<u>Before the acquisition / disposal under consideration, holding of:</u>			
a)	Shares carrying voting rights	4,055,326	19.95	19.95
b)	Voting rights (VR) otherwise than by 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)	693,072 GDRs equivalent to 693,072 equity shares	3.41	3.41
Total (a+b+c)		4,748,398	23.36	23.36
	<u>Details of acquisition / sale</u>			
a)	Shares carrying voting rights acquired / sold	Nil	Nil	Nil
b)	VRs acquired / sold otherwise than by 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) acquired / sold	FCCBs equivalent to 2,171,236 equity shares#	10.68	7.26
Total (a+b+c)		2,171,236	10.68	7.26
	<u>After the acquisition / sale, holding of:</u>			
a)	Shares carrying voting rights	4,055,326	19.95	13.57
b)	VRs otherwise than by 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) after acquisition.	(i) 693,072 GDRs equivalent to 693,072 equity shares (ii) FCCBs equivalent to 2,171,236 equity shares#	14.09	9.58
Total (a+b+c)		6,919,634	34.04	23.15
6	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquired from TC's FCCBs Issue		
7	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17th April, 2012		
8	Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs.203,299,980/- (20,329,998 Equity Shares of Rs.10/- each)		
9	Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs.203,299,980/- (20,329,998 Equity Shares of Rs.10/- each)		
10	Total diluted share / voting capital of the TC after the said acquisition / sale.	Rs.298,944,920/- (29,894,492 Equity Shares of Rs.10/- each)		

(*) 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.

#2,171,236 equity shares are presumed on conversion of 22,701 FCCBs, which are finally subject to terms & conditions of FCCBs Issue.

For RPM International Inc



Signature of the acquirer/Authorised Signatory

Place: Medina, Ohio

Date: 19.04.2012