

RAJKUMAR FORGE LIMITED

Registered Office: 1st Floor, 18, Shivaji Co-op. Housing Society Ltd, Off Senapati Bapat Road, Pune, Maharashtra-411016,
Tel No: +91(20) 25639050/51/52, Fax No: +91(20) 25639049, Email: info@rkforge.in and Website: www.rkforaging.com and CIN: L28910PN1990PLC056985

Open Offer for Acquisition of 28,44,244 (Twenty Eight Lakhs Forty Four Thousand Two Hundred Forty Four Only) fully paid up equity shares of ₹ 10.00/- each from Equity Shareholders of Rajkumar Forge Limited (hereinafter referred to as "Target Company" or "RFL") except parties to Share Purchase Agreement ("SPA") dated May 18, 2016 by Western India Forgings Private Limited, Krishankumar Jindal and Arun Jindal (hereinafter referred to as "Acquirers") pursuant to and in accordance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("Regulations" or "SEBI (SAST) Regulations" or "SEBI (SAST) Regulations, 2011").
This Detailed Public Statement ("DPS") is being issued by Intensive Fiscal Services Private Limited, the Manager to the Offer ("Manager"), on behalf of Acquirers, in compliance with Regulation 13(4) of the Securities and Exchange Board of India (SEBI) Regulations, 2011 and subsequent amendments thereto pursuant to the Public Announcement filed on May 18, 2016 with the Stock Exchanges/Target Company/SEBI in terms of Regulations 3(1) & 4 of the SEBI (SAST) Regulations, 2011.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER

A. Details of the Acquirers:

Western India Forgings Private Limited (Acquirer 1)
(CIN: U28910PN1981PTC024155)
Western India Forgings Private Limited, a company incorporated on March 30, 1981 as Western India Forgings Private Limited under the Companies Act, 1956 in the state of Maharashtra having its registered office at Gat No. 163, Off Nagar Road, Sanaswadi, Tal. Shirur, Pune, Maharashtra- 412208, India Tel No:- +91-02137-679800 and Fax No: +91-02137-679820.

Western India Forgings Private Limited is engaged in business of forgings, castings and stamping of all metals, moulding, die making and die casting of various parts of the machinery and to undertake engineering job work including sheet metal press jobs.

Krishankumar Jindal (Acquirer 2)
Krishankumar Jindal aged 86 years, residing at Bungalow No. 89, 4th Lane, Koregaon Park, Pune-411001, Maharashtra, India, Tel No: +91-02137-679800 and Fax No: +91-02137-679820.
He has completed M.S.C. in Botany from Mumbai University and also completed a course in Industrial Engineering. He has more than 50 years of experience in forging business. He holds directorship in Western Metal Forge (Chakan) Pvt Ltd, Western India Forgings Pvt Ltd, Western Heat And Forge Pvt Ltd and Kan Rader Private Limited.

Arun Jindal (Acquirer 3)
Arun Jindal aged 56 years, residing at Bungalow No. 89, 4th Lane, Koregaon Park, Pune-411001, Maharashtra, India, Tel No: +91-02137-679800 and Fax No: +91-02137-679820.
He has completed B.E. (Mechanical) from Mumbai University. He has more than 30 years of experience in forging business. He has been a Chairman of All India Forgings Association of India. He holds directorship in Western Metal Forge (Chakan) Pvt Ltd, Western India Forgings Pvt Ltd, Kan Rader Private Limited and Association of Indian Forging Industry.

CA S.M Ghatpande (Membership No. 30462), partner of Gokhale, Tanksale and Ghatpande, Chartered Accountants, having its Office at 102, R.K. Classic, New D.P. Road, Ashish Garden, Kothrud, Pune-411038, Tel No: +91-020-25389154; 25388390; Fax: +91-020-25389302. E-mail: suneel@gtgca.com has certified the Networths of the Acquirers vide certificate dated March 10, 2016 & April 25, 2016 which are as follows:

Sr. No.	Name of the Acquirer	Networth (₹ In Lakhs)	Networth as on
1.	Western India Forgings Private Limited	1163.00	April 25, 2016
2.	Krishankumar Jindal	1830.10	March 10, 2016
3.	Arun Jindal	819.86	March 10, 2016

The Acquirers have entered into an agreement to acquire 72,98,149 (Seventy Two Lakhs Ninety Eight Thousand One Hundred and Forty Nine Only) fully paid up equity shares of the Target Company constituting 66.71% of the paid up/voting capital of the Target Company pursuant to Share Purchase Agreement dated May 18, 2016.

