



KAMDHENU ISPAT LIMITED

Corporate Office : 2nd Floor, Tower A, Building No. 9, DLF Cyber City, Phase III
Gurgaon - 122002 (Haryana) Phone : 0124 - 4604500 (30 Lines) Fax : 0124 - 4218524
E-mail : kamdhenu@kamdhenuispat.com, Website : www.kamdhenuispat.com

07th July, 2010

To,
The Incharge
Takeover Division
Securities and Exchange Board of India
Plot No.C4-A, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Subject : Availing "Securities and Exchange Board of India (Informal Guidance) Scheme, 2003" for Acquisition of shares by promoters under Regulation 11(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.
Re: Our letter dated 19th June 2010

Dear Sir,

In continuation of our letter dated 19th June, 2010 wherein we have mentioned that as per Regulation 11 (1), the Acquirer along with the persons acting in concert with them holding 15% or more but less than 55% of total shares/voting rights of the company, can acquire further 5% shares in any financial year (with post acquisition holding does not exceed 55%) as creeping acquisition.

Further as per Regulation 11 (2), the Acquirer together with persons acting in concert who are holding 55% or more but less than 75% shares, if acquires any additional shares, shall have to make a public announcement to acquire the shares.

However, as per second proviso to Regulation 11 (2), the acquirer may, [notwithstanding the acquisition made under Regulation 11 (1)] acquire further 5% shares of total shares of the company, without making any public announcement, provided that the post acquisition shareholding does not exceeds 75% subject to other conditions mentioned therein.

In continuation to the above and pursuant to our telephonic discussion with Mr. Deep Shah from your good office, we would like to avail the "Securities and Exchange Board of India (Informal Guidance) Scheme, 2003".

In accordance with the Para 5 (ii) of the "Securities and Exchange Board of India (Informal Guidance) Scheme, 2003", we would like to seek the guidance of the SEBI by way of "Interpretive Letter" in context of the following proposed transaction:





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In our case, the promoters' shareholding in the Company as on 31.03.2010 stands at 54.97 % through creeping acquisition and intends to go upto 55% under Regulation 11(1) and further they are desirous to increase their holding by 5 % in terms of Second Proviso to Regulation 11(2) without making any public announcement, by way of purchase from open market in normal segment on the stock exchange. The said acquisition of 5% shall not be through bulk deal/block deal/negotiated deal/preferential allotment.

In the light of the above, our specific queries are as below:

- A) Can the Promoters acquire additional 0.03% shares during the Financial Year 2010-11 as per Regulation 11 (1) so as to reach 55%.
- B) Can Promoters further acquire 5% as per Second Proviso of Regulation 11 (2).
- C) Can the above acquisitions, as mentioned in (A) and (B); be done in the Financial Year 2010-11.

You are requested to please advice in the said matter in accordance with Para 5 (ii) of the "Securities and Exchange Board of India (Informal Guidance) Scheme, 2003".

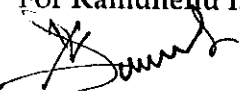
For the sake of convenience and ready reference the shareholding pattern of the Company as on 31-03-2010 and 30-06-2010 is enclosed herewith as **Annexure A** and **Annexure B**.

As per the Guidelines, a Demand Draft of Rs. 25,000/- payable at Mumbai, No. 501262 dated 01-07-2010 Drawn on State Bank of Bikaner and Jaipur towards the fees for the same is enclosed herewith.

Your immediate response in the matter would be highly appreciated.

Thanking you.

