

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF JAYKAY ENTERPRISES LIMITED

Registered Office: Kamla Tower Kanpur UP-208001;

Tel. No.: 0512-2371478-81, 0512-2366881;

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

JAYKAY ENTERPRISES LIMITED by J.K. TRADERS LIMITED ("Acquirer 1") and MRS. SUSHILA DEVI SINGHANIA ("Acquirer 2")

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer ("Manager"), on behalf of J.K. Traders Limited ("Acquirer 1") and Mrs. Sushila Devi Singhania ("Acquirer 2"), in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) ("SEBI (SAST) Regulations") pursuant to the PUBLIC ANNOUNCEMENT ("PA") made on December 16, 2016 ("Current PA date") with BSE LIMITED ("BSE"), SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") and with JAYKAY ENTERPRISES LIMITED ("TARGET COMPANY" or "TC" or "JEL") in terms of Regulation 3(1) of the SEBI (SAST) Regulations.

I. ACQUIRERS, TARGET COMPANY AND OFFER A. INFORMATION ABOUT THE ACQUIRERS: A.1. J.K. Traders Limited ("Acquirer 1"), is a Public Limited Company incorporated under the provisions of the Companies Act, 1913 (CIN: U17111UP1947PLC001641) on February 01, 1947. The date of Commencement of Business (COB) of Acquirer 1 was July 08, 1947. After incorporation, the Equity Shares of Acquirer 1 got listed on Uttar Pradesh Stock Exchange Limited ("UPSE") and Delhi Stock Exchange Limited ("DSE"), however, the shares of Acquirer 1 were delisted from UPSE on March 20, 2014 and from DSE on April 28, 2014. Presently, the shares of Acquirer 1 are Unlisted. There is no change in the name of Acquirer 1 since inception. The Registered Office of Acquirer 1 is situated at Kamla Tower Kanpur UP - 208001. Acquirer 1 is registered as Non-Banking Financial Company ("NBFC") with Reserve Bank of India ("RBI") with Certificate of Registration number 12.00092 dated March 11, 1998. Acquirer 1 is a group company of J.K. Organisations. As on Current PA date, Acquirer 1 held 3,000,000 (Thirty Lacs) Equity Shares representing 8.087% of the paid-up equity share capital of the Target Company. The present authorised share capital of Acquirer 1 is Rs. 11,150,000 (Rupees One Crore Eleven Lacs and Fifty thousand) constituting 1,500 (One Thousand and Five Hundred) 1% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and 1,100,000 (Eleven Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The paid up share capital of Acquirer 1 is 137,326 (One Lac Thirty Seven Thousand Three Hundred and Twenty Six) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Acquirer 1 belongs to promoter group of the Target Company. The Shareholding pattern of Acquirer 1 is specified below:

Sr. No.	Category	No. of Shares held	% of Shareholding
A.	Name of the Promoters/ Persons in Control (PAC)		
1.	Shri Yadupati Singhania	72,398	52.72%
2.	Shri Abhishek Singhania	37,933	27.62%
3.	Smt. Sushila Devi Singhania	7,911	5.76%
4.	Smt. Manorama Devi	2,500	1.82%
Total (A)		120,742	87.92%
B.	Public Shareholding		
1.	Life Insurance Corporation of India	10,000	7.28%
2.	Public	6,584	4.80%
Total (B)		16,584	12.08%
Total (A + B)		137,326	100.00%

The key financial information of Acquirer 1 based on the financial statements for the financial year ended March 31, 2014, March 31, 2015, March 31, 2016 and for six months ended September 30, 2016 is as follows:

Amount (in Rs. Lacs)

Sr. No.	Particulars	Year ended March 31, 2014 (Audited)	Year ended March 31, 2015 (Audited)	Year ended March 31, 2016 (Audited)	Half Year ended September 30, 2016 (Unaudited)
1.	Total Revenue	49.31	16.46	36.99	12.78
2.	Net Income	31.24	(3.25)	16.10	2.27
3.	Earnings Per share (In Rs.)	22.75	(2.37)	11.72	1.65
4.	Net worth/ shareholders' funds	633.95	630.55	646.54	648.82

Source-As certified by Mr. G. K. Mishra (Membership No. 074586), Partner of Prakash & Santosh, Chartered Accountants having office at 'Rolland Complex' Flat No. 8, Upper Floor, Westcott Building, 37/17, The Mall, Kanpur-208001; Tel. No.: 0512-3012035, 0512-3912995; Email ID: prakashtantoshca@gmail.com; gopalgmishra@gmail.com; vide certificate dated December 12, 2016.