The Acquirers in respect of this offer are within the meaning of Regulation 2(1)(a) of the SEBI (SAST) Regulations, 2011. The Acquirers do not hold any equity share of the Target Company.

As on the date of this DPS, none of the Acquirers are on the Board of Directors of any listed company. The Acquirers are not forming part of the present Promoter group of the Target Company. As on date of this DPS, there is/are no nominee(s) of the Acquirers on the Board of Directors of the Target Company.

The Acquirers belong to Jindal Group (Pune). The entire equity shares proposed to be acquired under this offer will be acquired by the Acquirers and no other persons/entities propose to participate in the acquisition.

The Acquirers undertake that they will not sell the equity shares of the Target Company during the "Offer Period" in terms of Regulation 25(4) of the Regulations.

The Individual Acquirers are Relatives within the meaning of Regulation 2(1)(i) and are part of the promoter group of Western India Forgings Private Limited and there are no other Person(s) Acting in Concert (PACs) with the Acquirers in respect of this Offer within the meaning of Regulation 2(1)(g) of the Regulations.

The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities & Exchange Board of India Act, 1992, (the "SEBI Act") or any other Regulations made under the SEBI Act, as amended from time to time.

Following persons are the key shareholders & in the control of the Western India Forgings Private Limited:

SR NO	NAME OF THE SHAREHOLDERS	NO OF SHARES	% OF TOTAL CAPITAL
1	Krishankumar Jindal	49,39,891	49.74
2	Arun Jindal HUF	16,34,252	16.45
3	Renu Agarwal	10,00,000	10.07
4	Shruti Jindal	5,16,500	5.20
5	Arun Jindal	8,08,601	8.14
6	Shubham Jindal	5,16,256	5.20
7	Arushi Jindal	5,16,500	5.20
	Total	99,32,000	100.00

Brief Financials of the Western India forgings Private Limited are as follows:

Particulars	₹ in Lakhs except share data			
	2012-13 Audited	2013-14 Audited	2014-15 Audited	For the 9 months period ending December 31, 2015 (Unaudited)*
Total Revenue	31,950.93	34,743.49	42,826.81	18,852.94
Net Income	1,371.65	838.02	1,760.93	372.98
EPS (in ₹)	13.81	8.44	17.33	4.99
Net worth	11,175.13	11,781.42	12,895.50	10,783.38

*The Above figure is post merger of Bhosari Plant to the reselling company from appointed date April 01, 2015. (The above financials are certified by CA S.M Ghatpande (Membership No. 30462), partner of Gokhale, Tanksale and Ghatpande, Chartered Accountants, having its Office at 102, R.K. Classic, New D.P. Road, Ashish Garden, Kothrud, Pune-411038, Tel No: +91-020-25389154; 25388390; Fax: +91-020-25389302. E-mail: suneel@gtgca.com)

B. Details of Sellers:

Name of the Sellers	Residential Address	Part of Promoter Group	No. of Shares	% of holding w.r.t. total paid up capital
Manu Kothavale	333, 39 th Street, Downers Grove, Illinois, 60515	Yes	50,000	0.46
Avinash Kothavale	2 Holden Lane, Madison, New Jersey, 07940 USA	Yes	51,500	0.47
Swamisirsikar Mahadevi	2/30, Guruprasad Society, 24 Bundgarden Road, Pune 411001	Yes	2,500	0.02
Shailaja Sirsikar	2/30, Guruprasad Society, 24 Bundgarden Road, Pune 411001	Yes	2,500	0.02
Amit kore	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	3,80,000	3.47
Rajkumar Kothavale	83, National Co-operative Housing Society, Baner Road, Aundh, Pune - 411007	Yes	47,22,449	43.17
Swastik Sirsikar	2/30, Guruprasad Society, 24 Bundgarden Road, Pune - 411001	Yes	5,100	0.05
Shantanu Kothavale	21566 Moravia St., Cupertino, CA 95014, USA	Yes	10,04,100	9.18
Shashikant Kothavale	1472 Edenham Ln, Cumming, GA 30041, USA	Yes	55,400	0.51
Anil Kothavale	4055, Hammonree Court, Clive, IA, 50325 USA	Yes	1,71,500	1.57
Asha Kore	Ajmer House, BC No. 92 Church Road, Camp, Belgaum - 590009	Yes	1,40,000	1.28
Prabhakar Kore	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	1,70,100	1.55
Deepthi Kore	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	2,10,000	1.92
Preeti Kore	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	2,12,500	1.94
Ratnabrabha Kothavale	83, National Co-operative Housing Society, Baner Road, Aundh, Pune - 411007	Yes	20,500	0.19
Preeti Dodwad	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	25,000	0.23
Deepthi Aradhya	B.C. 92, CASA Ajmer, Church Road, Camp, Belgaum - 490009 Karnataka	Yes	25,000	0.23
Tripti Kothavale	333, 39 th Street, Downers Grove, Illinois, 60515	Yes	50,000	0.46
Total			72,98,149	66.71