Yours truly,
For Kamdhenu Ispat Limited


Yogendra Dwivedi
Company Secretary

Encl: A/a

ANNEXURE A



NAME OF THE COMPANY : KAMEDHENU ISPAT LTD

SCIP CODE: 532741(858) and KIL (NSE)
Auth. Capital : 3,00,00,000 Shares of Rs. 10 each and Paid Up Capital : 1,90,11,066 shares of Rs. 10/- each

SCIP CODE : 532741 CATEGORY CODE : EQUITY
QUARTER ENDED : 31.03.2010

(i) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

CATEGORY CODE	CATEGORY OF SHAREHOLDERS	NUMBER OF SHAREHOLDERS	TOTAL NUMBER SHARES	NUMBER OF SHARES HELD IN DEMATERIALIZED	TOTAL SHAREHOLDING AS A PERCENTAGE OF		SHARES PLEDGED OR OTHERWISE ENCUMBERED	
					AS A PERCENTAGE OF (A+B) : 1	AS A PERCENTAGE OF (A+B+C) : (VII)	NUMBER OF SHARES (VIII)	AS A PERCENTAGE (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)			
(A)	PROMOTER AND PROMOTER GROUP							
(a)	INDIAN							
(i)	Individuals / Hindu Undivided Family	23	6844571	6858711	36.00	36.00	0	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	4	3605183	3605183	18.96	18.96	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A)(I) :	27	10449814	10263894	54.97	54.97	0	0.00
(2)	FOREIGN							
(a)	Individuals (NRI/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A)(2) :	0	0	0	0.00	0.00	0	0.00
	Total Share Holding of Promoter and Promoter Group (A)=(A)(I)+(A)(2)	27	10449814	10263894	54.97	54.97	0	0.00
(B)	PUBLIC SHAREHOLDING 3							
(1)	INSTITUTIONS							
(a)	Mutual Funds / UTI	0	0	0	0.00	0.00	NA	NA
(b)	Financial Institutions / Banks	1	700	700	0.00	0.00	NA	NA
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	0	0	0	0.00	0.00		
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Others	0	0	0	0.00	0.00		
	Sub-Total (B)(1) :	1	700	700	0.00	0.00		
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	390	2086492	2086492	10.98	10.98	NA	NA
(b)	Individuals							
(i)	Individual shareholders holding nominal share capital up to Rs.1 lakh	14260	5250689	5236468	27.62	27.62		
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	43	1154608	1050108	6.07	6.07		
(c)	Any Others	24	7051	7051	0.04	0.04		
	Cleaning Members	46	61712	61712	0.32	0.32		
	Non Resident Indians							
	Sub-Total (B)(2) :	14763	8560552	8441831	45.03	45.03		
	Total Public Share Holding (B)=(B)(1)+(B)(2) :	14764	8561252	8442531	45.03	45.03	NA	NA
	Total (A)+(B) :	14791	19011066	18706425	100.00	100.00		
(C)	Shares held by custodians, against which Depository Receipts have been Issued	0	0	0	0.00	0.00	NA	NA
	GRAND TOTAL (A)+(B)+(C) :	14791	19011066	18706425	100.00	100.00	0	0.00



(I)(a) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO "PROMOTER AND PROMOTER GROUP"						
NAME OF THE SHAREHOLDER		TOTAL SHARES HELD			SHARES PLEDGED OR OTHERWISE ENCUMBERED	
Sr No.		NUMBER OF SHARES (III)	AS A % OF GRAND TOTAL (A)+(B)+(C) (IV)	NUMBER OF SHARES (V)	AS A PERCENTAGE (VI)=(V)/(III)*100	AS A PERCENTAGE OF A GRAND TOTAL (A)+(B)+(C) OF SUB (VII)
(I)	(II)					
1	KAMDHENU OVERSEAS LIMITED	2399973	12.62	0	0	0
2	KAMDHENU INDUSTRIES LIMITED	829700	4.36	0	0	0
3	SHAFALI AGRAWAL	701542	3.69	0	0	0
4	SARITA AGRAWAL	663700	3.49	0	0	0
5	SATISH KUMAR AGARWAL	577122	3.04	0	0	0
6	PRADEEP KUMAR AGARWAL	533914	2.81	0	0	0
7	SUNIL KUMAR AGARWAL	513533	2.70	0	0	0
8	GEETA AGARWAL	499700	2.63	0	0	0
9	RADHA AGARWAL	383100	2.02	0	0	0
10	SATISH KUMAR AGARWAL	365900	1.92	0	0	0
11	SHATUL AGARWAL	337700	1.78	0	0	0
12	SUNIL KUMAR	300280	1.58	0	0	0
13	SACHIN AGARWAL	277380	1.46	0	0	0
14	SAURABH AGARWAL	276500	1.45	0	0	0
15	KAMDHENU CEMENT INDUSTRIES LIMITED	250000	1.32	0	0	0
16	SHIVANI AGARWAL	240235	1.26	0	0	0
17	PRIYANKA AGARWAL	231129	1.22	0	0	0
18	ACHIN AGARWAL	185920	0.98	0	0	0
19	SHITA AGARWAL	145716	0.77	0	0	0
20	SOMYA AGARWAL	144860	0.76	0	0	0
21	KARTIK AGGARWAL	138400	0.73	0	0	0
22	KAMDHENU CONCAST LIMITED	125510	0.66	0	0	0
23	SUNIL KUMAR AGARWAL	100000	0.53	0	0	0
24	JAYUSH AGARWAL	90600	0.48	0	0	0
25	SHREYA AGARWAL	61900	0.33	0	0	0
26	JAYUSH AGARWAL	50000	0.26	0	0	0
27	ACHIN AGGARWAL	25000	0.13	0	0	0
	TOTAL	10449814	54.97	0	0.00	0.00

