

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S. VINCENT COMMERCIAL COMPANY LIMITED ("VCCL" / "TARGET COMPANY")

OPEN OFFER FOR ACQUISITION OF 1,47,340 (ONE LAKH FORTY SEVEN THOUSAND THREE HUNDRED FORTY) EQUITY SHARES FROM SHAREHOLDERS OF VCCL BY MR. SHANTILAL D. JAIN, MR. PRIYESH S. JAIN, MRS. BHARATI S. JAIN, MRS. NICKY P. JAIN AND MR. BHAVIN S. JAIN (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS")

1. Offer details:

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 1,47,340 fully paid equity shares of Rs. 10/- each constituting 25.16% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 27/- (Rupees Twenty Seven Only) per fully paid-up equity share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirers, will be Rs. 39,78,180 (Rupees Thirty Nine Lacs Seventy Eight Thousand One Hundred Eighty Only).
- **Mode of payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Regulations").
- **Type of Offer (Triggered Offer, Voluntary Offer/ Competing Offer etc.):** The Offer is a Triggered Offer made under Regulation 3(1) and Regulation 4 of the Regulations.

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/ Voting Rights acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ Voting Capital			
Direct	Share Purchase Agreement	4,38,384	74.84%	0.40	Cash	3(1) & 4 of the Regulations

3. Acquirers / PAC:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5	Total
Name of Acquirers	Shantilal D. Jain	Priyesh S. Jain	Bharati S. Jain	Nicky P. Jain	Bhavin S. Jain	5
Address	17/C, Mahendra Mansion, 389/91, 2nd Floor, Chira Bazar, Mumbai- 400 002					Not Applicable
Name(s) of Persons in control /Promoters of Acquirers/ PACs where Acquirers/ PAC are companies	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirers/PAC-belongs to	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre-Transaction Shareholding • Number • % of total share capital	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Proposed shareholding after the acquisition of shares which triggered the Open Offer	1,32,414 (22.61%)	1,22,210 (20.86%)	80,000 (13.66%)	86,060 (14.69%)	17,700 (3.02%)	4,38,384 (74.84%)
Any other interest in the TC	Holding the	Holding the	No	No	No	Not



Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5	Total
	position of Director in the Target Company.	position of Director in the Target Company.				Applicable

4. Details of Selling Shareholders, if applicable:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post- Transaction	
		Number	%	Number	%
Ajay Kumar Kayan	Yes	1,32,414	22.61%	Nil	Nil
Lalita Kayan	Yes	17,700	3.02%	Nil	Nil
Mackertich Consultancy Services Pvt. Ltd.	Yes	1,22,210	20.86%	Nil	Nil
Sudha Commercial Co. Ltd.	Yes	86,060	14.69%	Nil	Nil
C. Mackertich Pvt. Ltd.	Yes	80,000	13.66%	Nil	Nil
TOTAL		4,38,384	74.84%	Nil	Nil

5. Target Company:

- **Name:** M/s. Vincent Commercial Company Limited.
- **Exchanges where listed:** The equity shares of the Target Company are listed on The Calcutta Stock Exchange Limited only.

6. Other details:

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14(3) of Regulations vide a Detailed Public Statement on or before 25.03.2015.
- The Acquirers undertake that they are aware of and will comply with their obligations under the Regulations and have adequate financial resources to meet the Offer Obligations.

Issued by:



MANAGER TO THE OFFER:

VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI REGN NO: INM000011096

(Contact Person: Mr. Anup Kumar Sharma)

31 Ganesh Chandra Avenue, 2nd Floor,

Suite No.- 2C, Kolkata-700 013

Phone No : (033) 2225-3940

Fax : (033) 2225-3941

Email: mail@vccorporate.com

ON BEHALF OF THE ACQUIRERS:

Sd/-

Mr. Shantilal Jain

Sd/-

Mr. Priyesh Jain

Sd/-

Mrs. Bharati Jain

Sd/-

Mrs. Nicky Jain

Sd/-

Mr. Bhavin Jain

Place: Kolkata

Date: 18.03.2015

