

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF SEBI (SUBSTANTIAL ACQUISITION  
OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY  
SHAREHOLDERS OF

## JALAN CEMENT WORKS LIMITED

OPEN OFFER FOR ACQUISITION OF 29,12,661 (TWENTY NINE LACS TWELVE THOUSAND SIX HUNDRED SIXTY ONE) EQUITY SHARES FROM THE SHAREHOLDERS OF JALAN CEMENT WORKS LIMITED (HEREINAFTER REFERRED TO AS "TARGET COMPANY" OR "JCWL") BY MR. NIMISH ARORA, MRS. NAMRATA ARORA AND M/S. SINDHWANI METAL ENGINEERING PRIVATE LIMITED (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS")

### 1. Offer details:

- ❖ **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 29,12,661 fully paid equity shares of Rs. 10/- each constituting 26.00% of the total paid-up equity and voting share capital of the Target Company.
- ❖ **Offer Price:** An Offer Price of Rs. 31/- (Rupees Thirty One Only) per equity share (hereinafter referred to as the "Offer Price") per equity share will be offered for the equity shares tendered during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirers will be Rs. 9,02,92,491/- (Rupees Nine Crores Two Lacs Ninety Two Thousand Four Hundred Ninety One Only).
- ❖ **Mode of payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Regulations").
- ❖ **Type of Offer (Triggered Offer, ~~voluntary offer/competing offer~~ etc.):** The Offer is a Triggered Offer made under regulation 3(1) and regulation 4 of the Regulations.

### 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) | Regulation which has triggered |
|                                        |                                                             | Number                                                   | % vis a vis total equity /voting capital |                                                              |                                    |                                |
| Direct                                 | Share Purchase Agreements                                   | 54,10,200                                                | 48.29%                                   | 5.41                                                         | Cash                               | 3(1) & 4                       |



### 3. Acquirers / PAC:

| Details                                                                              | Acquirer 1                                             | Acquirer 2           | Acquirer 3                                                    | Total                 |
|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------|---------------------------------------------------------------|-----------------------|
| Name of the Acquirers/ PAC(s)*                                                       | Mr. Nimish Arora                                       | Mrs. Namrata Arora   | M/s. Sindhwani Metal Engineering Private Limited              | 3                     |
| Address                                                                              | 161-A, Sainik Farms, Ambedkar Nagar, New Delhi-110 062 |                      | C-40, Lower Ground Floor, Pamposh Enclave, New Delhi- 110 048 | ----                  |
| Name(s) of persons in contrc' /Promoters of Acquirers/ PAC are Companies             | Not Applicable                                         | Not Applicable       | Mr. Nimish Arora**                                            | ----                  |
| Name of the Group, if any, to which the Acquirers/ PAC-belongs to                    | Not Applicable                                         | Not Applicable       | Not Applicable                                                | ----                  |
| Pre-Transaction Shareholding                                                         |                                                        |                      |                                                               |                       |
| • Number                                                                             | Nil                                                    | 5,40,150             | Nil                                                           | 5,40,150              |
| • % of total share capital                                                           | (0.00%)                                                | (4.82%)              | (0.00%)                                                       | (4.82%)               |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer | 4,51,350<br>(4.03%)                                    | 10,21,300<br>(9.12%) | 44,77,700<br>(39.97%)                                         | 59,50,350<br>(53.11%) |
| Any other interest in the TC                                                         | Not Applicable                                         | Not Applicable       | Not Applicable                                                | ----                  |

\* For the purpose of this Open Offer, there is no Person Acting in Concert ("PAC") with the Acquirers.

\*\* Mr. Nimish Arora is holding 61.52% of the total paid-up equity and voting share capital of Astral Premier Exports Private Limited, which in turn is holding 47.85% of the total paid-up equity and voting share capital in M/s. Sindhwani Metal Engineering Private Limited.

### 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           | %    |
| Cellour Marketing Private Limited | Yes                              | 4,51,350                                                          | 4.03  | Nil              | 0.00 |
| Falcon Holdings Private Limited   | Yes                              | 15,04,960                                                         | 13.43 | Nil              | 0.00 |
| Dearborn Barter Private Limited   | Yes                              | 8,36,410                                                          | 7.47  | Nil              | 0.00 |
| GRD Capital Markets Limited       | No                               | 8,52,960                                                          | 7.61  | Nil              | 0.00 |
| GRD Enclave Private Limited       | No                               | 1,36,000                                                          | 1.21  | Nil              | 0.00 |
| GRD Securities Ltd.               | No                               | 1,66,000                                                          | 1.48  | Nil              | 0.00 |
| Frigid Vyapaar Private Limited    | No                               | 9,41,610                                                          | 8.41  | Nil              | 0.00 |
| Jayam Vyapaar Private Limited     | No                               | 4,01,400                                                          | 3.58  | Nil              | 0.00 |
| Battle Vyapaar Private Limited    | No                               | 39,760                                                            | 0.35  | Nil              | 0.00 |
| Sahal Business Private Limited    | No                               | 79,750                                                            | 0.71  | Nil              | 0.00 |
| Total                             |                                  | 54,10,200                                                         | 48.29 | Nil              | 0.00 |



## 5. Target Company:

- **Name:** M/s. Jalan Cement Works Limited having registered office at 81, N.S. Road, 2<sup>nd</sup> Floor, Room No. 202, Kolkata- 700 001.
- **Exchanges where listed:** The equity shares of the Target Company are listed on The Calcutta Stock Exchange Limited and U.P. Stock Exchange Limited.

## 6. Other details:

- This is to inform to all the shareholders of Target Company that the details of the Open Offer would be published shortly in the newspapers in terms of the provisions of regulation 14(3) of Regulations vide a Detailed Public Statement on or before 7<sup>th</sup> January, 2014.
- The Acquirers undertake that they are aware of and will comply with their obligations under the Regulations and have adequate financial resources to meet the Offer obligations.
- This is not a Competitive Bid.

Issued by:



**MANAGER TO THE OFFER:**  
**VC CORPORATE ADVISORS PRIVATE LIMITED**  
SEBI REGN NO: INM000011096  
(Contact Person: Ms. Urvi Belani)  
31, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor,  
Suite No.- 2C, Kolkata-700 013  
Tel No.: (033) 2225-3940  
Fax : (033) 2225-3941  
Email: [mail@vccorporate.com](mailto:mail@vccorporate.com)

## ON BEHALF OF THE ACQUIRERS:

Sd/-  
Nimish Arora

Sd/-  
Namrata Arora

For Sindhvani Metal Engineering Private Limited  
Sd/-  
Director

Place: Kolkata

Date: 31<sup>st</sup> December, 2013

