

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

1. Name of the Target Company (TC)	Kesar Enterprises Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer/ Transferee Company</u> Seel Investment Private Limited <u>Seller/Transferor Company</u> Duracell Investments and Finance Private Limited <u>Persons acting in Concert(PAC)</u> As per Annexure A		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. 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 (**)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights			
<u>Acquirer/Transferee Company</u> Seel Investment Private Limited	15,15,229	15.15%	15.69%
<u>Seller/Transferor Company</u> Duracell Investments & Finance Private Limited	16,29,950	16.30%	16.30%
<u>Persons acting in Concert(PAC)</u>			
Harsh Rajnikant Kilachand	367	0.00%	0.00%
Harsh R Kilachand	2,940	0.03%	0.03%
Rohan Harsh Kilachand	1,89,082	1.89%	1.88%
Madhavi Harsh Kilachand	2,08,372	2.08%	2.07%
Harsh Rajnikant Kilachand	5,53,045	5.53%	5.49%
Kesar Corporation Pvt. Ltd.	23,37,922	23.38%	23.19%
Indian Commercial Company Pvt. Ltd.	2,32,264	2.32%	2.31%
Rohita Harsh Kilachand	1,87,824	1.88%	1.87
India Carat Pvt. Ltd.	10,152	0.10%	0.10%
Harsh Rajnikant Kilachand (HUF)	27,425	0.28%	0.27%
Amrish Rajnikant Kilachand	30	0.00%	0.00%
Rajnikant A Kilachand	53,208	0.53%	0.53%
Ramila Rajnikant Kilachand	10	0.00%	0.00%

Rajnikant A Kilachand	450	0.01%	0.00%
Rajnikant A Kilachand	10,848	0.11%	0.11%
Rajnikant A Kilachand	8,032	0.08%	0.08%
Shreemati Ambalal Kilachand	8,676	0.09%	0.09%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
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) Zero Coupon Optionally Convertible Preference Shares[OCPS]			
<u>Acquirer/Transferee Company</u> Seel Investment Private Limited (1,39,700 Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	66,520(Entitled for Equity shares upon conversion)	0.67%	0.66%
<u>Seller/Transferor Company</u> Duracell Investments & Finance Private Limited (29,400 Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	14,000(Entitled for Equity shares upon conversion)	0.14%	0.14%
<u>Persons acting in Concert(PAC)</u>			
Harsh Rajnikant Kilachand	Nil	Nil	Nil
Harsh R Kilachand	Nil	Nil	Nil
Rohan Harsh Kilachand	Nil	Nil	Nil
Madhavi Harsh Kilachand	Nil	Nil	Nil
Harsh Rajnikant Kilachand	Nil	Nil	Nil
Kesar Corporation Pvt. Ltd.	Nil	Nil	Nil
Indian Commercial Company Pvt. Ltd.	Nil	Nil	Nil
Rohita Harsh Kilachand	Nil	Nil	Nil
India Carat Pvt. Ltd.	Nil	Nil	Nil
Harsh Rajnikant Kilachand (HUF)	Nil	Nil	Nil
Amrish Rajnikant Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Ramila Rajnikant Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Shreemati Ambalal Kilachand	Nil	Nil	Nil

e) Total (a+b+c+d)	70,56,346	70.57%	70.01%
<u>Details of acquisition / sale</u>			
a) Shares carrying voting rights			
<u>Acquirer/Transferee Company</u> Seel Investment Private Limited	(+)16,29,950	(+)16.30%	(+)16.17%
<u>Seller/Transferor Company</u> Duracell Investments & Finance Private Limited	(-)16,29,950	(-)16.30%	(-)16.17%
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 Zero Coupon Optionally Convertible Preference Shares			
<u>Acquirer/Transferee Company</u> Seel Investment Private Limited (29,400 Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	(+)14,000 (Entitled for Equity shares upon conversion)	(+)0.14%	(+)0.14%
<u>Seller/Transferor Company</u> Duracell Investments & Finance Private Limited (-)29,400 Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	(-)14,000 (Entitled for Equity shares upon conversion)	(-)0.14%	(-)0.14%
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	0	0%	0%
<u>After the acquisition / sale, holding of:</u>			
a) Shares carrying voting rights			
<u>Acquirer/Transferee Company</u> Seel Investment Private Limited	31,45,179	31.45%	31.99%
<u>Seller/Transferor Company</u> Duracell Investments & Finance Private Limited	Nil	Nil	Nil

