Offer Opening Public Announcement to the Equity Shareholders under Regulation 18(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

OF

R&B DENIMS LIMITED

This Advertisement ("Offer Opening Public Announcement") is being issued by **Hem Securities Limited** ("**Manager to the Offer**"), for and on behalf of **Mr. Amit Kumar Dalmia, Mr. Rajkumar Borana, Mr. Ankur Borana, Mr. Deepak Dalmia, Borana Filaments Private Limited and Rawatkhedia Processors Private Limited ("the Acquirers")** pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 in respect of the Open Offer to acquire shares of the **R&B Denims Limited**. The Detailed Public Statement with respect to the aforementioned offer made by the Acquirers had appeared on Monday, December 07, 2015 and Tuesday, January 05, 2016 in Business Standard (English-All Editions), Business Standard (Hindi-All Editions), Navshakti (Marathi-Mumbai) and Dhabkar (Gujarati-Surat) with respect to the aforesaid Offer.

1. The Offer Price is ₹ 10.00 (Rupees Ten Only) per equity share of ₹ 10/- each. There has been no revision in the Offer Price or Offer Size.
2. A committee of Independent Directors (hereinafter referred as "**IDC**") of the Target Company have opined that the Offer Price of ₹ 10/- (Rupees Ten Only) is fair and reasonable and in accordance with SEBI (SAST) Regulations. The IDC's recommendation was published on Tuesday, February 02, 2016 in the same newspapers in which the DPS was published, as mentioned above.
3. There has been no competitive bid to this Offer.
4. The Letter of Offer dated Wednesday, January 27, 2016 has been dispatched on Thursday, January 28, 2016 to all the eligible Shareholders of the Target Company whose name appeared in the Register of Members on Wednesday, January 20, 2016.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgment) is also available on the website of SEBI at http://www.sebi.gov.in and Registered/Unregistered Shareholders, if they may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper along with the following details and to be sent to Registrar to the Offer:
   - In the case of the Equity Shares held in physical form: All eligible shareholder may participate in the Offer on the terms and conditions of this offer as set out in the PA, the DPS and in the Letter of Offer. They can participate by submitting an application to the Selling Member on plain paper giving details regarding their shareholding and relevant documents as mentioned in the Letter of Offer. The Selling Member have to deliver the Physical Share certificate & other relevant documents alongwith TRS to the Registrar and Transfer Agent ("RTA") by registered post, speed post or courier or hand delivery. Physical Share Certificates & other relevant documents will have to reach RTA within 2 days from the closing of the Open Offer. The envelope should be scribed as "RNB-Open Offer 2016".
   - In the case of the Equity Shares held in dematerialized form: All Eligible Shareholders may participate in the Offer by approaching their broker/Selling Member and tender shares in the Open Offer as per the procedure along with other details to their respective broker.
6. All observations received from SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations have been incorporated in the Letter of Offer.
7. To the best of the knowledge of the Acquirers, no statutory approvals are required by the them to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
8. Schedule of Activities:

Activity	Day and Date	Revised Day and Date
Date of Public Announcement (PA)	Monday, November 30, 2015	Monday, November 30, 2015
Date of publication of the Detailed Public Statement (DPS)	**Monday, December 07, 2015**	**Monday, December 07, 2015**
Identified Date*	**Thursday, January 07, 2016**	**Wednesday, January 20, 2016**
Last date for making a competing offer	Tuesday, December 29, 2015	Tuesday, December 29, 2015
Date when Letter of Offer were dispatched	-	Thursday, January 28, 2016
Date of commencement of Tendering Period (Offer Opening Date)	**Friday, January 22, 2016**	**Thursday, February 04, 2016**
Date of closing of tendering period (Offer Closing Date)	**Friday, February 05, 2016**	**Wednesday, February 17, 2016**
Date by which all requirements including payment of consideration would be completed	Friday, February 19, 2016	Thursday, March 03, 2016

**Date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer was sent.*

Capitalised terms used but not defined in this advertisement shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer. The Acquirers and the Directors of Acquirer accept full responsibility for the information contained in this advertisement and also accept responsibility for the obligations of the Acquirers laid down under the SEBI (SAST) Regulations.

This advertisement is expected to be available on the SEBI website at **www.sebi.gov.in**

ISSUED BY MANAGER TO THE OFFER

For and on behalf of the Acquirers Mr. Amit kumar Dalmia, Mr. Rajkumar Borana, Mr. Ankur Borana, Mr. Deepak Dalmia, Rawatkhedia Processors Private Limited and Borana Filaments Private Limited

Hem Securities Ltd.

SEBI Registration No.: INM000010981
14/15, Khatau Bldg., Ist Floor, 40, Bank Street, Fort, Mumbai - 400 001.
Tel No.: 022 4906 0000; **Fax No.:** 022 2262 5991
E-mail: ib@hemonline.com; **Contact Person:** Ms. Menka Jha

Date : Tuesday, February 02, 2016
Place : Mumbai

PRESSMAN

Size: 12 (w) x 30 (h)