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

Open offer for acquisition of up to 25,600,000 equity shares ("Offer" / "Open Offer") of Nirlon Limited ("Target Company") to the public equity shareholders of the Target Company ("Public Shareholders") by Reco Berry Private Limited ("Acquirer").

This public announcement ("**Public Announcement**" or "**PA**") is being jointly issued by HSBC Securities and Capital Markets (India) Private Limited and Kotak Mahindra Capital Company Limited**,** the joint managers to the Offer (the "**Managers**"), for and on behalf of the Acquirer to the Public Shareholders pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "**SEBI (SAST) Regulations**").

1. Offer Details

Size: Up to 25,600,000 (Twenty Five Million Six Hundred Thousand Only) fully paid up equity shares of face value of INR 10.0 (Rupees ten only) each of the Target Company ("**Offer Shares**"), constituting 28.41% of the fully diluted voting equity share capital of the Target Company (as of the 10^{th} working day from the closure of the tendering period for the Offer) ("**Voting Share Capital**") subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement ("**DPS**") and the letter of offer ("**LoF**") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Price / Consideration: The equity shares of the Target Company are frequently traded in terms of SEBI (SAST) Regulations. The Offer is made at a price of INR 222 (Rupees Two Hundred and Twenty Two) per Offer Share (the "**Offer Price**") which is in accordance with Regulation 8(2) of the SEBI (SAST) Regulations.

Mode of Payment: The Offer Price is payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and the terms and conditions mentioned in this PA and in the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Type of Offer: This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control of and over the Target Company.

2. Transactions which have triggered the open offer obligations (underlying transaction)

This Offer is being made pursuant to the execution of the following agreements by the Acquirer:

(i) an agreement to purchase equity shares of the Target Company from Maneesha Rahul Bhat ("**Seller 1**" and such share purchase agreement the "**Seller 1 SPA**");

(ii) an agreement to purchase equity shares of the Target Company from Mallika Vir Advani (" **Seller 2**" and such share purchase agreement the "**Seller 2 SPA**");

(iii) an agreement to purchase equity shares of the Target Company from Bilby Pte Limited ("**Seller 3**" and such share purchase agreement the "**Seller 3 SPA**");

(iv) an agreement to purchase equity shares of the Target Company from Guildford Pte Limited ("**Seller 4**" and such share purchase agreement the "**Seller 4 SPA**");

(v) an agreement to purchase equity shares of the Target Company from Geraldton Finance Limited ("**Seller 5**" and such share purchase agreement the "**Seller 5 SPA**");

(vi) an agreement to purchase equity shares of the Target Company from Real India Invest Aktiengesellschaft ("**Seller 6**" and such share purchase agreement the "**Seller 6 SPA**");

(vii) an agreement to purchase equity shares of the Target Company from Alfano Pte Limited, a member of the promoter group ("**Seller 7**"), setting out the *inter se* rights and obligations of the parties thereto as shareholder / promoter of the Target Company (such share purchase cum shareholders agreement the "**SPSHA 1**"), only if the number of equity shares validly tendered in the Open Offer is less than 21.79% of the Voting Share Capital;

(viii) an agreement to purchase equity shares of the Target Company from Deltron Pte Limited, a member of the promoter group ("**Seller 8**"), setting out the *inter se* rights and obligations of the parties thereto as shareholder / promoter of the Target Company (such share purchase cum shareholders agreement the "**SPSHA 2**"), only if the number of equity shares validly tendered in the Open Offer is less than 21.79% of the Voting Share Capital; and

(ix) an agreement to purchase equity shares of the Target Company from Kunal Virenchee Sagar ("**Seller 9**") and Rahul Virenchee Sagar ("**Seller 10**") and setting out the *inter se* rights and obligations of the parties thereto as shareholders / promoters of the Target Company (such share purchase cum shareholders agreement the "**SPSHA 3**"), only if the number of equity shares validly tendered in the Open Offer is less than 21.79% of the Voting Share Capital.

All the above agreements are hereinafter collectively referred to as the "**Agreements**".

Given below are the details of the underlying transactions:

Type of transaction (direct / indirect)	**Mode of transaction (Agreement/ Allotment/ market purchase)**	**Shares/ Voting rights acquired/ proposed to be acquired**		**Total consideration for shares/ voting rights (VR) acquired (INR)**	**Mode of payment**	**Regulation which has triggered**
		Number	**% vis-à-vis total equity/ voting share capital**			
Direct	Acquisition of equity shares of the Target Company through Agreements	35,331,016#	39.21%#	7,843,485,552	Cash	3(1) and 4 of the SEBI (SAST) Regulations

 # This is the sum of all the equity shares being sold by Sellers 1 to 10.

Note 1: 4,505,902 equity shares constituting 5.00% of the Voting Share Capital held by Seller 7, Seller 8, Seller 9 and Seller 10 who are the promoters of the Target Company, shall be acquired subject to the terms and conditions of SPSHA 1, SPSHA 2 and SPSHA 3, respectively only if the number of shares validly tendered in the Open Offer is less than 21.79% of the Voting Share Capital. In the event that Seller 7, Seller 8, Seller 9 and Seller 10 do not sell their equity shares in the Target Company to the Acquirer on account of the equity shares validly tendered in the Offer being more than 21.79% of the Voting Share Capital, they will continue as promoters of the Target Company along with the Acquirer.

Note 2: The Acquirer is in discussions with certain persons acting in concert with promoters of the Target Company to acquire upto 1,802,361 equity shares constituting 2.00% (approx.) of the Voting Share Capital held by such persons in the Target Company. If the Acquirer enters into an agreement to acquire such shares, the Acquirer shall disclose the same in accordance with the SEBI (SAST) Regulations.

