OFFER OPENING PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

JALAN CEMENT WORKS LIMITED

(Regd. Office: 81, N. S. Road, 2nd Floor, Room No. 202, Kolkata- 700 001)

This Advertisement is being issued by VC Corporate Advisors Private Limited, on behalf of Mr. Nimish Arora, Mrs. Namrata Arora and M/s. Sindhwani Metal Engineering Private Limited (hereinafter collectively referred to as "**the Acquirers**") pursuant to regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **("SEBI (SAST) Regulations**") in respect of Open Offer ("**Offer**") for the acquisition of 29,12,661 (Twenty Nine Lacs Twelve Thousand Six Hundred Sixty One) fully paid-up equity shares of Rs. 10/- each, representing 26.00% of the equity and voting share capital of Jalan Cement Works Limited (hereinafter referred to as the "**Target Company**" or "**JCWL**"). The Detailed Public Statement ("**DPS**") pursuant to the Public Announcement ("**PA**") made by the Acquirers has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions and Kalantar (Bengali Daily Kolkata edition) on 07.01.2014.

1. The Offer Price is Rs. 31/- (Rupees Thirty One Only) per equity share payable in cash ("**Offer Price**"). There has been no revision in the Offer Price.
2. Committee of Independent Directors ("**IDC**") of the Target Company recommend acceptance of the Open Offer made by the Acquirers, as the Offer Price of Rs. 31/- (Rupees Thirty One Only) per equity share is significantly higher than the fair value per equity share of the Target Company of Rs. 30.03 (Rupees Thirty and Three Paisa Only) as certified by the Chartered Accountant.

   The recommendation of IDC was published in the aforementioned newspapers on 13.10.2014.
3. There has been no competitive bid to this Open Offer.
4. The Letter of Offer ("**LOF**") has been dispatched to all the Public Share holders of Target Company on 30.09.2014.
5. Please note that a copy of the LOF along with the Form of Acceptance-cum-Acknowledgement is available on the website of Securities and Exchange Board of India (SEBI), www.sebi.gov.in, and also on the website of Manager to the Offer, www.vccorporate.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:

   a. In case of physical Shares: Name & Address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no., share certificate no., distinctive nos., no. of shares held, no. of shares tendered together with the original Equity Share certificate(s), valid transfer deeds with the details of the Acquirers kept blank so as to reach the Registrar to the Offer on or before Closure to the Offer i.e. 30.10.2014.

   b. In case of Dematerialized Shares: Name, Address, no. of equity shares tendered , DP Name, DP ID, Beneficiary Account No. and a photocopy or counter folio of the delivery instruction in "Off-market" mode, duly acknowledged by the DP in favour of Special Depository Account:

DP NAME	SHREE BAHUBALI INT. LTD.
DP ID	IN300773
CLIENT ID	10309668
ACCOUNT NAME	JALAN CEMENT WORKS LTD- OPEN OFFER ESCROW A/C- OPERATED BY MDPL
DEPOSITORY	NATIONAL SECURITIES DEPOSITORY LIMITED

   Shareholders having their beneficiary account in the CDSL have to use inter depository delivery instruction slip for the purpose of crediting their equity shares in favour of Special Depository Account with NSDL.

6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on 14.01.2014. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its Letter No. CFD/DCR2/OW/17086/2014 dated June 16, 2014 and CFD/DCR-II/SKS/25374/2014 dated August 27, 2014 respectively which have been incorporated in the LOF.
7. **Any other material change from the date of PA:** Not Applicable
8. **Schedule of Activities:**

Activity	**Date**	**Day**
Date of the Public Announcement	December 31, 2013	Tuesday
Publication of Detailed Public Statement in newspapers	January 07, 2014	Tuesday
Last date for making a Competing Offer	January 29, 2014	Wednesday
Identified Date*	September 26, 2014	Friday
Last Date by which Letter of Offer was to be dispatched to the shareholders	October 08, 2014	Wednesday
Date of commencement of tendering period	October 15, 2014	Wednesday
Date of closure of tendering period	October 30, 2014	Thursday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	November 17, 2014	Monday

** Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the Share Purchase Agreement including persons deemed to be acting in concert with such parties) are eligible to participate in the Offer any time before the Closure of the Offer.*

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS:

VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI Registration No. INM000011096
(Contact Person: Ms. Urvi Belani)
31, Ganesh Chandra Avenue,
2nd Floor, Suite No – 2C, Kolkata – 700 013
Phone No : (033) 2225-3940
Fax : (033) 2225-3941
E-mail: mail@vccorporate.com

Place : Kolkata **Date : 14.10.2014**

Size 21 X 12 = 252 sq.cm