Public Announcement under Regulation 15(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

OPEN OFFER FOR ACQUISITION OF 7,80,000 EQUITY SHARES FROM THE SHAREHOLDERS OF COUNT N DENIER (INDIA) LIMITED (HEREINAFTER REFERRED TO AS "TARGET COMPANY" OR "CNDIL") BY MR. GAUTAM MOHAN DESHPANDE (HEREINAFTER REFERRED TO AS "THE ACQUIRER")

1. **Open Offer details**

- **Size**: This Open Offer is being made by the Acquirer for acquisition of 7,80,000 equity shares of face value ₹ 10 each representing 26% of the total equity share capital of the Target Company.

- **Price/Consideration**: At a price of ₹ 1.50 (Rupee One and Fifty Paisa Only) per fully paid up equity share of ₹ 10 of the Target Company aggregating to ₹ 11,70,000 (Eleven Lacs Seventy Thousand only).

- **Mode of payment**: The Open Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

- **Type of offer (Triggered offer, voluntary offer/competing offer etc)**: Triggered Offer made under Regulations 3(1) & 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

2. **Transaction which has triggered the open offer obligations (underlying transaction)**

Details of underlying transaction						
Type of Transaction (direct/ indirect)	**Mode of Transaction (Agreement/ Allotment/ market purchase)**	**Shares / Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares /VRs acquired**	**Mode of payment (Cash/ securities)**	**Regulation which has triggered**
		Number	**% vis a vis total equity/voting capital**			
Direct	Share Purchase Agreement dated December 18, 2012	14,47,400	48.25%	₹ 21,71,100	Cash	3(1) & 4

3. **Acquirer:**

Details	**Acquirer**
Name of Acquirer	Gautam Mohan Deshpande
Address	1403, Hyde Park, Tower A.1, Behind Greenwood Complex, Chitalsar, Manpada, Thane (W) – 400 607 Maharasthra
Name(s) of persons in control/ promoters of the Acquirer	Not Applicable
Name of the Group, if any, to which the Acquirer/PAC belongs to	None
Pre Transaction shareholding: • Number • % of total share capital	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	14,47,400 48.25%
Any other interest in the Target Company	Nil

4. **Details of selling shareholders:**

Name	Part of Promoter Group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Anil Babulal Agrawal	Yes	14,47,400	48.25	Nil	Nil

5. **Target Company**

- **Name**: Count N Denier (India) Limited
- **Exchanges where listed**: The Target Company is listed on BSE Limited and Ahmedabad Stock Exchange Limited.

6. **Other details**

- This to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before December 26, 2012.
- The Acquirer undertakes that he is aware of and will comply with his obligations under the SEBI (SAST) Regulations, 2011 and has adequate financial resources to meet the Offer obligations.
- This is not a Competitive Bid.

Issued by:

MICROSEC
MICRO FOCUS. MEGA WEALTH

Manager to the Offer

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Contact Person: Mr. Manav Goenka

On behalf of the Acquirer

Gautam Mohan Deshpande

Place: Kolkata
Date: December 18, 2012