Detailed Public Statement in terms of 15(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the Equity Shareholders of
ASHOK ALCO-CHEM LIMITED (AACL)

Regd. Office: 404, Sharda Chambers, 33, New Marine Lines, Vittaldas Thackersay Marg, Mumbai – 400 020
Tel: 91-22-61446900, Fax : 91-22-66104355 E mail Id: info@ashokalcochem.com
Website: www.ashokalcochem.com

OPEN OFFER FOR ACQUISITION OF 9,81,590 EQUITY SHARES FROM SHAREHOLDERS OF ASHOK ALCO-CHEM LTD, (THE TARGET COMPANY) BY AURA ALKALIES AND CHEMICALS PRIVATE LTD (ACQUIRER) AND Dr. ANIL M KADAKIA (PERSON ACTING IN CONCERT)

This detailed Public Statement ("DPS") is being issued by Pioneer Money Management Ltd., the Manger to the Offer ("Manager") on behalf of Aura Alkalies & Chemicals Private Limited ("The Acquirer") and Dr Anil M Kadakia ("PAC") in compliance with Regulations 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") pursuant to the Public Announcement filed on January 24, 2012 with the Bombay Stock Exchange, Securities and Exchange Board of India and Ashok Alco-Chem Limited (AACL) in terms of Regulation 3 (1) and Regulation 4 of the SEBI (SAST) Regulations.

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

1.1 ACQUIRER / PAC – AURA ALKALIES AND CHEMICALS PRIVATE LIMITED / DR ANIL M KADAKIA

1.1.1 Aura Alkalies & Chemicals Private Limited (Aura) (CIN Number: U24299MH2008PTC188070) was incorporated as a private limited company under the Companies Act 1956 on November 10, 2008 and is engaged in the business of trading and manufacturing of chemicals. Aura set up a 65tpd plant for the manufacture of Ethyl Acetate at Mahad, Maharashtra. This plant has been set up presently in the premises of AACL, the target company and is currently being operated by AACL for its manufacturing activities. Pending commencement of its own manufacturing activities, AURA will use the experience and support of its Management to make investments that seem profitable to the company.

1.1.2 The registered office of the company is located at 276, Lawrence and Mayo House, 3rd Floor, D N Road, Mumbai – 400 001, Tel No: 022 -66104355 Fax No: 022 – 22017621, Email Id: : auraalkalieschem@gmail.com.

1.1.3 Aura was originally incorporated as Tasty Trading Private Limited and the name of the company was changed to its current name on July 03, 2009.

1.1.4 Aura has been promoted by Shri Sunil Khimji Shah and HK Dealers Private Limited. The shares of Aura are not listed on any stock exchange and it does not have any subsidiaries.

1.1.5 Dr Anil M Kadakia (PAC) residing at C-112, Grand Paradi, August Kranti Marg, Mumbai – 400036, Tel NO: 022- 61446900, Fax No: 022-66104355 Email id: anmk06@rediffmail.com is a director of Aura and is also one of the shareholders of the acquirer company. He is also the seller and Managing director of the target company.

1.1.6 Aura has been promoted by Shri Sunil Khimji Shah and HK Dealers Private Limited. HK Dealers has been promoted by Shri Harshadrai T Shah. The shareholding pattern of Aura is as under:

Name of the Shareholder	**Number of Equity Shares of Rs.10/- each**	**% age of Shareholding**
Mr Sunil Khimji Shah	6,06,000	60%
HK Dealers Private Limited	2,02,000	20%
Dr Anil Manilal Kadakia & Mrs Shobhana A Kadakia	2,02,000	20%
Total	**10,10,000**	**100%**

1.1.7 Aura and Dr Anil M Kadakia have not been prohibited by SEBI from dealing in securities.

1.1.8 The audited financials of Aura for the last three years and the Audited Financials for the interim period ended September 30, 2011 is as under:

(In Rs.) Audited

Particulars	March 31, 2009	March 31, 2010	March 31, 2011	September 30, 2011
Total Revenue (other Income)	0.00	0.00	71,10,000	42,84,618
Net Profit /(Loss)	(8,115)	(94,568)	49,13,000	17,89,218
EPS	-ve	-ve	4.86	1.77
Net worth	80,285	1,00,80,285	1,49,93,285	1,67,83,663

1.1.9 As per Certificate dated January 04, 2012 from Shri Atul H. Shah, (Membership No. 100283) Partner, Atul HMV & Associates Chartered Accountants, (Tel. No. (022) 66348474, Fax No. (022) 6634 8474, Email ID: agile@vsni.net), the Net worth of Aura as on September 30, 2011 is Rs. 1,67,83,663/-.