Note 3: While the aforesaid consideration has been computed on the basis of a per share price of INR 222 per share, the consideration to be paid to Seller 5 and Seller 6 for their equity shares will be determined as follows:

(a) if the number of equity shares validly tendered in response to the Offer is less than 19,640,990 equity shares constituting 21.79% of the Voting Share Capital, the Acquirer shall pay a price of INR 175 per share;

(b) if the number of equity shares validly tendered in response to the Offer is equal to or more than 19,640,990 equity shares constituting 21.79% of the Voting Share Capital, the Acquirer shall pay a price of INR 222 per share.

3. Acquirer(s)

Details	Acquirer
Name of Acquirer	Reco Berry Private Limited.
Address	168 Robinson Road #37-01 Capital Tower Singapore 068912
Name(s) of persons in control/promoters of Acquirer where Acquirer is a company	The Acquirer, a private company limited by shares, was incorporated on 18th January, 2006 under the laws of Singapore (company registration number: 200600826G). The Acquirer is controlled and 100% owned by Recosia Private Limited, which is a wholly owned subsidiary of GIC (Realty) Private Limited ("**GICR**"). Recosia Private Limited and GICR are private limited companies incorporated under the laws of Singapore. GICR is 100% owned by Minister for Finance, a statutory body corporate established under the Minister for Finance (Incorporation) Act (Chap 183) of the Singapore Statutes to own and administer

Details	Acquirer
	assets of the Government of Singapore.
Name of the group, if any, to which the Acquirer belongs to	GIC Realty Group
Pre-transaction shareholding • Number • % of total share capital	Nil
Proposed shareholding after the acquisition of shares (including Offer Shares) which triggered the Open Offer #	56,425,114 constituting 62.61% of the Voting Share Capital
Any other interest in the Target Company	None

Assuming full acceptance in the Offer and no sale of shares by Seller 7, Seller 8, Seller 9 and Seller 10. In case of full acceptance in the Offer, the Acquirer will acquire 30,825,114 equity shares from Sellers 1 to 6 and 25,600,000 shares in the Offer. Sellers 7 to 10 will not be required to sell their equity shares to the Acquirer in case of full acceptance in the Offer.

4. <u>Details of the selling shareholders</u>

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of shares	% vis-à-vis voting share capital	Number of shares	% vis-à-vis voting share capital
Maneesha Rahul Bhat (Seller 1)	Yes	1,329,750	1.48	Nil	Nil
Mallika Vir Advani (Seller 2)	Yes	1,329,751	1.48	Nil	Nil
Bilby Pte Limited (Seller 3)	Yes	923,201	1.02	Nil	Nil
Guildford Pte Limited (Seller 4)	Yes	923,201	1.02	Nil	Nil
Geraldton Finance Ltd. (Seller 5)	No	16,247,998	18.03	Nil	Nil
Real India Invest Aktiengesellschaft (Seller 6)	No	10,071,213	11.18	Nil	Nil
Alfano Pte Limited	Yes	923,201	1.02	Nil	Nil

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of shares	% vis-à-vis voting share capital	Number of shares	% vis-à-vis voting share capital
(Seller 7)*					
Deltron Pte Limited (Seller 8)*	Yes	923,201	1.02	Nil	Nil
Kunal Virenchee Sagar (Seller 9)*	Yes	1,329,750	1.48	Nil	Nil
Rahul Virenchee Sagar (Seller 10)*	Yes	1,329,750	1.48	Nil	Nil
Total		35,331,016	39.21	Nil	Nil

** Seller 7, Seller 8, Seller 9 and Seller 10 have agreed to sell 4,505,902 (Four Million Five Hundred and Five Thousand Nine Hundred and Two Only) equity shares in the Target Company, representing 5.00% of its Voting Share Capital subject to the terms and conditions set out in SPSHA 1, SPSHA 2 and SPSHA 3, respectively if the number of equity shares validly tendered in response to this Offer is less than 21.79% of the Voting Share Capital. In the event that Seller 7, Seller 8, Seller 9 and Seller 10 do not sell their equity shares in the Target Company to the Acquirer on account of the equity shares validly tendered in the Offer being more than 21.79% of the Voting Share Capital, they will continue as promoters of the Target Company along with the Acquirer.*

5. <u>Target Company</u>

Name: Nirlon Limited.

Registered Office: Pahadi Village, Off Western Express Highway, Goregaon (East), Mumbai 400 063, India.

Exchanges where listed: Equity shares of the Target Company are listed on the BSE Limited.

Scrip code 500307, Scrip ID NIRLON

6. <u>Other Details</u>

The DPS to be issued under the SEBI (SAST) Regulations shall be published by December 31, 2014 as required by Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the sellers, the background to the Offer (including details of and conditions precedent to the Agreements), the statutory approvals required (including for the Offer) and details of financial arrangements and other terms of the Offer.

Completion of the Offer and the underlying transaction as envisaged under the Agreements is subject to satisfaction of certain conditions precedent (including receipt of certain statutory approvals) as set out in the Agreements. Subject to compliance with the SEBI (SAST) Regulations, one or more of the underlying transactions under the Agreements referred to hereinabove may be completed prior to completion of the Offer.

The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations. The Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of regulation 25(1) of the SEBI (SAST) Regulations.

The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

This Offer is subject to the terms and conditions mentioned in this Public Announcement and in the DPS and the LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Issued by the Joint Managers to the Offer

HSBC

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Contact Person: Mr. Ganesh Rane
SEBI Registration Number: INM000008704

On behalf of the Acquirer

Reco Berry Private Limited

Place: Mumbai

Date: December 23, 2014