The Sellers propose to sell 72,98,149 (Seventy Two Lakhs Ninety Eight Thousand One Hundred and Forty Nine Only) fully paid up equity shares to the Acquirers constituting 66.71% of the total paid up/voting capital of the Target Company pursuant to SPA dated May 18, 2016 at a price of ₹ 32.00/- (Rupees Thirty Two only) per equity share subject to conditions precedent therein.

The Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 or any other Regulation(s) made under the SEBI Act, as amended from time to time.

C. Target Company ("Rajkumar Forge Ltd"):

The Target Company was incorporated as "Rajkumar Forge Private Limited" on June 22, 1990 under the provisions of the Companies Act, 1956. The name of the Company was changed from "Rajkumar Forge Private Limited" to "Rajkumar Forge Limited" on April 22, 1991 and the present registered office of the Target Company is at 1st Floor, 18, Shivaji Co-op Housing Society Ltd, Off Senapati Bapat Road, Pune-411016 Maharashtra, Tel No: +91(20) 25639050/51/52, Fax No: +91(20) 25639049, Email: info@rkforge.in and Website: www.rkforaging.com.

As on the date of this DPS, the authorized equity share capital of the Target Company is ₹ 13,25,00,000/- (Rupees Thirteen Crores and Twenty Five Lakhs only) divided into 1,25,00,000 equity shares of ₹ 10.00/- each and 7,50,000, 4% Redeemable Non-Cumulative Preference Shares of ₹ 10/- each. The issued, subscribed and paid up capital of the Company is ₹ 10,93,94,000/- (Rupees Ten Crores Ninety Three Lakh Ninety Four Thousand only) comprises of 1,09,39,400 fully paid-up equity shares of ₹ 10.00/- each.

The shares of the Target Company are listed on BSE Limited (BSE). The Scrip code at BSE is 513369. The scrip ID on BSE is "RJKMRF".

As on the date of this DPS, there are no partly paid up shares and no outstanding instruments in the nature of warrants/fully convertible debentures/partly convertible debentures etc. which are convertible into equity shares at any later date in the Target Company.

The Board of directors are Subramanian Padmanabhan, Rajkumar Kothavale, Pradeep Kumar Bhargava, Swastik Sirsikar, Shantanu Kothavale and Ratnabrabha Kothavale.

The financials highlights of RFL are given below:

Particulars	₹ in Lakhs except share data			
	2012-13 Audited	2013-14 Audited	2014-15 Audited	For the 9 months period ending December 31, 2015 Unaudited
Total Revenue	4083.70	3,223.84	2,811.33	1053.22
Net Income	549.43	25.31	106.07	(106.37)
EPS (in ₹)	5.02	0.23	0.97	(0.97)
Net worth/ Shareholder's Fund	2,348.78	2,358.56	2,455.05	2,348.69

(The above financials are certified by CA Anup Mudhra (Membership No. 061083), partner of Harihbakti & Co. LLP Chartered Accountants, having its Office at 103, First Floor, Hermes Centre Premises Co.op Society Ltd, 5, No 185 A, Shastri Nagar, Yerwada, Pune-411006, Maharashtra, India, Tel No: +91-020-26613737.)