A.2. Mrs. Sushila Devi Singhania ("Acquirer 2"), W/o Late Dr. Gaur Hari Singhania R/o H. No. 11, Gangra Kuti, Canttment, Kanpur Nagar UP. She is has done graduation in arts belongs to renowned Jagan family who represents Surajmali Nagarmall group, famous industrial house. She has keen interest in industry and commerce and is actively involved in the social and religious activities. The Net Worth of Acquirer 2 is Rs. 146,414,000 (Rupees Fourteen Crores Sixty Four Lacs Fourteen Thousand Only) as certified by Mr. Vikas Agrawal (Membership No.: 075792) Partner of M/s. SKVA & Co., Chartered Accountants having office at 117/H-1/144, (575) Pandu Nagar, Kanpur - 208005; Tel. No.: 0512-2222444; +91-9839030152; +91-8601800798; Email ID: caskva@gmail.com vide certificate dated December 14, 2016. She is the Promoter of Acquirer 1 and Target Company. As on Current PA date, Acquirer 2 held 3,224,000 (Thirty Two Lacs Twenty Four Thousand Only) Equity Shares representing 8.6819% of the paid-up equity share capital of the Target Company.

ACQUIRER 2'S DIRECTORSHIP IN OTHER COMPANIES			
Name of the Company/ Firm	Designation	CIN/LLPIN	
Yadu International Limited	Director	U36993UP1995PLC017694	
G.H. Securities Limited	Director	U67120UP1995PTC018049	
J.K. Cement Limited	Director	U17111UP1947PLC001641	
COMPANIES/ FIRMS PROMOTED/ CONTROLLED BY ACQUIRER 2			
Name of the Company/ Firm	Shareholding (%)	CIN/LLPIN	
Not Applicable	Not Applicable	Not Applicable	

A.3. There is no Person Acting in Concert ("PAC") with the Acquirers in this Takeover Open Offer. A.4. Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act. A.5. Acquirers are not in the list of willful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on willful defaulters issued by Reserve Bank of India. A.6. Acquirer 2 is the promoter of Acquirer 1. Acquirers belongs to the promoter group of Target Company. B. INFORMATION ABOUT THE SELLER: NOT APPLICABLE C. INFORMATION ABOUT THE TARGET COMPANY: JAYKAY ENTERPRISES LIMITED ("TARGET COMPANY" or "TC" or "JEL"): C.1. Target Company is a public listed company incorporated on May 17, 1943 under the provisions of Companies Act, 1913, in the name of J.K. Investment Trust Limited as an investment company. On May 09, 1961 the name was changed to J.K. Synthetics Limited and was further changed on October 15, 2010 to the present name. The registered office of Target Company is situated at Kamla Tower, Kanpur, Uttar Pradesh - 208001. Target Company is a SEBI Registered Registrar and Share Transfer Agent having SEBI Registration Number INR100000592. During the year the Target Company's main income has been from Registrar and Share Transfer Agent's activities. The Equity Shares of Target Company are listed and traded on BSE and are frequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations as on Current PA date as well Original PA date. C.2. Target Company was declared a sick industrial company under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") on April 02, 1998. The proceeding for monitoring the Sanctioned Scheme under the provisions of the SICA was undergoing before Board for Industrial & Financial Reconstruction ("BIFR"). The Audited Balance Sheet of the Company as at March 31, 2013 shows that the Target Company's Net worth turned positive. As per legal advice the Target Company moved an application before BIFR seeking de-registration from BIFR in order to come out from the purview of SICA and the said application is pending for disposal. In the meantime on November 25, 2016 the Central Government has issued a notification making the Sick Industrial Companies (Special Provisions) Repeal Act, 2003 effective from December 01, 2016 and the effect of the same is that with effect from December 01, 2016 the matter of the Target Company before BIFR stands abated. C.3. The authorised share capital of the Target Company is Rs. 1,250,000,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 1,250,000,000 (One Hundred and Twenty Five Crores) Equity Shares of Re. 1/- (Rupee One) each, 200,000 (Two Lacs) Cumulative Redeemable Preference Shares ("CRPS") 11% of Rs. 100/- (Rupees Hundred Only) each, 600,000 (Six Lacs) CRPS 14% of Rs. 100/- (Rupees Hundred Only) each, 200,000 (Two Lacs) CRPS 15% of Rs. 100/- (Rupees Hundred Only) each and 500,000 (Five Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred Only) each. The present paid-up capital of the Company is Rs. 37,134,752 (Rupees Three Crores Seventy One Lacs Thirty Four Thousand Seven Hundred and Fifty Two Only) comprising of 37,134,752 (Three Crores Seventy One Lacs Thirty Four Thousand Seven Hundred and Fifty Two) Equity Shares of Re. 1/- (Rupee One) each. C.4. There are currently no outstanding partly paid up shares. C.5. Key financial information of the Target Company based on the financial statements for the financial year ended March 31, 2014, March 31, 2015, March 31, 2016 and for the half year ended September 30, 2016 are as follows:

