



Australian Government

Takeovers Panel

MEDIA RELEASE

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Wollongong Coal Limited – Panel Receives Application

The Panel has received an application from Gujarat NRE India Pty Ltd (Controller Appointed) in relation to the affairs of Wollongong Coal Limited. The application concerns an entitlement offer by Wollongong announced on 4 November 2014.

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

On 4 November 2014, Wollongong announced a 19 for 20 accelerated renounceable entitlement offer at an issue price of \$0.018 per share to raise up to approximately \$66.68 million. The entitlement offer is not underwritten.

The prospectus for the entitlement offer states that the Jindal Group (which holds approximately 74.39% of Wollongong) intends to participate for its full entitlement. If no other shareholders take up their entitlements, the Jindal Group could increase its interest to approximately 84.99%.

The Gujarat Group of companies hold approximately 6.94% of Wollongong. Gujarat NRE submits (among other things) that:

- the entitlement offer is part of a strategy to deliver control of Wollongong to Jindal without it paying a control premium and
- the structure and effect of the entitlement offer is not justified given Wollongong's financial circumstances.

Gujarat NRE seeks interim orders preventing the Jindal Group from acquiring or disposing of Wollongong shares, increasing its voting power, or exercising voting rights attaching to its shares until 7 days after determination of the application.

Gujarat NRE also seeks final orders (among others) that:

- the entitlement offer be cancelled
- the Jindal Group be restrained from proceeding with compulsory acquisition or otherwise acquiring any further relevant interest in Wollongong and
- Wollongong be restrained from buying back unmarketable parcels of shares in itself.

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