D. Details of the Offer:

The Acquirers hereby make this Offer to the existing Equity Shareholders (other than parties to the SPA) of the Target Company to acquire up to 28,44,244 (Twenty Eight Lakhs Forty Four Thousand Two Hundred Forty Four Only) fully paid up equity shares of ₹ 10.00/- each representing 26.00% of the paid up/voting capital of the Target Company in terms of the SEBI (SAST) Regulations at a price of ₹ 32.00/- (Rupees Thirty Two only) per fully paid up equity share ("Offer Price") payable in cash.

This Offer is made under SEBI (SAST) Regulations, 2011 to all the Equity Shareholders of the Target Company, in terms of the Regulation 7(6) of the Regulations, other than the Acquirers, persons deemed to be acting in concert with Acquirers and the Sellers of the Target Company.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Offer, the Seller Member/Custodian Participant will receive funds payout in their settlement bank account. The Seller Members/Custodian Participants would pay the consideration to their respective clients.

The Acquirers are not aware of any statutory approvals required by the Acquirers to complete this Offer or for effecting the transactions contemplated under the SPA. However in case of any statutory approvals being required by the Acquirers at a later date, this offer shall be subject to such approvals and the Acquirers shall make necessary applications for such approvals. In terms of Regulation 23 of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Acquirers reserve the right to withdraw the Offer.

The offer is made to (i) all the Equity Shareholders (except parties to the SPA) whose names will appear on the register of members of the Target Company or as beneficiaries on the beneficiary records of the Depository Participant as on the Identified Date i.e. June 24, 2016 and (ii) to those persons who own the shares any time prior to the closure of the tendering period, but are not the registered shareholder(s).

This Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer up to a maximum of 28,44,244 (Twenty Eight Lakhs Forty Four Thousand Two Hundred Forty Four only) fully paid up equity shares.

This is not a Competitive Bid in terms of Regulation 20 of the Regulations.

The Manager to the Offer, Intensive Fiscal Services Private Limited does not hold any equity share in the Target Company as on date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

The SPA is subject to compliance of provisions of SEBI (SAST) Regulations and in case of non compliance with the provisions of SEBI (SAST) Regulations, 2011, the SPA shall not be acted upon.

As on date of this DPS, the Acquirers do not have any intention to sell, dispose off or otherwise encumber any significant assets of RFL for a period of two years except in the ordinary course of business of the Target Company. However, the Acquirers may give effect to such alienation for a period of two years subject to passing a special resolution by the shareholders of Target Company by way of a postal ballot and the notice for such postal ballot shall contain reasons as to why such alienation is necessary. The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company after successful completion of Offer.

Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of Sale Shares in accordance with the SPA, the Acquirers will hold 1,01,42,393 (One Crore One Lakh Forty Two Thousand Three Hundred and Ninety Three Only) Equity Shares constituting 92.71% of the present issued, subscribed and paid up equity share capital of the Target Company. Pursuant to this Offer, the public shareholding in the Target Company would reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of listing on continuous basis.

a. In the event that the acquisition made in pursuant to the Offer results in the public shareholding of the Target Company falling below such minimum level, the Acquirers undertake to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, within the time period mentioned therein or in accordance with such other directions as may be provided by the Stock Exchange. The Acquirers have confirmed that presently they do not have any intention to delist the Target Company from the BSE in the next one year.

b. The Acquirers undertake to bring the public shareholding at minimum stipulated level i.e. 25% within the time permitted under the Securities Contract (Regulation) Rules, 1957 and in accordance with Regulation 7(4) of the Regulations. This would take place either by way of issue of new shares by the Target Company in compliance with the provisions of the Companies Act, 1956/2013 & Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulation, 2009 and subsequent amendments thereto or by sale of its holdings through the secondary market in a transparent manner.

c. Further, the Acquirers shall not be eligible to make a voluntary delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2009, unless a period of twelve months have elapsed from the date of completion of the offer period as per regulation 7(5) of the SEBI (SAST) Regulations, 2011.

