

February 27, 2019

MCAPL: MUM: 2018-19: 0244

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Dear Sir/Madam,

Sub: Public Announcement for the Open Offer to the Ruchika Industries India Limited ("Ruchika"/"Target Company")

This is to inform you that today i.e. February 27, 2019 (Wednesday), Mr. Rajiv Chandulal Darji (hereinafter referred as "Acquirer") have entered into a Share Purchase Agreement ("SPA") today with the Promoter viz, Mr. Saurabh Dilip Pradhan (hereinafter referred to as "Promoter/Seller") of the Target Company for acquisition of 9,74,216 Equity Shares representing 48.71% of the Equity Share Capital of the Target Company.

Pursuant to SPA, the Acquirer has triggered the Open Offer to acquire 5,20,000 Equity Shares of Face Value of ₹5.00 each of the Target Company representing 26% of the Equity Share Capital of the Target Company. The Open Offer has been given pursuant to and in compliance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"] requiring the Public Announcement in terms of Regulation 13 of the said Regulations.

Accordingly, in terms of Regulation 13 read with Regulation 14 of SEBI (SAST) Regulations, 2011, We, Mark Corporate Advisors Private Limited, Manager to the Offer, are submitting the hard copy of the Public Announcement and the soft copy of the same has been submitted. A copy of the same is being submitted to Securities Exchange Board of India, Mumbai ("SEBI") and is being dispatched to the Target Company ("TC") at its Registered Office.

Kindly take the above information on your records.

Yours truly,

For Mark Corporate Advisors Private Limited

Rajendra Kanoongo Jt. Managing Director

Encl: As Above.

# PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("REGULATIONS")

Open offer for acquisition of 5,20,000 Equity Shares of Face Value of ₹5.00 each of Ruchika Industries India Limited ("Ruchika"/"Target Company") by Mr. Rajiv Chandulal Darji ("hereinafter referred to as Acquirer")

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"/"Regulations"].

#### 1) OFFER DETAILS:

- 1.1 Offer Size: The Acquirer hereby make this Open Offer ("Offer") to the Public Shareholders of the Target Company to acquire 5,20,000 Equity Shares of face value of ₹5.00 (Rupees Five only) each of the Target Company ("Equity Share") representing 26% of the Equity Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") that will be published and the Letter of Offer ("LoF") which will be sent to the Equity Shareholders of the Target Company, in accordance with the Regulations.
- 1.2 Offer Price / Consideration: The Offer price of ₹8.75 (Rupees Eight and Paise Seventy Five only) per Equity Share of Face Value of ₹5 (Rupees Five only) each, is in compliance with Regulation 8 of the Regulations ("Offer Price"), aggregating to a consideration of ₹45,50,000 (Rupees Forty Five Lakhs and Fifty Thousand only), assuming full acceptance in the Open Offer ("Offer Size").
- 1.3 Mode of Payment: The Offer Price will be paid in Cash, in accordance with Regulation 9(1) (a) of the Regulations.
- 1.4 Type of Offer: This is a Triggered Offer under Regulation 3(1) and 4 of the Regulations.
- 2) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

		Details o	of Underlying Ti	ransaction		
Type of Transaction (Direct Andirect)	Mode of Transaction (Agreement/	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting	Mode of Payment	Regulations
	Allotment/Market Purchase)	Number	% vis a vis total Equity Capital	Rights (VR) acquired (₹ in Crores)	(Cash/ Securities)	which has Triggered
Direct Acquisition	Share Purchase Agreement ("SPA") dated February 27, 2019	9,74,216	48.71%	0.58	Cash	3(1) and 4



# 3) DETAILS OF THE ACQUIRER(S) AND PAC(S):

Details Name of the A	Acquirer	Total
Name of the Acquirer(s)/PAC(s)	Mr. Rajiv Chandulal Darji	Total
PAN	ACHPD 1077 F	1
Address	4 701 P	-
	A-701, Rose Mary Building, Chikuwadi, Shimpoli, Next to Witty School, Borivali (West), Mumbai-400 092	
Name(s) of Persons in control/Promoters of Acquirer(s)/PAC(s) where Acquirer(s)/PAC(s) are Companies	Not Applicable	
Name of the Group, if any, to which the Acquirer(s)/PAC(s) belongs to	Not Applicable	
Pre Transaction Shareholding		-
Number     % of Equity Share Capital	Nil	
Proposed Shareholding after acquisition of Shares which triggered the Open Offer	Not Applicable	
Number	1900 to 12.171.	
% of Equity Share Capital	9,74,216	9,74,216
any other interest in the TC	48.71%	48.71%
and the fit	Nil	

# DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Fre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total
1)	Mr. Saurabh Dilip Pradhan  PAN: AMJPP 6295 P  Address: Near R.C.F, Gate No. 2, 12, Mysore Colony, Chembur, FCI, Mumbai-400 074	Yes	9,74,216	48.71%	Nil	Share Capital Not Applicable
	TOTAL	•	9,74,216	48.71%	Nil	Not Applicable

# 5) DETAILS OF THE TARGET COMPANY:

5.1 Name

Ruchika Industries India Limited

5.2 CIN

: L51503MH1985PLC301881

**5.3 ISIN** 

: INE185U01027

Registered

Office : 126, Damji Shamji Estate, LBS Marg, Vikhroli (West), Mumbai-400 083

Address

5.5 Stock

Exchange(s): BSE Ltd ('BSE') with Scrip Code as 540696

where Listed

#### 6) OTHER DETAILS:

- 6.1 The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulations 13 (4) and 14 (3) of the Regulations vide a Detailed Public Statement ("DPS") on or before March 07, 2019 (Thursday).
- 6.2 The Acquirer undertake that he is aware of and will comply with his obligations under the Regulations and has adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.
- 6.3 In this PA, any discrepancy in any table between the total and sums of the percentage listed is due to



- 6.4 This Offer is not subject to any minimum level of acceptance.
- 6.5 This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the Regulations.

# Issued by the Manager to the Offer:



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996 SEBI Regn No.: INM000012128 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Contact Person: Mr. Manish Gaur Tel. No.: +91 22 2612 3207/08

E-Mail ID: openoffer@markcorporateadvisors.com Website: www.markcorporateadvisors.com

# For and on behalf of the Acquirer:

Sd/-

Rajiv Chandulal Darji ("Acquirer")

Place: Mumbai

Date: February 27, 2019

