

**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 of Underlying Transaction						
Type of Transaction (Direct /Indirect)	Mode of Transaction (Agreement/ Allotment/Market Purchase)	Equity Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/Voting Rights (VR) acquired (₹ in Crores)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Equity Capital			
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	Acquirer	Total
Name of the Acquirer(s)/PAC(s)	Mr. Rajiv Chandulal Darji	1
PAN	ACHPD 1077 F	-
Address	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	Nil	-
• % of Equity Share Capital	Not Applicable	-
Proposed Shareholding after acquisition of Shares which triggered the Open Offer		
• Number	9,74,216	9,74,216
• % of Equity Share Capital	48.71%	48.71%
Any other interest in the TC	Nil	-

4) 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			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
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	Not Applicable
<b>TOTAL</b>		-	<b>9,74,216</b>	<b>48.71%</b>	<b>Nil</b>	<b>Not Applicable</b>

5) DETAILS OF THE TARGET COMPANY:

- 5.1 Name : Ruchika Industries India Limited  
5.2 CIN : L51503MH1985PLC301881  
5.3 ISIN : INE185U01027  
5.4 Registered Office Address : 126, Damji Shamji Estate, LBS Marg, Vikhroli (West), Mumbai-400 083  
5.5 Stock Exchange(s) where Listed : BSE Ltd ('BSE') with Scrip Code as 540696

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 rounding off.



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](mailto:openoffer@markcorporateadvisors.com)

**Website:** [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com)

**For and on behalf of the Acquirer:**

Sd/-

**Rajiv Chandulal Darji**

("Acquirer")

**Place :** Mumbai

**Date :** February 27, 2019

