

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 [“SEBI (SAST) REGULATIONS, 2011”/“REGULATIONS”]

Open offer for Acquisition of 11,41,400 Equity Shares of face value of ₹10 each of Ruby Traders & Exporters Limited (“RTEL”/Target Company) by Mr. Amit Rambhia (“Acquirer 1”), Mr. Nikit Rambhia (“Acquirer 2”) and Mr. Devchand Rambhia (“Acquirer 3”) (hereinafter collectively referred to as ‘Acquirers’).

This Public Announcement (“PA”) is being issued by Mark Corporate Advisors Private Limited (“Manager to the Offer”) for and on behalf of the Acquirers 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 Acquirers hereby make this Open Offer (“Offer”) to the Public Shareholders of the Target Company to acquire upto 11,41,400 fully paid-up equity shares of face value of ₹10 each of the Target Company (“Equity Share”) representing 26% of the Share Capital and Voting 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 ₹12.00 (Rupees Twelve only) per fully paid-up Equity Share of ₹10 each, is in compliance with Regulation 8 of the Regulations (“Offer Price”), aggregating to a consideration of ₹1,36,96,800 (Rupees One Crore Thirty Six Lacs Ninety Six Thousand and Eight Hundred 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 by the Acquirers 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 Rupees)	Mode of Payment (Cash/ Securities)	Regulations which has Triggered
		Number	% vis a vis total Share Capital			
Direct Acquisition	Share Purchase Agreement (‘SPA’) dated November 11, 2015	100	0.002%	1200	Cash	Regulation 4

3. DETAILS OF THE ACQUIRERS:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of the Acquirers	Mr. Amit Rambhia	Mr. Nikit Rambhia	Mr. Devchand Rambhia	3
Address	2B/113, 11 th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg,	3B/134, 13 th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg,	3B/134, 13 th Floor, Kalpataru Aura Building, Opposite R. City Mall, L.B.S. Marg,	-

	Ghatkopar (W), Mumbai-400 086	Ghatkopar (W), Mumbai - 400 086	Ghatkopar (W), Mumbai - 400 086	
Name(s) of persons in control/Promoters of Acquirers where Acquirers are companies	Not Applicable	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirers belongs to	None	None	None	-
Pre Transaction Shareholding • Number • % of Total Share Capital	3,00,000 6.83%	3,00,000 6.83%	4,60,000 10.48%	10,60,000 24.14%
Proposed Shareholding after the Acquisition of Shares which triggered the Open Offer • Number • % of Total Share Capital	3,00,100 6.84%	3,00,000 6.83%	4,60,000 10.48%	10,60,100 24.15%
Any other interest in the TC	None	None	None	-

There are no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1) (q) of the SEBI (SAST) Regulations, 2011.

4. DETAILS OF SELLING SHAREHOLDER:

Sr. No.	Name & PAN	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. Sonal Gupta PAN: AHGPG7323K	Yes	100	0.002%	Nil	Nil
	TOTAL		100	0.002%	Nil	Nil

5. DETAILS OF THE TARGET COMPANY:

- 5.1 **Name** : Ruby Traders & Exporters Limited
- 5.2 **CIN** : L51909WB1981PLC033779
- 5.3 **ISIN** : INE516E01019
- 5.4 **Registered Office Address** : Room No. 52, Martin Burn House, 1, R.N. Mukherjee Road,
4th Floor, Kolkata-700 001, West Bengal
- 5.5 **Stock Exchanges where Listed** : BSE Ltd (BSE) with Scrip Code 538742

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 November 19, 2015.
- 6.2 The Acquirers jointly and severally 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 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

404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East),
Mumbai-400 057.

Contact Person: Mr. Manish Gaur

Telefax: +91 22 2612 3207/08

Email: openoffer@markcorporateadvisors.com

SEBI Regn No.: INM000012128

For and on behalf of the Acquirers:

Sd/-

Amit Rambhia ('Acquirer 1')

Sd/-

Nikit Rambhia ('Acquirer 2')

Sd/-

Devchand Rambhia ('Acquirer 3')

Place : Mumbai

Date : November 11, 2015