

March 21, 2017

To,  
The Manager  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400001

**Subject: Offer Opening Public Announcement to the shareholders of Jaykay Enterprises Limited (“JEL” or “TC” or “Target Company”) in terms of Regulation 3(1) of SEBI (SAST) Regulations, 2011**

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited (“Manager to the Offer”)**, are hereby submitting the **Offer Opening Public Announcement** made by us on behalf of **J.K. Traders Limited (“Acquirer 1”)** having its registered office at Kamla Tower, Kanpur UP – 208 001 and **Mrs. Sushila Devi Singhania (“Acquirer 2”)** W/o Late Dr. Gaur Hari Singhania R/o H. No. 11, Ganga Kuti, Cantonment, Kanpur Nagar - UP, to acquire 9,655,036 (Ninety Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares constituting 26.00% of the present issued subscribed and paid-up equity share capital of the **Jaykay Enterprises Limited (“Target Company”)** at a price of Rs. 5.25/- (Rupees Five and Twenty Five Paise Only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

A hard copy and soft copy of the Offer Opening Public Announcement has been dispatched to your good office.

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



(Manoj Kumar)

Partner & Head – M&A and Transactions

OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("SEBI (SAST) REGULATIONS, 2011") AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

## JAYKAY ENTERPRISES LIMITED

CIN: L99999UP1961PLC001187

Registered Office: Kamla Tower, Kanpur, Uttar Pradesh 208001;

Tel. No.: 0512-2371478; Fax. No.: 0512-2347682;

E-mail: prabhat.mishra@jkcement.com; Website: www.jaykayenterprises.com;

Open Offer for acquisition of 9,655,036 Equity Shares from the Shareholders of

**Jaykay Enterprises Limited ("Target Company") by**

**J.K. Traders Limited ("Acquirer 1") and Mrs. Sushila Devi Singhania ("Acquirer 2")**

This Offer Opening Public Announcement and Corrigendum to Detailed Public Statement is being issued by **Corporate Professionals Capital Private Limited**, for and on behalf of **J.K. Traders Limited ("Acquirer 1") and Mrs. Sushila Devi Singhania ("Acquirer 2")** (hereinafter collectively referred to as "**Acquirers**") pursuant to Regulation 18(7) of SEBI (SAST) Regulations, 2011 in respect of the Takeover Open Offer to acquire shares of **Jaykay Enterprises Limited** (hereinafter referred to as "**JEL**" / "**Target Company**"). The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was made on December 23, 2016, Friday in Financial Express (English) (All Editions), Jansatta(Hindi) (All Editions), Rastriya Sahara (Hindi)(Kanpur Edition) and Tarun Bharat (Marathi) (Mumbai Edition).

- Offer Price: Rs. 5.25/- (Rupees Five and Twenty Five Only) per fully paid up equity share of the Target Company.
- IDC recommends that the Offer Price being in compliance with the applicable regulations can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on March 17, 2017, Friday.
- This is not a competing offer.
- Letter of Offer has been despatched to all the equity shareholders of JEL whose names appear in its Register of Members on March 07, 2017, Tuesday, the Identified Date.
- The LoF along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, www.sebi.gov.in, BSE's website, www.bseindia.com and the website of Manager the Offer, www.corporateprofessionals.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
  - In the case of Equity Shares held in physical form: Eligible Person(s) may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They have to deliver Physical Share Certificates and other relevant documents along with the TRS to the Registrar to the Offer by Registered Post/Speed Post/Courier/Hand Delivery so as to reach to the Registrar within two (2) days from the Closing of the Offer.
  - In case of Equity Shares held in dematerialized form: Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure along with other details.

Changes suggested by SEBI in their comments to be incorporated:

ACTIVITY	ORIGINAL DATE AND DAY	ACTUAL DATE AND DAY
Public Announcement (PA) Date	December 16, 2016, Friday	December 16, 2016, Friday
Detailed Public Statement (DPS) Date	December 23, 2016, Friday	December 23, 2016, Friday
Last date for a competing offer	January 13, 2017, Friday	January 13, 2017, Friday
Identified Date*	January 24, 2017, Tuesday	March 07, 2017, Tuesday
Date by which LoF will be despatched to the shareholders	February 01, 2017, Wednesday	March 15, 2017, Wednesday
Issue Opening PA Date	February 07, 2017, Tuesday	March 21, 2017, Tuesday
Last date by which Board of TC shall give its recommendations	February 03, 2017, Friday	March 17, 2017, Friday
Date of commencement of tendering period (Offer Opening Date)	February 08, 2017, Wednesday	March 22, 2017, Wednesday
Date of expiry of tendering period (Offer Closing Date)	February 21, 2017, Tuesday	April 06, 2017, Thursday
Date by which all requirements including payment of consideration would be completed	March 08, 2017, Wednesday	April 21, 2017, Friday

\*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LoF.

### MANAGER TO THE OFFER



**Corporate  
Professionals**

**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph. No.: +91-11-40622228/ +91-11-40622248 Fax. No.: +91-11-40622201

Email: manoj@indiapcp.com/ ruchika.sharma@indiapcp.com

SEBI Regn. No: INM000011435

**On behalf of Acquirers**

**For J.K. Traders Limited  
(Bhoop Narain Jha)  
Director (DIN - 00128840)  
Acquirer 1**

**Mrs. Sushila Devi Singhania  
Acquirer 2**

**Place: New Delhi**

**Date: March 21, 2017**