1.1.10 As per Certificate dated January 11, 2012 from Shri Hemanshu M Vora, (Membership No. 100283) Partner, Atul HMV & Associates Chartered Accountants, (Tel. No. (022) 2209 3101, Fax No. (022) 6634 8474, Email ID: atulhmv@mtnl.net.in), the Net worth of Shri Anil M Kadakia as on September 30, 2011 is Rs.2,25,54,132/-.

1.2 Seller – Dr. ANIL M KADAKIA (also the PAC in this transaction)

1.2.1 Dr Anil M Kadakia, individual, residing at C-112, Grand Paradi, August Kranti Marg, Mumbai – 400036, Tel NO: 022- 61446900, Fax No: 022-66104355 Email id: anmk06@rediffmail.com is the Managing Director of the target company, Ashok Alco-Chem Limited and is also part of the promoter group shareholders of Ashok Alco-Chem Limited.

1.2.2 The shareholding of Dr Anil M Kadakia in the target company as on the date of the Public Announcement is as under:

Name of the Shareholder	Number of Shares Held	% of Shareholding to the paid up capital of the company
Dr Anil M Kadakia	12,33,558	32.68
Shobhana A Kadakia & Dr Anil M Kadakia	1,58,303	4.19
Ashok M Kadakia & Urvashi Ashok Kadakia (immediate relative)	14,800	0.39
Total	**14,06,661**	**37.26**

1.2.3 Neither the seller nor any of his family members have been prohibited by SEBI in dealing in securities.

1.3 Target Company – Ashok Alco-Chem Limited

1.3.1 Ashok Alco-Chem Limited (AACL) (CIN Number : L24110MH1992PLC069615) was incorporated as a public limited company on November 18, 1992 under the Companies Act 1956, in Maharashtra and Certificate of Commencement of Business was received on February 01, 1993. AACL made its maiden public issue of Equity Shares in the year 1994 and got its Equity Shares listed at the Bombay Stock Exchange Ltd, Mumbai (BSE). Ahmedabad Stock Exchange Ltd (ASE) and Delhi Stock Exchange Ltd. (DSE).

1.3.2 The registered office of the company is located at 404, Sharda Chambers, Sir Vittaldas Thackersey Marg, 33, New Marine Lines, Mumbai – 400 020, Tel No: 022-2200 2236 Fax No: 022- 2200 9455 Email Id : anmk06@rediffmail.com

1.3.3 AACL is engaged in the field of manufacturing and marketing industrial alcohol, acetic acid and other down-stream products for around two decades. AACL has its factory at Mahad, Maharashtra. The company was a sick company admitted to the BIFR and had entered into a One Time Settlement with M/s. SICOM Limited for settlement of its debt in the year 2008 and was discharged from the BIFR vide BIFR Order dated September 23, 2009. The company is not a sick company with effect from October 01, 2009 and its networth has been positive since that date.

1.3.4 The shares of the AACL are infrequently traded at the Bombay Stock Exchange Limited. The members of the company resolved on August 21, 1998 to delist the company from the Ahmedabad and Delhi Stock Exchanges and accordingly filed necessary application for voluntary delisting from the Ahmedabad Stock Exchange on August 22, 1998 and Delhi Stock Exchange on August 22, 1998. The shares of the company were suspended from trading on the Bombay Stock Exchange from December 31, 2007 to October 16, 2008 for non compliance of the provisions of the listing agreement.

1.3.5 The audited financial details of AACL for the last three years and the results for the interim period ended September 30, 2011, subject to limited review is as under:

(Rs. lacs)

Particulars	March 31, 2009	March 31, 2010	March 31, 2011	September 30, 2011 (limited review)
Total Revenue	665.42	19908.61	28691.57	14983.00
Net Income / (Loss)	(337.39)	(20.81)	176.13	278.00
EPS – Basic & Diluted before exceptional item – In Rs.	(9.83)	(0.55)	4.61	7.38
EPS – Basis & Diluted after exceptional item – In Rs.	-	(0.96)	4.61	7.38
Net worth (excluding revaluation and Capital Reserves)	(140.54)	73.32	247.37	525.13

1.4 Details of the Offer

1.4.1 The Acquirer is making an Open Offer to the Equity Shareholders (i.e. Shareholders other than the Acquirer, the PAC and promoter group Shareholders of AACL) to acquire 9,81,590 Equity Shares of Rs. 10/- each representing 26.00% of paid up & voting Capital of AACL **("the Offer")** as at ten working days after the closure of the tendering period (i.e. Thursday, April 19, 2012).