(I)(c) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES		
Sr No.	Name of the shareholder	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	Three Dee Eim Private Limited	234500
	TOTAL	234500

(II)(a) Statement showing details of locked-in shares			
Sr No.	Name of the shareholder	Category of shareholders (Promoter / Public)	Number of locked-in shares

(II)(b) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRs)		
Sr No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	Global Depository Receipts (GDRs)	0
	TOTAL	0

(III)(b) STATEMENT SHOWING HOLDING OF DEPOSITORY RECEIPTS (DRs), WHERE UNDERLYING SHARES ARE IN EXCESS OF 1% OF THE TOTAL NUMBER OF SHARES		
Sr No.	Name of the DR Holder	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	0	0
	TOTAL	0



NOT APPLICABLE

(iii)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer

CATEGORY CODE	CATEGORY OF SHAREHOLDER	Number of Voting Rights held in each class of securities				Total Voting Rights (II+IV+V+VI)	Total Voting Rights Lc(VI)	
		Class X (III)	Class Y (IV)	Class Z (V)			As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(I)	PROMOTER AND PROMOTER GROUP 2							
(A)	INDIAN							
(1)	Individuals / Hindu Undivided Family							
(2)	Central Government / State Government(s)							
(3)	Bodies Corporate							
(4)	Financial Institutions / Banks							
(5)	Any Others							
	Sub-Total (A) (1) :							
(2)	FOREIGN							
(3)	Individuals (NRIs/Foreign Individuals)							
(4)	Bodies Corporate							
(5)	Institutions							
(6)	Any Others							
	Sub-Total (A) (2) :							
	Total Share Holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)							
(B)	PUBLIC SHAREHOLDING 3							
(1)	INSTITUTIONS							
(a)	Mutual Funds / UTI							
(b)	Financial Institutions / Banks							
(c)	Central Government / State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies							
(f)	Foreign Institutional Investors							
(g)	Foreign Venture Capital Investors							
(h)	Any Others							
	Sub-Total (B) (1) :							
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate							
(b)	Individuals							
	(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh							
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh							
(c)	Any Others							
	Clearing Members							
	Non Resident Indians							
	Sub-Total (B) (2) :							
	Total Public Share Holding (B)=(B)(1)+(B)(2) :							
	Total (A+B) :							
(C)	Shares held by custodians, against which Depository Receipts have been issued							
	GRAND TOTAL (A+B+C) :							

ANNEXURE - B.



