

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S. WORTH INVESTMENT AND TRADING COMPANY LIMITED ("WITCL" / "TARGET COMPANY")

OPEN OFFER FOR ACQUISITION OF 8,52,800 (EIGHT LAKHS FIFTY TWO THOUSAND EIGHT HUNDRED) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") REPRESENTING 26% OF THE TOTAL PAID UP EQUITY AND VOTING SHARE CAPITAL OF WITCL, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF WITCL BY MR. NIMIT RAJESH GHATALIA, MR. MIHIR RAJESH GHATALIA, MRS. BINA RAJESH GHATALIA AND MRS. DAMIYANTI PRANLAL GHATALIA (HEREIN AFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS").

1. Offer details:

- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of 8,52,800 fully paid equity shares of face value of Rs. 10/- each constituting 26% of the total paid-up equity and voting share capital of the Target Company.
- **Offer Price:** An Offer Price of Rs. 16/- (Rupees Sixteen 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. 1,36,44,800/- (Rupees One Crore Thirty Six Lakhs Forty Four Thousand Eight Hundred 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 and subsequent amendments thereto ("the SEBI (SAST) 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 SEBI (SAST) Regulations.



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

On 15.01.2018 the Acquirers have entered into the following agreements:

- i. Share Purchase Agreement between the Acquirers and the present Promoters of the Target Company for acquisition of 2,32,000 equity shares constituting to 7.07% of the total paid-up equity and voting share capital of the Target Company at the price of Rs. 15/- (Rupees Fifteen Only) per equity share.
- ii. Individual Share Purchase Agreements between the Acquirers and public shareholders of the Target Company for acquisition of in aggregate 8,40,000 equity shares constituting 25.60% of the total paid-up equity and voting share capital of the Target Company at the price of Rs. 15/- (Rupees Fifteen Only) per equity.

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	i. Share Purchase Agreement between the Acquirers and the current Promoters of WITCL viz, M/s. Sanklap Vintrade Private Limited and M/s. Mudra Dealtrade Private Limited on 15.01.2018	2,32,000	7.07%	0.348	All transactions have been made in Cash	3(1) & 4 of the Regulations
	ii. Separate Share Purchase Agreements between the Acquirers and Non-Promoters of WITCL on 15.01.2018 viz,					
	- M/s. New Edge Vinimay Private Limited	2,10,000	6.40%	0.315		
	- M/s. Silverson Trdelinks Private Limited	2,10,000	6.40%	0.315		
	- M/s. Unicon Tie Up Private Limited & - M/s. Vedant Commodeal Private Limited	2,10,000 2,10,000	6.40% 6.40%	0.315 0.315		



3. Acquirers:

Details	ACQUIRER 1	ACQUIRER 2	ACQUIRER 3	ACQUIRER 4	TOTAL
Name of the Acquirers / PACs	Nimit Rajesh Ghatalia	Mihir Rajesh Ghatalia	Bina Rajesh Ghatalia	Damiyanti Pranlal Ghatalia	4
Address	1501-2/B-Wing, Highland Park Chs, 350, Lokhandwala Complex, Andheri (West) Mumbai-400053				NA
Name(s) of Persons in control /Promoters of Acquirer/ PACs where Acquirer/ PAC are companies	NA	NA	NA	NA	NA
Name of the Group, if any, to which the Acquirers/PAC belongs to	Not Applicable				NA
Pre-Transaction Shareholding Number % of total share capital	Nil (0.00%)	Nil (0.00%)	Nil (0.00%)	Nil (0.00%)	Nil (0.00%)
Proposed shareholding after the acquisition of shares which triggered the Open Offer Number % of total share capital*	5,36,000 (16.34%)	1,78,665 (5.45%)	2,17,065 (6.62%)	1,40,270 (4.28%)	10,72,00 (32.68%)
Any other interest in the TC	NO	NO	NO	NO	NA

*The difference if any in the percentage is due to rounding-off



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	%
M/s. Sanklap Vintrade Private Limited	Yes	1,16,000	3.54%	Nil	Nil
M/s. Mudra Dealtrade Private Limited	Yes	1,16,000	3.54%	Nil	Nil
M/s. Newedge Vinimay Private Limited	No	2,10,000	6.40%	Nil	Nil
M/s. Silverson Trdelinks Private Limited	No	2,10,000	6.40%	Nil	Nil
M/s. Unicon Tie Up Private Limited	No	2,10,000	6.40%	Nil	Nil
M/s. Vedant Commodeal Private Limited	No	2,10,000	6.40%	Nil	Nil
TOTAL		10,72,000	32.68%	Nil	Nil

5. Target Company:

- **Name:** M/s. Worth Investment and Trading Company Limited.
- **Exchanges where listed:** The equity shares of the Target Company are listed on The BSE Limited (BSE) and The Calcutta Stock Exchange Limited.

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 January 22, 2018.
- The Acquirers undertake that they are aware of and will comply with its 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: Mr. Anup Kumar Sharma)

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ON BEHALF OF ACQUIRERS:

SD/-

Nimit Rajesh Ghatalia

SD/-

Mihir Rajesh Ghatalia

SD/-

Bina Rajesh Ghatalia

SD/-

Damiyanti Pranlal Ghatalia

Place: Kolkata

Date: 15.01.2018

