

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S. WELLINGTON COMMERCIAL LIMITED ("WCL" / "TARGET COMPANY")

OPEN OFFER FOR ACQUISITION OF 1,40,400 (ONE LAKH FORTY THOUSAND FOUR HUNDRED) EQUITY SHARES FROM SHAREHOLDERS OF WCL BY MR. DEVANSH DUGAR AND M/S. BHAIKAVKRIPA REALCON PRIVATE LIMITED (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS")

1. Offer details:

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 1,40,400 fully paid equity shares of Rs. 10/- each constituting 26.00% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 10/- (Rupees Ten Only) per fully paid-up equity share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period. Assuming full acceptance, the total consideration payable by the Acquirers, will be Rs. 14,04,000/- (Rupees Fourteen Lacs Four Thousand Only).
- **Mode of payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Regulations").
- **Type of Offer (Triggered Offer, Voluntary Offer/ Competing Offer etc.):** The Offer is a Triggered Offer made under Regulation 3(1) and Regulation 4 of the Regulations.

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (Rs. In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ Voting Capital			
Direct	Share Purchase Agreement	95,820	17.74%	0.02	Cash	3(1) & 4 of the Regulations

3. Acquirers / PAC:

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers	Mr. Devansh Dugar	M/s. Bhairavkripa Realcon Private Limited	2
Address	P-888, Mangalam, Block- A, 1 st Floor, Kolkata- 700 089	55/1, Gorakshabasi Road, Kolkata- 700 028	Not Applicable
Name(s) of Persons in control /Promoters of Acquirers/ PACs where Acquirers/ PAC are companies	Not Applicable	Mr. Devansh Dugar, Mr. Binod Kumar Dugar, Ms. Saroj Dugar and Ms. Dharana Dugar	Not Applicable
Name of the Group, if any, to which the Acquirers/PAC-belongs to	Not Applicable	Not Applicable	Not Applicable
Pre-Transaction Shareholding			
• Number	Nil	1,26,070	1,26,070
• % of total share capital	(0.00%)	(23.35%)	(23.35%)
Proposed shareholding after the acquisition of shares which triggered the Open Offer	81,192 (15.03%)	1,40,698 (26.06%)	2,21,890 (41.09%)
Any other interest in the TC	No	No	Not Applicable



4. Details of Selling Shareholders, if applicable:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post- Transaction	
		Number	%	Number	%
Mr. Rajesh Kumar Gupta	Yes	21,600	4.00%	Nil	Nil
Mr. Chhedilal Gupta	Yes	26,892	4.98%	Nil	Nil
Mr. Gaurav Gupta	Yes	16,500	3.05%	Nil	Nil
Mrs. Laxmi Gupta	Yes	14,628	2.71%	Nil	Nil
Mrs. Shobha Gupta	Yes	16,200	3.00%	Nil	Nil
TOTAL		95,820	17.74%	Nil	Nil

5. Target Company:

- **Name:** M/s. Wellington Commercial Limited.
- **Exchanges where listed:** The equity shares of the Target Company are listed on The Calcutta Stock Exchange Limited only.

6. Other details:

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of Regulation 14(3) of Regulations vide a Detailed Public Statement on or before 26th September, 2013.
- The Acquirers undertake that they are aware of and will comply with their obligations under the Regulations and have adequate financial resources to meet the Offer Obligations.

Issued by:



MANAGER TO THE OFFER:

VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI REGN NO: INM000011096

(Contact Person: Ms. Urvi Belani)

31 Ganesh Chandra Avenue, 2nd Floor,

Suite No.- 2C, Kolkata-700 013

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ON BEHALF OF ACQUIRERS:

Sd/-

Mr. Devansh Dugar

For Bhairavkripa Realcon Private Limited

Sd/-

Director

Place: Kolkata

Date: 19th September, 2013