Amount (in Rupees Lacs)

Sr. No.	Particulars	Year Ended March 31, 2014 (Audited)	Year Ended March 31, 2015 (Audited)	Year Ended March 31, 2016 (Audited)	Half Year Ended September 30, 2016 (Unaudited)
1.	Total Revenue	518.48	555.23	582.89	307.98
2.	Net Income	146.82	86.18	110.68	69.02
3.	Earnings Per share (In Rs.)	0.40	0.23	0.30	0.19
4.	Net worth/ shareholders' funds	3810.69	3892.32	4003.00	4072.02

Source-As certified by Mr. P. P. Singh (Membership No. 072754), Partner of P. L. Tandon & Co., Chartered Accountants having office at Westcott Building, Mahatma Gandhi Road, P. O. Box No. 113, Kanpur - 208001; Tel. No.: 0512-2366774, 0512-2367262; Email ID: ptdandon1957@gmail.com; ptdandon1957@gmail.com; vide certificate dated December 09, 2016.

D. DETAILS OF THE OPEN OFFER: D.1. Prior to July 29, 2016 ("Original PA date"), Acquirer 2 and Acquirer 1 along with existing promoter group held 9,229,099 (Ninety Two Lacs Twenty Nine Thousand and Ninety Nine) Equity Shares representing 24.8530% of the paid-up equity share capital of Target Company. On Original PA date, Acquirer 2 acquired 54,625 (Fifty Four Thousand Six Hundred and Twenty Five) Equity Shares representing 0.1471% of the paid-up equity share capital of the Target Company through market, due to which the aggregate shareholding of Acquirer 2 and Acquirer 1 along with the existing promoter group increased to 9,283,724 (Ninety Two Lacs Eighty Three Thousand Seven Hundred and Twenty Four) Equity Shares representing 25.0001% of the paid-up equity share capital of the Target Company which triggered the Takeover Open Offer under Regulation 3(1) of SEBI (SAST) Regulations, 2011. Acquirer 2 accepting her mistake, along with Acquirer 1 has made this Open Offer voluntarily to acquire upto 9,655,036 (Ninty Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares of the face value of Re. 1/- (Rupee One Only) each being 26.0000% of the of the paid-up equity share capital of the Target Company at a price of Rs. 5.25 (Rupees Five and Twenty Paise Only) per fully paid up equity share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company. Beside this, Acquirer 1 proposes to consolidate the shareholding of promoter group. The Offer Price has been determined as per Regulation 8(2) considering the Offer Price as applicable on the Original PA Date July 29, 2016 including interest thereon. D.2. This Offer is made to all the equity shareholders of the Target Company, except for the Acquirers and existing promoters in terms of Regulation 7(6) of SEBI (SAST) Regulation, 2011. D.3. The Offer would be subject to the receipt of statutory and other approvals as mentioned in Part VI of this DPS. In terms

of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer would stand withdrawn.

D.4. This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company. Acquirers will acquire the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 9,655,036 (Ninety Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares at a price of Rs. 5.25 (Rupees Five and Twenty Five Paise Only) being 26.0000% of the paid-up equity share capital of the Target Company. D.5. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company. D.6. In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to Acquirers for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirers agreeing to pay interest as directed by the SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of regulation 17 of SEBI (SAST) Regulations. D.7. The Equity Shares of the Target Company will be acquired by the Acquirers as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereon. E. The Acquirers do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. JEL's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations. F. Upon completion of the Offer, assuming full acceptances in the Offer, Acquirers along with existing promoters will hold 18,919,756 (One Crore Eighty Nine Lacs Nineteen Thousand Seven Hundred and Fifty Six Only) constituting 50.9489% of the paid-up equity share capital of the Target Company as on the tenth working day after the closure of the Tendering Period. G. Pursuant to this Open Offer, the public shareholding in the Target Company will not reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015.