II. BACKGROUND TO THE OFFER

The Acquirers propose to acquire 72,98,149 (Seventy Two Lakhs Ninety Eight Thousand One Hundred and Forty Nine Only) fully paid up equity shares of ₹ 10.00/- each pursuant to Share Purchase Agreement entered on May 18, 2016 at a price of ₹ 32.00/- each aggregating to ₹ 23,35,40,768 which has triggered the mandatory open offer requirements, details of which are as follows:

Sellers			Acquirers					
Name of the Sellers	No. of Equity Shares	% w.r.t. to the total paid up capital	Name of the Acquirers	No. of Equity Shares	% w.r.t. to the total paid up capital			
Rajkumar Kothavale	47,22,449	43.17	Western India Forgings Private Limited	65,73,149	60.09			
Asha Kore	1,20,000	1.10						
Shantanu Kothavale	5,04,100	4.61						
Amit Kore	3,30,000	3.02						
Preeti Kore	2,12,500	1.94						
Deepthi Kore	2,10,000	1.92						
Prabhakar Kore	1,70,100	1.55						
Anil Kothavale	1,71,500	1.57						
Shashikant Kothavale	55,400	0.51						
Ratnabrabha Kothavale	20,500	0.19						
Sirsikar Shailaja	2,500	0.02						
Swamisirsikar Mahadavi	2,500	0.02						
Swastik Sirsikar	100	0.00						
Avinash Kothavale	51,500	0.47						
Sirsikar Swastik	5,000	0.05	Krishankumar Jindal	25,000	0.23			
Asha Kore	20,000	0.18	Arun Jindal	7,00,000	6.40			
Shantanu Kothavale	5,00,000	4.57						
Amit Kore	50,000	0.46						
Kothavale Ravindra	50,000	0.46						
Deepthi Aradhya	25,000	0.23						
Manu Kothavale	50,000	0.46						
Preeti Dodwad	25,000	0.23						
Total	72,98,149	66.71				Total	72,98,149	66.71

The Acquirers intend to complete the acquisition of shares and take control over the Target Company subsequent to expiry of twenty one working days from the date of Detailed Public Statement of this Offer as per regulation 22(2) of SEBI (SAST) Regulations and in accordance hereof.

Thus Open Offer is being made by the Acquirers in compliance with Regulations 3(1) & 4 read with other applicable provisions of the SEBI (SAST) Regulations.

The Acquirers are hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations to the equity shareholders (except parties to the SPA) of the Target Company to acquire 28,44,244 fully paid up equity shares ("Offer Size") bearing a face value of ₹ 10/- each representing 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company at a price of ₹ 32.00/- (Rupees Thirty Two Only) per fully paid up equity share, payable in cash, aggregating to ₹ 9,10,15,808/- (Rupees Nine Crores Ten Lakhs Fifteen Thousand Eight Hundred And Eight only) subject to the terms and conditions mentioned in this DPS and in the Draft Letter of Offer that will be circulated to the equity shareholders in accordance with the regulations, ("Letter of Offer"/"Offer Document") whose names appear on the register of members of the Target Company or beneficiaries on the beneficiary records of the Depository Participant as on the Identified date i.e. June 24, 2016.

The consideration for the shares accepted under the Open Offer payable to the respective shareholders shall be paid in cash.

OBJECT & PURPOSE OF ACQUISITION & FUTURE PLANS:

The prime object of the Offer is to acquire substantial stake & change the control and management of the Target Company. The acquirers are into the similar business as that of the Target Company and the Acquirers do not have any plans to make major change to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers would support the existing business of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirers in the Target Company and the details of its acquisition(s) is as follows:

Details	No. of equity shares	% of total fully paid up capital	No. of equity shares	% of total fully paid up capital	No. of equity shares	% of total fully paid up capital	No. of equity shares	% of total fully paid up capital
	Western India Forgings Private Limited	Krishankumar Jindal	Arun Jindal	Total				
Shareholding as on date of PA	-	-	-	-	-	-	-	-
Shares Proposed to be acquired pursuant to SPA	65,73,149	60.09	25,000	0.23	7,00,000	6.40	72,98,149	66.71
Shares acquired between the PA date & the DPS date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Open Offer*	28,44,244	26.00	Nil	Nil	Nil	Nil	28,44,244	26.00
Post offer shareholding (assuming full acceptance, as on 10 th working day after closing of tendering period)	94,17,393	86.09	25,000	0.23	7,00,000	6.40	1,01,42,393	92.71

*Assuming full acceptances

OFFER PRICE

The shares of the Target Company are listed on BSE Limited (BSE). The Scrip code at BSE is 513369. The scrip ID on BSE is "RJKMRF".

The trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (May 2015-April 2016) on BSE are detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity shares/Voting capital listed	Trading turnover (as % of total number of listed shares)
BSE Ltd.	3,09,681		