

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011
("SEBI (SAST) REGULATIONS, 2011")**

OPEN OFFER FOR ACQUISITION OF 9,655,036 EQUITY SHARES FROM SHAREHOLDERS OF **JAYKAY ENTERPRISES LIMITED** (CIN: L99999UP1961PLC001187) (HEREINAFTER REFERRED TO AS "**TARGET COMPANY**") HAVING ITS REGISTERED OFFICE AT KAMLA TOWER KANPUR UP – 208001; TEL. NO.: 0512-2371478-81, 0512-2366881; FAX. NO.: 0512-2399854, 0512-2332665; BY **J.K. TRADERS LIMITED** (CIN: U17111UP1947PLC001641) HAVING REGISTERED OFFICE AT KAMLA TOWER KANPUR UP – 208001 (HEREINAFTER REFERRED TO AS "**ACQUIRER 1**") AND **MRS. SUSHILA DEVI SINGHANIA** W/O LATE DR. GAUR HARI SINGHANIA R/O H. NO. 11, GANGA KUTI, CANTONMENT, KANPUR NAGAR UP (HEREINAFTER REFERRED TO AS "**ACQUIRER 2**") (HEREINAFTER COLLECTIVELY REFERRED TO AS "**ACQUIRERS**") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) OF SEBI (SAST) REGULATIONS, 2011.

This Public Announcement ("**PA**" / "**Public Announcement**") is being issued by **Corporate Professionals Capital Private Limited** ("**Manager to the Offer**") for and on behalf of the Acquirers to the Equity Shareholders of the Target Company ("**Shareholders**") 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**").

1. OFFER DETAILS:

- **Size:** 9,655,036 (Ninety Six Lacs Fifty Five Thousand and Thirty Six) Equity Shares constituting 26.0000% of the present issued subscribed and paid-up equity share capital of the Target Company.
- **Price/ consideration:** Rs. 5.25 (Rupees Five and Twenty Five Paise Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

DETAILS OF UNDERLYING TRANSACTION					
Type of Transaction	Mode of Transaction	Shares / Voting	Total Consideration	Mode of payment	Regulation which has triggered

(Direct/ Indirect)	(Agreement/ Allotment/ Market Purchase)	rights acquired/proposed to be acquired		for shares/Voting Rights (VR) acquired (Rs. In Crores)	(Cash/ securities)	
		Number	% vis a vis total Equity/voting Capital			
Direct	Market Purchase of 54,625 Equity Shares representing 0.1471% of the paid-up equity share capital of Target Company on July 29, 2016 ("Original PA Date") by Acquirer 2.	54,625	0.1471%	Rs. 0.0264	Cash	Regulation 3(1) of SEBI (SAST) Regulations, 2011

Please note that as on July 28, 2016, Acquirer 2 along with existing promoter group was holding 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 July 29, 2016 ("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 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 Open Offer under Regulation 3(1) of SEBI (SAST) Regulations, 2011.

3. ACQUIRERS:

DETAILS	ACQUIRER 1	ACQUIRER 2	TOTAL
Name of Acquirers	J.K. TRADERS LIMITED	MRS. SUSHILA DEVI SINGHANIA	-
Residential Address/ Registered Office	Kamla Tower Kanpur UP – 208001	H. No. 11, Ganga Kuti, Cantonment, Kanpur Nagar UP – 208001	-

Name(s) of persons in control /promoters of acquirer	Shri Yadupati Singhania Shri Abhishek Singhania Smt. Sushila Devi Singhania Smt. Manorama Devi	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirers company belongs to	J. K. Organisation	Acquirer 2 is the promoter of Acquirer 1 and Target Company	Not Applicable
Pre Transaction shareholding (Number and % of total share capital) of Acquirers	<p>Prior to Original PA date, Acquirer 1 held 3,000,000 (Thirty Lacs Only) Equity Shares representing 8.0787% of the paid-up equity share capital of the Target Company.</p> <p>As on the date of Current PA date i.e. December 16, 2016, Acquirer 1 held 3,000,000 (Thirty Lacs Only) Equity Shares representing 8.0787% of the paid-up equity share capital of the Target Company.</p>	<p>Prior to Original PA date, Acquirer 2 held 3,188,379 (Thirty One Lacs Eighty Eight Thousand Three Hundred and Seventy Nine Only) Equity Shares representing 8.5860% of the paid-up equity share capital of the Target Company.</p> <p>As on the date of Current PA date i.e. December 16, 2016, 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.</p>	<p>Prior to Original PA date, Acquirers held 6,188,379 (Sixty One Lacs Eighty Eight Thousand Three Hundred and Seventy Nine Only) Equity Shares representing 16.6647% of the paid-up equity share capital of the Target Company.</p> <p>As on the date of Current PA date i.e. December 16, 2016, Acquirers held 6,224,000 (Sixty Two Lacs Twenty Four Thousand Only) Equity Shares representing 16.7606% of the paid-up equity share capital of the Target Company.</p>
Proposed shareholding after the acquisition of shares which triggered the Open Offer	As on the date of Original PA date, Acquirer 1 held 3,000,000 (Thirty Lacs Only) Equity Shares	As on the date of Original PA date, Acquirer 2 held 3,243,004 (Thirty Two Lacs Forty Three Thousand and Four	As on the date of Original PA date, Acquirers held 6,243,004 (Sixty Two Lacs Forty Three Thousand

	representing 8.0787% of the paid-up equity share capital of the Target Company.	Only) Equity Shares representing 8.7331% of the paid-up share capital of the Target Company.	and Four Only) Equity Shares representing 16.8118% of the paid-up share capital of the Target Company.
Any other interest in the TC	Acquirers are the promoters of Target Company. Besides the shareholding of Acquirers, the existing promoter group of Target Company holds 3,040,720 (Thirty Lacs Forty Thousand Seven Hundred and Twenty Only) Equity Shares representing 8.1883% of the Target Company.		

4. DETAILS OF SELLING SHAREHOLDERS: NOT APPLICABLE

5. TARGET COMPANY:

Name	:	JAYKAY ENTERPRISES LIMITED
CIN	:	L99999UP1961PLC001187
Exchange where listed	:	BSE Limited

6. OTHER DETAILS:

- The Detailed Public Statement pursuant to this Public Announcement will be issued and published in accordance with Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations, on or before December 23, 2016, Friday. It shall contain details of the Offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the Offer, statutory approvals for the Offer, delisting option, details of financial arrangement, other terms of the Offer, conditions to the Offer etc. and shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and any one Marathi newspaper having circulation in Mumbai where the shares of the Target Company are listed i.e. BSE Limited. The registered office of the Target Company is situated in Kanpur and since the local language of Kanpur is Hindi only, no separate publication will be made in the local language of Kanpur.
- The Acquirers undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirers have adequate resources and has 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, 2011.

ISSUED ON BEHALF OF ACQUIRERS BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28, South Extension Part-1, New Delhi – 110049

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

Ph.: +91-11-40622228/+91-11-40622248; **Fax:** 91-11-40622201

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

SEBI Regn. No: INM000011435

On behalf of Acquirers

<p>For J.K. Traders Limited</p> <p>(Authorised Signatory)</p> <p>Acquirer 1</p>	<p>Sd/-</p> <p>Sushila Devi Singhania</p> <p>Acquirer 2</p>
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Place: New Delhi

Date: December 16, 2016