II. BACKGROUND TO THE OFFER

Prior to July 29, 2016 ("Original PA date"), Acquirer 2 and Acquirer 1 along with existing promoter group held 9,229,099 (Ninety Two Lacs Twenty Nine Thousand and Ninety Nine) Equity Shares representing 24.8530% of the paid-up equity share capital of Target Company. On Original PA date, Acquirer 2 acquired 54,625 (Fifty Four Thousand Six Hundred and Twenty Five) Equity Shares representing 0.1471% of the paid-up equity share capital of the Target Company through market, due to which the aggregate shareholding of Acquirer 2 and Acquirer 1 along with the existing promoter group increased to 9,283,724 (Ninety Two Lacs Eighty Three Thousand Seven Hundred and Twenty Four) Equity Shares representing 25.0001% of the paid-up equity share capital of the Target Company which triggered the Takeover Open Offer under Regulation 3(1) of SEBI (SAST) Regulations, 2011. Acquirer 2 accepting her mistake, along with Acquirer 1 has made this Open Offer voluntarily to acquire upto 9,655,036 (Ninety Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares of the face value of Re. 1/- (Rupee One Only) each being 26.0000% of the of the paid-up equity share capital of the Target Company at a price of Rs. 5.25 (Rupees Five and Twenty Paise Only) per fully paid up equity share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company. Beside this, Acquirer 1 proposes to consolidate the shareholding of promoter group.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirers along with existing promoters in the Target Company and the details of its acquisition are as follows:

Details	Acquirer 1		Acquirer 2		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the Current PA date	3,000,000	8.0787	3,224,000	8.6819	6,224,000	16.7606
Shares acquired between the PA date and the DPS date	Nil	NA	Nil	NA	Nil	NA
Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)	Besides the shareholding of Acquirers, the existing promoter group held 9,229,099 (Ninety Two Lacs Twenty Nine Thousand and Ninety Nine) Equity Shares representing 24.8530% of the paid-up equity share capital of Target Company holds 3,040,720 (Thirty Lacs Forty Thousand Seven Hundred and Twenty Only) Equity Shares representing 8.1883% of the paid-up equity share capital of the Target Company. Assuming full acceptance in the offer, the Acquirers along with existing promoter group will hold 18,919,756 (One Crore Eighty Nine Lacs Nineteen Thousand Seven Hundred and Fifty Six Only) constituting 50.9489% of the paid-up equity share capital of the Target Company.					

IV. OFFER PRICE

A. The Equity Shares of the Target Company are listed and traded on BSE. B. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of Original PA date (i.e. July 29, 2016) (July 2015 to June 2016) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of Original PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	7,332,239	37,134,752	19.74%
Total			19.74%

(Source: www.bseindia.com)

C. The equity shares of the Target Company were listed and traded on BSE and were frequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) as on Original PA date. D. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of Current PA date (i.e. December 16, 2016) (December 2015 to November 2016) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of Current PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	6,561,819	37,134,752	17.67%
Total			17.67%

(Source: www.bseindia.com)

E. The equity shares of the Target Company are listed and traded on BSE and are frequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) as on Current PA date. F. The Offer Price of Rs. 5.25/- (Rupees Five and Twenty Five Paise Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Offer Price			
		As on Original PA date		As on Current PA date	
		Acquirer 1	Acquirer 2	Acquirer 1	Acquirer 2
(a)	Negotiated Price	NA	NA	NA	NA
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers along with existing promoter group, during 52 weeks immediately preceding the date of PA (Original and Current)	3.99	4.31	4.04	4.75
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers along with the existing promoter group during 26 weeks immediately preceding the date of PA (Original and Current)	4.42	4.93	NA	5.02
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the PA (Original and Current) as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	4.64		4.46	

NA : Not Applicable

From the above mentioned table, maximum price amongst the above mentioned prices is Rs. 5.02 (Rupees Five and Two Paise Only). Accordingly, the Interest @10% per annum shall be calculated on Rs. 5.02 (Rupees Five and Two Paise Only).

