

**Public Announcement ("PA") under Regulation 15(1) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Open Offer ("**Offer**") for acquisition upto 36,38,619 Equity Shares of Rs. 10/- each from Equity Shareholders of **R & B DENIMS LIMITED** ("**Target Company**"), a Company registered under the Companies Act, 1956 and having its Registered Office at Block No. 467, Sachin Palsana Road, Palsana, Surat – 394 315, Gujarat by Mr. Amit Anand Dalmia, Mr. Rajkumar Borana, Mr. Ankur Borana, Mr. Deepak Dalmia, Borana Filaments Pvt Ltd., Rawatkhedia Processors Pvt Ltd. ("**the Acquirers**") pursuant to and in compliance with Regulation 3(1) and 3(2) of the **Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011** as amended and subsequent amendments thereto (hereinafter referred as "**SEBI (SAST) Regulations**").

1. Offer Details

- 1.1. **Offer Size:** Upto 36,38,619 Equity Shares of Rs. 10/- each representing 26% of the total Equity Share Capital / Voting Capital of Target Company.
- 1.2. **Offer Price/ Consideration:** The Offer Price is Rs. 10/- (Rupees Ten Only) per Equity Share of Rs. 10/- each
- 1.3. **Mode of Payment:** The Offer Price is payable in Cash.
- 1.4. **Type of Offer:** This **Offer** is made by Acquirers in compliance of Regulations 3(1) and 3(2) of SEBI (SAST) Regulations, 2011. The Acquirers are the existing Promoters/Promoter Group of the Target Company and they intend to consolidate their shareholding by further acquiring equity shares/voting rights in the Target Company through market purchases and/or off market purchase which may exceeds the stipulated threshold limit specified under Regulation 3(1) and Regulation 3(2) of SEBI (SAST) Regulations, 2011 and therefore in compliance of Regulation 3(1) and 3(2) read along with Regulation 3(3) of SEBI (SAST) Regulations, 2011, this Open Offer is being made to the equity shareholders of the Target Company.

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)	Regulations which has triggered
		Number	% vis a vis total equity capital/ voting capital			
NA	NA	NA	NA	NA	NA	NA



Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5	Acquirer 6	Total
Name of Acquirer(s) / PAC(s)	Mr. Amit Anand Dalmia	Mr. Rajkumar Borana	Mr. Ankur Borana	Mr. Deepak Dalmia	Rawatkedia Processors Private Limited	Borana Filaments Private Limited	-
Address	C/602/603, Regency Tower, Near Rajhans Road, Piplod, Cinema, Surat, Gujarat - 394 550	B. No. 90, Subhash Nagar Ghod Society, Dod Road, Surat, Gujarat - 395 007	B. No. 90, Subhash Nagar Ghod Society, Dod Road, Surat, Gujarat - 395 007	C/602/603, Regency Tower, Near Rajhansh Cinema, Surat, Gujarat - 395 007	Plot No. 194, 184/3, Near Baleshwar Khadi, National Highway No. 8, Baleshwar, Taluka-Palsana, Surat, Gujarat, India	S/1236, Surat Textile Market, Ring Road, Surat-395 002, Gujarat, India	-
Name(s) of persons in control/ promoters of Acquirer(s)/ PACs where Acquirer(s)/ PACs are companies	NA	NA	NA	NA	Mr. Anandkumar V. Dalmia Mr. Amitkumar A. Dalmia Mr. Deepak A. Dalmia	Mr. Mangilal Ambalal Borana Mr. Nareshkumar Ambalal Borana Mr. Rajkumar Mangilal Borana Mr. Ankur Mangilal Borana	-
Name of the Group, if any, to which the Acquirer(s)/ PACs belongs to	Rawatkedia Group of Companies	Borana Group of Companies	Borana Group of Companies	Rawatkedia Group of Companies	Rawatkedia Group of Companies	Borana Group of Companies	NA
Pre transaction shareholding • Number • % of total equity capital	549171 Equity Shares	1312921 Equity Shares	1122918 Equity Shares	549168 Equity Shares	NIL	NIL	3534178 Equity Shares
	3.92	9.38	8.03	3.92	0.00	0.00	25.25

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Proposed shareholding after the acquisition of shares which triggered the Open Offer	549171 Equity Shares	1312921 Equity Shares	1122918 Equity Shares	549168 Equity Shares	NIL	NIL	3534178 Equity Shares
	3.92	9.38	8.03	3.92	0.00	0.00	25.25
• Number							
• % of total equity capital							
Any other interest in the TC	Promoter/ Promoter Group of the Target Company and also Wholetime Director in the Target Company.	Promoter /Promoter Group of the Target Company and also Managing Director in the Target Company.	Promoter/ Promoter of the Target Company and also Wholetime Director in the Target Company.	Promoter/ Promoter Group of the Target Company and also Wholetime Director in the Target Company.	Promoter/ Promoter Group of the Target Company.	Promoter/ Promoter Group of the Target Company.	None

3. Acquirers(s) / PAC(s)

There are no person acting in concert with the Acquirers and Acquirers are person acting in concert with each other for this Open Offer.



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4. Details of selling shareholders, if applicable

Name of Sellers	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
NA	NA	NA	NA	NA	NA

5. Target Company

5.1 Name : R & B Denims Limited

5.2 Exchange where Listed : BSE Limited (SME Platform)

6. Other Details

- 6.1 Further details of the Offer shall be published on or before Monday, December 07, 2015 in the Detailed Public Statement to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations which will be published as specified under Regulation 14(3) of the SEBI (SAST) Regulations.
- 6.2 The Acquirers and Board of Directors of the Acquirer Companies undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and Acquirers have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.
- 6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4 This PA is expected to be available on SEBI website i.e. www.sebi.gov.in

ISSUED BY MANAGER TO THE OFFER

For and on behalf of the Acquirers Mr. Amit Anand Dalmia, Mr. Rajkumar Borana, Mr. Ankur Borana, Mr. Deepak Dalmia, Borana Filaments Pvt Ltd., and Rawatkhedhia Processors Pvt Ltd.

 **Hem Securities Ltd.**

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Rajal Dalmia

Place : Mumbai

Date : Monday, November 30, 2015