1.4.2 This offer is being made to the equity shareholders of the company as on Monday, March 05, 2012 ("Identified Date").

1.4.3 The Open Offer is being made at a price of Rs. 19.15 (Rupees Nineteen and Paise Fifteen Only) ("the Offer Price") payable in cash, subject to the terms and conditions mentioned hereinafter. There are no partly paid Equity Shares of the Target Company.

1.4.4 The consideration under this Offer shall be paid in cash.

1.4.5 As on the date of this Detailed Public Statement, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date. No approvals are required to be obtained from Banks / Financial Institutions for the Offer.

1.4.6 This Offer is not conditional on any minimum level of acceptance.

1.4.7 This Offer is not a competitive bid.

1.4.8 There are no conditions stipulated in the agreement between the seller and the Acquirer, the meeting of which would be outside the reasonable control of the acquirer and in view of which the offer might be withdrawn under Regulation 23 of the "SEBI (SAST) Regulations".

1.5 The Acquirer does not have any intention to restructure or dispose off or otherwise encumber any assets of AACL in the succeeding two years from the date of closure of the offering Period, except in the ordinary course of business. They undertake that they will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders through a special resolution, passed by way of a Postal Ballot.

1.6 The acquisition of 26 % of the voting capital of AACL under this Offer and the Shares being acquired through the market purchase along with the current holding of the other promoters of AACL will result in public Shareholding falling below the level required for continued Listing. Assuming full acceptance under this Offer, the post offer holding of the Acquirers / Promoters of the company shall go beyond the maximum permissible non public shareholding under Securities Contract (Regulation) Rules, 1957 ("SCRR") and the Acquirer/Promoters of AACL Company hereby undertake to reduce their shareholding to the level stipulated in the SCRR and within the time specified in SCRR.

2. BACKGROUND OF THE OFFER

2.1 DETAILS OF ACQUISITION

As on the date of the Public Announcement and this detailed public statement, the acquirer holds 9,06,082 Equity Shares constituting 24% of the share capital of AACL. On January 24, 2012 the acquirer has entered into a Share Purchase Agreement with Dr Anil M Kadakia to acquire 7,55,069 Equity Shares constituting 20% of the Paid-Up capital of AACL from Dr Anil M Kadakia, promoter and Managing Director of AACL at Rs.19.15 per fully paid up equity share for cash. There are no partly paid up shares. Dr Anil M Kadakia is also a director and shareholder of the Acquirer.

2.2 The Equity Shares are being acquired by the acquirer for cash.

2.3 OBJECT OF ACQUISITION AND FUTURE PLANS WITH RESPECT TO THE TARGET COMPANY

2.3.1 Aura, the Acquirer Company intends to make investments in AACL, which will enable AACL to meet the working capital and normal capital expenditure for its on going projects. Being a Corporate Promoter, Aura will be in a better position to obtain finances for AACL from banks / financial institutions. Barring unforeseen circumstances, the Acquirer/PAC are confident of ensuring sustained growth. The present activities will be continued. This additional infusion of funds will enable AACL to repay high cost debts, improve working capital position and meet normal capital expenditure which is expected to enhance the financial position significantly.

2.3.2 The Offer will result in change in control of AACL. No changes in the Board of Directors of AACL are contemplated by the Acquirer/PACs, consequent to this acquisition.

3. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer and PAC in TC and the details of their acquisition are as follows:

Details	**Acquirer – Aura**		**PAC – Dr Anil Kadakia**	
	No.	**%**	**No**	**%**
Shareholding as on the PA date	9,06,082	24	14,06,661	37.26% (See Note Below)
Shares acquired between the PA date and the DPS date	0	0	0	0
Post Offer Shareholding (Assuming Full acceptances) as on 10th working day after closing of tendering period	26,42,741	70	6,51,592	17.26

Note: **Of the above, 12,33,558 shares are held in the name of Dr Anil M Kadakia, 1,58,303 shares are held jointly in the name of Shobhana A Kadakia and Dr Anil M Kadakia and 14,800 shares are held in the name of Ashok M Kadakia & Urvashi A Kadakia.**

4. OFFER PRICE

4.1 The shares of AACL are listed on Bombay Stock Exchange, Ahmedabad Stock Exchange and the Delhi Stock Exchange. (Application pending with Ahmedabad Stock Exchange and Delhi Stock Exchange for Voluntary Delisting)

4.2 The shares of the company are not frequently traded on the Bombay Stock Exchange. The number of shares traded on the BSE during the twelve calendar months preceding January

2012 (the month in which the PA is made) is 2,02,955 shares, which is 5.38.% of the total number of Equity Shares of the company. (Source: www.bseindia.com).

4.3 Since the Equity Shares of AACL have not been frequently traded at all the Stock Exchanges where the shares of the company are listed during the 12 calendar months preceding the month in which the PA has been issued the Offer Price has been justified, taking into account, the following parameters, as set out under Regulation 8(2) of the SEBI (SAST) Regulations:

A	Highest Negotiated Price per Share (as per SPA)	Rs.19.15	
B	Volume Weighted Average Price paid by Acquirer during the fifty two weeks preceding the date of Public Announcement	Nil	
C	Highest Price Paid for any Acquisition by the Acquirer / PAC in the twenty six weeks preceding the date of the Public Announcement	Rs.19.15	
D	Volume Weighted Average Market Price for the shares of the target company during the period of 60 trading days preceding the date of public announcement	Not Applicable	
E	Other Financial Parameters (Face Value : Rs.10/-) Return on Net Worth (in%) (audited) Book Value per share (audited)(in.Rs) Earnings per share (Rs.) (audited)	31.03.2011* 71.20 6.55 4.61	31.03.2010* (24.09) 2.20 (0.55)

* **The results as on 31.03.2011 have been audited**.

Source of Information: *(a) Audited Accounts as on 31.03.2011 published by AACL*

The Fair Value of Equity Shares of AACL, is Rs. 16.27 (Rupees Sixteen and Twenty seven Paise Only) as certified vide Valuation certificate dated January 11, 2012 in terms of Controller of Capital Issue, Department of Economic Affairs, Ministry of Finance, Government of India and also keeping in view the supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30) by Mr. Hemanshu M Vora, Partner, Atul HMV & Associates Chartered Accountants, (Tel. No. (022) 2209 3101, Fax No. (022) 6634 8474, Email ID: atulhmv@mtnl.net.in), (Membership No. 100283).

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 19.15/- (Rupee Nineteen and Paise Fifteen Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

4.4 The relevant price parameters have not been adjusted for any corporate actions.

4.5 There have been no revisions in the offer price. In case there is any increase in the Offer Price, on account of any future purchases or competing offers, the revision in the offer price shall be done only up to 3 working days prior to the commencement of tendering period (i.e Thursday, March 15, 2012) and shall be notified to the shareholders by way of an advertisement in the same newspapers in which this Detailed Public Statement has been published.

5. FINANCIAL ARRANGEMENTS

5.1 Assuming full acceptance, the total funds requirements to meet this Offer is Rs. 1,87,97,449 (Rupees One Crore Eighty Seven Lacs Ninety Seven Thousand Four Hundred and Forty Nine Only) .

5.2 As per Certificate dated January 24, 2012 from Shri Hemanshu M Vora, (Membership No. 100283) Partner, Atul HMV & Associates Chartered Accountants, (Tel. No. (022) 2209 3101, Fax No. (022) 6634 8474, Email ID: atulhmv@mtnl.net.in), the Acquirer has adequate liquid resources to meet the obligations under this Offer. As per the certificate, the aggregate liquid resources available with the Acquirer is Rs.3,50,66,686. The source of funds is entirely from domestic resources. This will be adequate to meet the funds requirements of the Offer.

5.3 Assuming Full acceptances, the total funds required to meet this Offer is Rs.1,87,97,449 (Rupees One Crore Eighty Seven Lacs Ninety Seven Thousand Four Hundred and Forty Nine Only.) In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer has opened / created an Escrow Account in the form of Fixed Deposit for Rs.47,00,000 Lacs (Rupees Forty Seven Lacs only) with Oriental Bank of Commerce, Large Corporate Branch, Cuffe parade, Mumbai 400 005, which is more than 25% of the consideration payable under this Offer, assuming full acceptance.