Calculation of Interest:

Period	Interest @ Rs. 10 p.a. on Rs. 5.02 (In Rs.)
July 29, 2016 to December 15, 2016	0.19
Interest	0.19

The total price inclusive of interest of past triggering is Rs. 5.21 (Rupees Five and Twenty One Paise Only) per share, accordingly, in view of the above parameters considered and presented in tables and paragraph above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 5.25 (Rupees Five and Twenty Five Paise) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

G. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. H. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. I. If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

J. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size. K. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders. V. FINANCIAL ARRANGEMENTS A. The total fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 9,655,036 (Ninety Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares from the public shareholders of the Target Company at an Offer Price of Rs. 5.25 (Rupees Five and Twenty Five Paise Only) per fully paid up equity share is Rs. 50,688,939 (Rupees Five Crores Six Lacs Eighty Eight Thousand Nine Hundred and Thirty Nine Only) (the "Maximum Consideration"). B. The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through personal and internal resources of the Acquirers. C. The Acquirers, the Manager to the Offer and Kotak Mahindra Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at Kanpur Branch, Mall Road, Kanpur - 208001 have entered into an Escrow Agreement dated December 19, 2016 for the purpose of the Offer (the "Offer Escrow Agreement") in accordance with Regulation 17 of the SEBI (SAST) Regulations. The Acquirer has deposited cash of Rs. 12,700,000 (Rupees One Crore and Twenty Seven Lacs Only) ("Security Deposit") being more than 25% of the Maximum Consideration in an Escrow Account bearing name and style as "CPCPL-JEL-Open Offer Escrow Account", (the "Escrow Account") opened with Kotak Mahindra Bank Limited. D. The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Accounts opened in terms of the SEBI (SAST) Regulations. E. Mr. G. K. Mishra (Membership No. 074586), Partner of Prakash & Santosh, Chartered Accountants having office at 'Rolland Complex' Flat No. 8, Upper Floor, Westcott Building, 37/17, The Mall, Kanpur-208001; Tel. No.: 0512-3012035, 0512-3912995; Email ID: prakashtantoshca@gmail.com; gopalgmishra@gmail.com; vide certificate dated December 12, 2016 certified that the Acquirer 1 has sufficient resources to meet the fund requirement for the Takeover of Target Company. F. Mr. Vikas Agrawal (Membership No.: 075792) Partner of M/s. SKVA & Co., Chartered Accountants having office at 117/H-1/144, (575) Pandu Nagar, Kanpur - 208005; Tel. No.: 0512-2222444; +91-9839030152; +91-8601800798; Email ID: caskva@gmail.com vide certificate dated December 14, 2016 certified that the Acquirer 2 has sufficient resources to meet the fund requirement for the Takeover of Target Company. G. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations. VI. STATUTORY AND OTHER APPROVALS A. Shareholder of the Target Company who are either Non Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company, as may be applicable. In the event such approvals from the RBI are not submitted, the Acquirers reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs. B. As of the date of this DPS, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer. C. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. D. The Acquirers do not require any approval from financial institutions/banks in India for the Offer. E. The Manager to the Offer i.e. Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer. VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day
Public Announcement	December 16, 2016	Friday
Detailed Public Statement	December 23, 2016	Friday
Filing of draft offer document with SEBI	December 30, 2016	Friday
Identified Date*	January 24, 2017	Tuesday
Last date for a competing offer	January 13, 2017	Friday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	February 03, 2017	Friday
Date by which Letter of Offer will be dispatched to the shareholders	February 01, 2017	Wednesday
Upward Revision in Offer	February 02, 2017	Thursday
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	February 07, 2017	Tuesday
Offer Opening Date	February 08, 2017	Wednesday
Offer Closing Date	February 21, 2017	Tuesday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	March 08, 2017	Wednesday
Filing of Report to SEBI by Manager to the Offer	March 16, 2017	Thursday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers) are eligible to participate in the Offer any time before the closure of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES

A. All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirers along with existing promoters and the parties to underlying agreement including persons deemed to be acting in concert with such parties) any time before closure of the Offer. B. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. C. The Open Offer will be implemented by the Acquirer through a stock exchange mechanism made available by Stock Exchanges in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI. D. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. E. The Acquirer has appointed Chuknoo Securities Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below: Name: Chuknoo Securities Limited; CIN: U67120UP1996PLC019286; SEBI Registration Number: INB011329431; Communication Address: 311-318, Krishna Tower, 15/63 Civil Lines, Kanpur 208001; Contact Person: Mr. Vineet Maheshwari; Tel. No.: 0512-2303040; Fax. No.: 0512-2305140; Email ID: vineet.maheshwari@chuknoo.com; F. All shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period. G. Such Equity Shares would be transferred to the respective Selling Broker's pool account prior to placing the bid. H. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as