

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1) and 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE “SEBI (SAST) REGULATIONS” or “REGULATIONS”)

FOR THE ATTENTION OF THE SHAREHOLDERS OF ANISHA IMPEX LIMITED.

Open Offer for acquisition of up to 42,72,372 equity shares, representing 26% of the total Paid-Up/Voting Share Capital of Anisha Impex Limited (“Hereinafter referred to as “Target Company”) from the Public Shareholders (as defined below) by Mrs. Sangeeta Pareekh W/o Mr. Dinesh Pareekh R/o H-2/78-79 Second Floor, Sector-16 Sector-15 S.O North West Delhi 110089, Mr. Dinesh Pareekh S/o Shri Bajrang Lal Pareekh R/o H-2/78-79I, H-Block Pocket-2 Rohini Sector-16 Delhi 110085 and M/s BLP Equity Research (P) Limited having its office situated at H-2/78, Sector 16 Rohini Delhi 110089 (Hereinafter collectively referred to as “Acquirers”), for the purpose of this Open Offer.

On January 11, 2018, the Acquirers signed a share purchase agreement (“**SPA**”) with the Seller/Promoter (as mentioned in paragraph 4 below) of the target company to acquire 38,50,100 equity shares representing 23.43% of the fully paid up equity share capital of the Target Company along with complete Control and Management of the Target Company. Presently the acquirers holds in aggregate 35,20,000 equity shares representing 21.42% of the total paid up share capital of the target company. Consequently, the acquirers shall acquire substantial shares/ voting rights along with complete control over the management and affairs of Target Company after the successful completion of Open Offer.

This Public Announcement (“**Public Announcement**” or “**PA**”) is being issued by D & A Financial Services (P) Limited (“**Manager to the Offer**”) for and on behalf of the acquirers to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties (“**Public Shareholders**”) pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

1. Offer Details

(a) **Size:** The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 42,72,372 fully paid up equity shares of face value of Rs 10/- (Rupee Ten only) each of the Target Company (“**Equity Shares**”) Constituting 26% of the paid up equity share capital of the Target Company (“**Offer Size**”).

(b) **Price / Consideration:** The Offer Price of Rupees 12/- (Rupees Twelve Only) per equity share is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(d) **Type of Offer:** The Offer is in Compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

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

Details of Underlying Transaction						
Types of Transaction (direct / indirect)	Mode of Transaction (Agreement / Allotment / Market Purchase)	Shares / Voting rights acquired / proposed to be acquired		Total Consideration of shares / Voting Rights (VR) acquired (Rs. In Crores)	Mode of Payment (Cash / Cheque / Securities)	Regulation which has triggered
		Number	% vis a vis total equity / Voting Capital			
Direct	Share Purchase Agreement	38,50,100	23.43	4.23	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

3. Details of Acquirers / PACs

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirers(s) / PAC(s)	Sangeeta Pareekh	Dinesh Pareekh	BLP Equity Research (P) Limited	3
Address	H-2/78-79 Second Floor, Sector-16 Sector-15 S.O North West Delhi 110089	H-2/78-79I, H-Block Pocket-2 Rohini Sector-16 Delhi 110085	H-2/78, Sector 16 Rohini Delhi 110089	-

Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	N.A	Mr. Dinesh Pareekh and Mr Rajiv Purohit	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group	-
Pre Transaction shareholding □□Number	33,20,000	2,00,000	Nil	3520000 (21.42%)
□□% of total share capital	20.20	1.22	Not Applicable	
Proposed shareholding after the acquisition of shares which triggered the Open Offer	43,20,000 equity shares constituting 26.29% of the total paid up equity share capital of the Target Company.	700,000 equity shares constituting 4.26% of the total paid up equity share capital of the Target Company.	23,50,100 equity shares constituting 14.30% of the total paid up equity share capital of the Target Company.	7370100 equity shares constituting 44.85% of the total paid up equity share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	Nil	Nil

4. Details of Selling Shareholders (Together the “Sellers”)

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Sunil Kumar Malik	Yes	38,50,100	23.43	Nil	Not Applicable

5. Target Company

(a) **Name:** Anisha Impex Limited

(b) **Registered Office Address:** 159, Gagan Vihar, New Delhi-110051.

(c) **Exchanges where listed:** The Equity Shares are listed on BSE Limited ("BSE").

6. Other Details

(a) The Detailed Public Statement ("**DPS**") to be issued in accordance with Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto shall be published by January 18, 2018. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers / **PAC** and Target Company, detailed reasons for the Offer, statutory approvals required for the Offer, details of financial arrangements, other terms of the Offer and conditions to the Offer.

(b) The Acquirers undertakes that they are aware of and will comply with their respective obligations under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligations under the Offer.

(c) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

(d) This Public Announcement is not being issued pursuant to a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto

Issued by the Manager to the Offer on behalf of the Acquirers



Manager to the Offer

D & A FINANCIAL SERVICES (P) LIMITED

13, Community Centre, East of Kailash,
New Delhi – 110065.

Tel nos.: 011-26419079/ 26218274;

Fax no.: 011 - 26219491;

Email: investors@dnafinserv.com

Contact Person: Ms. Radhika Pushkarna

Place: New Delhi

Date: January 11, 2018

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