NAME OF THE COMPANY : KAMEDHENU ISPAT LTD SCIP CODE : 532741 CATEGORY CODE : EQUITY									
QUARTER ENDED : 30.06.2010									
(I) STATEMENT SHOWING SHAREHOLDING PATTERN									
CATEGORY CODE	CATEGORY OF SHAREHOLDERS	NUMBER OF SHAREHOLDERS	TOTAL NUMBER SHARES	NUMBER OF SHARES HELD IN DEMATERIALIZED	TOTAL SHAREHOLDING AS A PERCENTAGE OF TOTAL NUMBER OF SHARES		SHARES PLEDGED OR OTHERWISE ENCUMBERED		
					AS A PERCENTAGE OF (A+B+C)	(A+B+C) 1	NUMBER OF SHARES (VIII)	AS A PERCENTAGE (IX)=(VIII)/(IV)*100	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	
(A)	PROMOTER AND PROMOTER GROUP 2								
(1)	INDIAN								
(a)	Individuals /Hindu Undivided Family	23	6814230	6628310	35.84	35.84	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00	0.00
(c)	Bodies Corporate	4	3655033	3655033	18.96	18.96	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00	0.00
(e)	Any Others	0	0	0	0.00	0.00	0	0.00	0.00
	Sub-Total (A) (1) :	27	10419313	10233393	54.81	54.81	0	0.00	0.00
(2)	FOREIGN								
(a)	Individuals (NRIs)/Foreign Individuals	0	0	0	0.00	0.00	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00	0.00
(d)	Any Others	0	0	0	0.00	0.00	0	0.00	0.00
	Sub-Total (A)(2) :	0	0	0	0.00	0.00	0	0.00	0.00
	Total Share Holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	27	10419313	10233393	54.81	54.81	0	0.00	0.00
(B)	PUBLIC SHAREHOLDING 3								
(1)	INSTITUTIONS								
(a)	Mutual Funds /UTI	0	0	0	0.00	0.00	NA	NA	NA
(b)	Financial Institutions / Banks	1	700	700	0.00	0.00	NA	NA	NA
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00			
(d)	Venture Capital Funds	0	0	0	0.00	0.00			
(e)	Insurance Companies	0	0	0	0.00	0.00			
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00			
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00			
(h)	Any Others	0	0	0	0.00	0.00			
	Sub-Total (B)(1) :	1	700	700	0.00	0.00			
(2)	NON-INSTITUTIONS								
(a)	Bodies Corporate	415	1983678	1983678	10.43	10.43	NA	NA	NA
(b)	Individuals								
	(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	14378	5448856	5434635	28.66	28.66			
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	39	1058965	954465	5.57	5.57			
(c)	Any Others								
	Clearing Members	30	14685	14685	0.08	0.08			
	Non Resident Indians	47	84869	84869	0.45	0.45			
	Sub-Total (B)(2) :	14909	8591053	8472332	45.19	45.19			
	Total Public Share Holding (B)=(B)(1)+(B)(2) :	14910	8591753	8473032	45.19	45.19	NA	NA	NA
	Total (A+B) :	14937	19011066	18706425	100.00	100.00			
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0.00	0.00	NA	NA	NA
	GRAND TOTAL (A+B+C) :	14937	19011066	18706425	100.00	100.00	0	0.00	0.00