<u>Persons acting in Concert(PAC)</u>	367	0.00%	0.00%
Harsh Rajnikant Kilachand	2,940	0.03%	0.03%
Harsh R Kilachand	1,89,082	1.89%	1.88%
Rohan Harsh Kilachand	2,08,372	2.08%	2.07%
Madhavi Harsh Kilachand	5,53,045	5.53%	5.49%
Harsh Rajnikant Kilachand	23,37,922	23.38%	23.19%
Kesar Corporation Pvt. Ltd.			
Indian Commercial Company	2,32,264	2.32%	2.31%
Pvt. Ltd.	1,87,824	1.88%	1.87%
Rohita Harsh Kilachand	10,152	0.10%	0.10%
India Carat Pvt. Ltd.			
Harsh Rajnikant Kilachand	27,425	0.28%	0.27%
(HUF)	30	0.00%	0.00%
Amrish Rajnikant Kilachand	53,208	0.53%	0.53%
Rajnikant A Kilachand	10	0.00%	0.00%
Ramila Rajnikant Kilachand	450	0.01%	0.00%
Rajnikant A Kilachand	10,848	0.11%	0.11%
Rajnikant A Kilachand	8,032	0.08%	0.08%
Rajnikant A Kilachand	8,676	0.09%	0.09%
Shreemati Ambalal Kilachand			
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
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	Nil	Nil	Nil
Zero Coupon Optionally Convertible Preference Shares			
<u>Acquirer/Transferee Company</u>			
Seel Investment Private Limited (1,69,100 Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	80,520 (Entitled for Equity shares upon conversion)	0.81%	0.80%
<u>Seller/Transferor Company</u>			
Duracell Investments & Finance Private Limited (Nil Zero Coupon Optionally Convertible Preference Shares of Rs. 10/- each)	Nil	Nil	Nil
<u>Persons acting in Concert(PAC)</u>			
Harsh Rajnikant Kilachand	Nil	Nil	Nil
Harsh R Kilachand	Nil	Nil	Nil
Rohan Harsh Kilachand	Nil	Nil	Nil
Madhavi Harsh Kilachand	Nil	Nil	Nil
Harsh Rajnikant Kilachand	Nil	Nil	Nil
Kesar Corporation Pvt. Ltd.	Nil	Nil	Nil
Indian Commercial Company			

Pvt. Ltd.	Nil	Nil	Nil
Rohita Harsh Kilachand	Nil	Nil	Nil
India Carat Pvt. Ltd.	Nil	Nil	Nil
Harsh Rajnikant Kilachand (HUF)	Nil	Nil	Nil
Amrisha Rajnikant Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Ramila Rajnikant Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Rajnikant A Kilachand	Nil	Nil	Nil
Shreemati Ambalal Kilachand	Nil	Nil	Nil
e) Total (a+b+c+d)	70,56,346	70.57%	70.01%
6. Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Acquisition pursuant to Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956, the shares acquired by Seel Investment Private Limited (Transferee Company) from Duracell Investments & Finance Private Limited (Transferor Company)		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	24th June, 2015, being the date from which the above mentioned Scheme of Amalgamation is made effective.		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 9,99,91,620/- [99,99,162 Equity Shares of Rs.10/- each]		
9. Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 9,99,91,620/- [99,99,162 Equity Shares of Rs.10/- each]		
10. Total diluted share / voting capital of the TC after the said acquisition / sale.	Rs. 10,07,96,820/- [1,00,79,682 Equity Shares of Rs.10/- each]		

Note:

(*) 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.

Signature of

Acquirer/Transferee Company
Seel Investment Private Limited



Director/Authorized Signatory

Place: Mumbai

Date: 26th June, 2015.

Annexure A

List of Person Acting in Concert

1. Harsh Rajnikant Kilachand
2. Harsh R Kilachand
3. Rohan Harsh Kilachand
4. Madhavi Harsh Kilachand
5. Harsh Rajnikant Kilachand
6. Kesar Corporation Pvt. Ltd.
7. Indian Commercial Company Pvt. Ltd.
8. Rohita Harsh Kilachand
9. India Carat Pvt. Ltd.
10. Harsh Rajnikant Kilachand (HUF)
11. Amrish Rajnikant Kilachand
12. Rajnikant A Kilachand
13. Ramila Rajnikant Kilachand
14. Rajnikant A Kilachand
15. Rajnikant A Kilachand
16. Rajnikant A Kilachand
17. Shreemati Ambalal Kilachand