5.4 The Acquirer has authorized Pioneer Money Management Limited., Managers to the Offer to realize the value of the Escrow Account in terms of the Regulations.

5.5 Based on the above, Pioneer Money Management Limited, Manager to the Offer certify and confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. STATUTORY AND OTHER APPROVALS

6.1 As on the date of this Public Announcement, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. No approval is required to be obtained from Banks/Financial Institutions for the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

6.2 Barring unforeseen circumstances beyond its control, the Acquirer would endeavor to obtain all such approvals and complete all procedures relating to Offer within 10 working days from the date of closure of the tendering period. In the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders, as may be directed by SEBI.

6.3 There are no conditions stipulated in the agreement between the seller and the Acquirer, the meeting of which would be outside the reasonable control of the acquirer and in view of which the offer might be withdrawn under Regulation 23 of the "SEBI (SAST) Regulations".

7. TENTATIVE SCHEDULE OF ACTIVITY

Activity	**Date**
Public Announcement (PA)	Tuesday, January 24, 2012
Detailed Public Statement (DPS)	Wednesday, February 01, 2012
Last date for a competitive bid	Thursday, February 23, 2012
Identified Date	Monday, March 05, 2012
Letter of Offer to be despatched to shareholders	Tuesday, March 13, 2012
Last date for revising the Offer price/ number of shares	Thursday, March 15, 2012
Last Date by which Board of TC shall give its recommendation	Friday, March 16, 2012
Offer Opening PA Date	Monday, March 19, 2012
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, March 20, 2012
Date of Expiry of Tendering Period (Offer closing Date)	Tuesday, April 03, 2012
Last date of communicating rejection/ acceptance and payment of consideration for applications accepted/return of unaccepted Share Certificates/credit of unaccepted Shares to demat account	Thursday, April 19, 2012

8. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

8.1 In case of non-receipt of the letter of Offer, the eligible person(s), holding Equity Shares of AACL in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares Offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before the closure of the Offer.

8.2 In case of non receipt of the Letter of Offer, beneficial owners holding Equity Shares in dematerialized form, may send their applications in writing to The Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in "Off-market", or counterfoil of the delivery instruction in Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer on or before the closure of the Offer.

9. The detailed procedure for tendering the shares in the Offer will be available in the Letter of Offer.

10. OTHER INFORMATION

10.1 **The Acquirer, Aura Alkalies and Chemicals Private Limited and each of its Directors, and Dr Anil M Kadakia (PAC)** jointly and severally accept the responsibility for the information contained in the Public Announcement and the Detailed Public Statement and for the obligations of Acquirer, laid down in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and subsequent amendments made thereof.

10.2 **Manager to the Offer :**
PIONEER MONEY MANAGEMENT LIMITED
SEBI Regn. No. INM 000011906
1218, Maker Chambers V, Nariman Point, Mumbai – 400 021
Tel. Nos. (022) 6618 6633, Fax No. (022) 2204 9195,
E Mail ID: ankit.chudiwala@pinc.co.in
Contact Person : Mr. Ankit Chudiwala

10.3 **Registrar to the Offer**
Link Intime India Private Limited
SEBI Regn No : INR000004058
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup(W), Mumbai – 400 079
Tel No. 022- 25960320, Fax No. 022- 25960329 Toll Free:- 1-800-22-0320
Email ID : aacpl.offer@linkintime.co.in
Contact Person : Mr. Pravin Kasare

10.4 The Detailed Public Statement will also be available on the SEBI website: www.sebi.gov.in.

ISSUED BY THE MANAGER TO THE OFFER
Pioneer Money Management Ltd
SEBI Regn. No. INM 000011906.
1218, Maker Chambers V, Nariman Point, Mumbai – 400 021
Tel. Nos. (022) 6618 6633, Fax No. (022) 2204 9195, E Mail ID: ankit.chudiwala@pinc.co.in
Contact Person : Mr.. Ankit Chudiwala

On behalf of the Acquirer

Aura Alkalies and Chemicals Private Limited
276, Lawrence & Mayo House, 3rd Floor, D. N. Road, Fort, Mumbai – 400001.
Tel: (022) 61403400, Fax: (022) 22017621, Email Id: auraalkalieschem@gmail.com

Place: Mumbai
Date: February 01, 2012