(U)(i) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO "PROMOTER AND PROMOTER GROUP"						
NAME OF THE SHAREHOLDER			TOTAL SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCUMBERED	
Sr.No.	(i)	(ii)	NUMBER OF SHARES (iii)	AS A % OF GRAND TOTAL (A)-(B)+(C) (iv)	NUMBER OF SHARES (v)	AS A PERCENTAGE (vi)=(v)/(iii)*100 (vi)
1	KAMDHENU OVERSEAS LIMITED		2399873	12.62	0	0
2	KAMDHENU INDUSTRIES LIMITED		829700	4.36	0	0
3	SATISH AGARWAL		729442	3.69	0	0
4	SATISH AGARWAL		663760	3.49	0	0
5	SATISH AGARWAL		577221	3.04	0	0
6	PRADIP KUMAR AGARWAL		513933	2.70	0	0
7	SUNIL KUMAR AGARWAL		509513	2.68	0	0
8	GLETA AGARWAL		453760	2.50	0	0
9	RADHA AGARWAL		385300	2.02	0	0
10	SATISH KUMAR AGARWAL		365900	1.92	0	0
11	SHATIL AGARWAL		337700	1.78	0	0
12	SUNIL KUMAR		300280	1.58	0	0
13	SACHIN AGARWAL		277280	1.46	0	0
14	SAURABH AGARWAL		276900	1.45	0	0
15	KAMDHENU CEMENT INDUSTRIES LIMITED		250000	1.32	0	0
16	SHIVANI AGARWAL		240235	1.26	0	0
17	PRIVANKA AGARWAL		231129	1.22	0	0
18	ACHIN AGARWAL		185920	0.98	0	0
19	SHITA AGARWAL		145716	0.77	0	0
20	SOMYA AGARWAL		144660	0.76	0	0
21	KARTIK AGARWAL		138400	0.73	0	0
22	KAMDHENU CONCAST LIMITED		125510	0.65	0	0
23	SUNIL KUMAR AGARWAL		100000	0.53	0	0
24	AYUSH AGARWAL		90800	0.48	0	0
25	SHREYA AGARWAL		61000	0.33	0	0
26	AYUSH AGARWAL		50000	0.26	0	0
27	ACHIN AGARWAL		25000	0.13	0	0
	TOTAL		10419313	54.81	0	0.00

(U)(ii) STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES			
Sr.No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)-(B)+(C) indicated in Statement at para (i)(a) above)
1	Three Dec Edm Private Limited	224500	1.23
	TOTAL	224500	1.23

(U)(i) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES			
Sr.No.	Name of the shareholder	Category of shareholder (Promoter/Shareholder/Public)	Number of locked-in shares
			Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)-(B)+(C) indicated in Statement at para (i)(a) above)
	TOTAL		0

(U)(ii) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRs)			
Sr.No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)-(B)+(C) indicated in Statement at para (i)(a) above)
1	Global Depository Receipts (GDRs)	0	0
	TOTAL	0	0.00

(U)(iii) STATEMENT SHOWING HOLDINGS OF DEPOSITORY RECEIPTS (DRs), WHERE UNDERLYING SHARES ARE IN EXCESS OF 1% OF THE TOTAL NUMBER OF SHARES			
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)-(B)+(C) indicated in Statement at para (i)(a) above)
1	0	0	0
	TOTAL	0	0



(iii)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer									
CATEGORY CODE	CATEGORY OF SHAREHOLDER	Number of Voting Rights held in each class of securities				Total Voting Rights (III+IV+V)	As a percentage of (A+B) (VII)	Total Voting Rights i.e. (VI)	
		Class X	Class Y	Class Z	Class W			As a percentage of (A+B+C) (VIII)	
(1)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)		
(A)	PROMOTER AND PROMOTER GROUP 2								
(B)	INDIAN								
(C)	Foreign Institutional Investors / Banks								
(D)	Foreign Venture Capital Investors								
(E)	Any Others								
(F)	Sub-Total (A)-(E)								
(G)	FOREIGN								
(H)	Public Shareholding 3								
(I)	INSTITUTIONS								
(J)	Mutual Funds / UTI								
(K)	Financial Institutions / Banks								
(L)	Central Government / State Government(s)								
(M)	Venture Capital Funds								
(N)	Insurance Companies								
(O)	Foreign Institutional Investors								
(P)	Foreign Venture Capital Investors								
(Q)	Any Others								
(R)	Sub-Total (I)-(Q)								
(S)	NON-INSTITUTIONS								
(T)	Bodies Corporate								
(U)	Individuals								
(V)	Individual shareholders holding nominal share capital up to Rs.1 lakh								
(W)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh								
(X)	Any Others								
(Y)	Clearing Members								
(Z)	Non Resident Indians								
(AA)	Sub-Total (V)-(Z)								
(AB)	Total Public Share Holding (R)-(Z)								
(AC)	Total (A)-(R)								
(AD)	Shares held by custodians, against which Depository Receipts have been issued								
(AE)	GRAND TOTAL (A)-(AD)								

NOT APPLICABLE