PUBLIC ANNOUCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S GREENEARTH RESOURCES AND PROJECTS LIMITED ("GRPL" /"TARGET COMPANY/"TC") FORMERLY AUSTRAL COKE & PROJECTS LIMITED

Registered Office: 1/1W, Gariahat Road (South), Jodhpur Park, Mezanine Floor, Kolkata, West Bengal-700068, India. Phone No. 033-40635084, Email id: contact@greenearth.net.in and Corporate Office at Killedar Building No. 1 I & II Floor, Opp. MTNL, (Near 24 Karat Cinema Hall), S. V. Road, Jogeshwari (West), Mumbai: 400 102 Phone No 022-26794390 Email id: contact@greenearth.net.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 7,54,76,970 EQUITY SHARES FROM THE SHAREHOLDERS OF M/S GREENEARTH RESOURCES AND PROJECTS LIMITED BY M/S AUM SAW PIPES & INDUSTRIES PRIVATE LIMITED ("ASPIPL"/"ACQUIRER")

1. OFFER DETAILS

This open offer (the "**Open Offer**") is being made by M/s Aum Saw Pipes & Industries Private Limited, Acquirer for acquisition of 7,54,76,970 (Seven Crore Fifty four Lacs Seventy Six Thousand Nine Hundred and Seventy Only) Equity Shares of Re. 1/- each at a price of Rs. 1.20/- (Rupee One and Twenty Paise Only) per Equity Share aggregating to **Rs. 9,05,72,364/- (Rupees Nine Crores Five Lakhs Seventy Two Thousand Five Hundred and Sixty Four Only)** payable in cash subject to the terms and conditions as applicable. The Acquirer has entered into a Share Purchase Agreement ("**SPA**") with the Promoters of Target Company (hereinafter referred to as the "**Sellers**"), on Saturday, 29th September, 2012 wherein it is proposed that they shall purchase 5,68,63,668 fully paid up equity shares of the Target Company bearing a face value of Re.1/- each ("**Sale Shares**"), which amounts to 19.59 % of the total paid-up equity share capital of the Target Company as on 29th September 2012. The said sale is proposed to be executed at a price of Rs. 0.50 (Fifty paise only) per fully paid-up equity share ("**Negotiated Price**"), aggregating to Rs. 2,84,31,834/- (Rupees Two Crores Eighty Four Lakhs Thirty One Thousand Eight hundred and Thirty four only) ("**Purchase Consideration**") payable in cash.

Consequent changes in control and management of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with Regulation 3, 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.

acquirers/ ~~PACs where Acquirers/ PAC are companies~~	
Name of the Group, if any, to which the Acquirer/PAC belongs to	N.A
Pre Transaction shareholding • Number • % of total share capital	NIL
Proposed shareholding after the acquisition of shares which triggered the Open Offer	Proposed Shareholding after the acquisition of shares shall be 5,68,63,668 Equity Shares (19.59%). However, the acquisition through SPA has not triggered Open Offer under Regulation 3 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as the Acquirer desires to acquire control over the target Company as per Regulation 4 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Therefore, this Open Offer is also given as per Regulation 4 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.
Any other interest in the TC	The Acquirer company has issued and allotted 5100 Equity Shares on 1st December 2010 to Mr. Rishiraj Ratanlal Agarwal, Director of the Target Company and 49,50,000 and 27,50,000 Equity Shares of Rs. 10/- each to and M/s. Greenearth Resources and Projects Limited, Target Company and to M/s. Sancia Global Infraprojects Limited, a group company of the target company on 5th December 2011

AUM SAW PIPES ... INDUSTRIES PRIVATE LIMITED

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 (Rs. in Crores)	Mode of payment (Cash/ securities) (*1)	Regulation on which has triggered
		Number	% vis a vis total Equity / voting Capital.			
Direct	Share Purchase Agreement dated 29th September, 2012 between the Acquirer and the Sellers as mentioned in point no. 4. Further, the Acquirer is desirous to take Management Control in the Target Company.	5,68,63,668	19.59% of the existing total paid equity share capital of the Company	2,84,31,834/-	Cash	Regulation 3 & 4 of SEBI (SAST) Regulations 2011

3. ACQUIRER(S) / PAC

Details	Acquirer
Name of Acquirer	M/s. Aum Saw Pipes & Industries Private Limited
Address	H.No. 3-179/NR, Plot No. 179, Guttala begampet-S1, Phase-II, Kavuri Hills, Madhapur, Hyderabad, Andhra Pradesh - 500081, India
Name(s) of ~~persons in control~~ /promoters of	1. Mr. Haridas Ramesh 2. M/s. Aum Agrotech Limited

4. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
M/s. Anarcon Resources Pvt. Ltd	Yes	2,91,02,939	10.03	Nil	Nil
M/s. Hanuman Investments Pvt. Ltd	Yes	1,90,57,000	6.56	Nil	Nil
Mr. Rishiraj Agarwal	Yes	85,73,132	2.95	Nil	Nil
Ms. Lalita Agaawal	Yes	32,060	0.01	Nil	Nil
Ms. Sangeeta Agarwal	Yes	98,537	0.03	Nil	Nil
	TOTAL	5,68,63,668	19.59		

5. TARGET COMPANY

The Target Company i.e. Greenearth Resources and Projects Limited is listed on the Bombay Stock Exchange Limited and National Stock Exchange of (India) Limited

6. OTHER DETAILS

6.1 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 by Monday, 8th October, 2012.

6.2 The Acquirer M/s Aum Saw Pipes & Industries Private Limited has given undertaking that the Company is aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

6.3 This is not a Competitive Bid.

Issued by

Comfort Securities Limited

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On behalf of

M/s. Aum Saw Pipes & Industries Private Limited (Acquirer)

Place: Hyderabad

Date: 29.09.2012