

## DHANUKA COMMERCIAL LIMITED

(Registered Office: - 255, 2nd Floor, Agarwal City Plaza, Mangalam Place, New Delhi -110085)

### Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "**Manager to the Offer**"), for and on behalf of the Acquirer, namely, M/s Moneyboxx Capital (P) Limited ("**Hereinafter referred to as 'Acquirer'**") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (**Substantial Acquisition of Shares and Takeovers**) Regulations 2011, in respect of the open offer to acquire shares of **Dhanuka Commercial Limited ("DCL"/"Target Company")**. The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was published on Thursday, June 21, 2018, in Business Standard (English-All Editions), Business Standard (Hindi-All Editions), Lakshdeep (Marathi) Mumbai edition.

1. Offer Price is Rupees 6.00 (Rupees Six Only) per equity share.
2. Committee of Independent Directors (Hereinafter referred to as "**IDCs**") of the Target Company recommends that the open offer price of Rupees 6.00 per fully paid up equity shares is fair and reasonable based on the following reasons:
  - a. The Offer Price of Rupees 6/- per fully paid up equity share offered by Acquirer is more than the price paid by the acquirer to the sellers under share purchase agreement, which is Rupees 4.30 per share.
  - b. The Offer Price is higher than the price as arrived in compliance with Regulation 8(2) of SEBI (SAST) Regulations, 2011 after taking into consideration 60 days volume weighted average price per share, which comes to Rupees 4.53 per share.

The IDC's recommendation was published on September 05, 2018 (Wednesday) in the same newspapers where Detailed Public Statement was published.

3. This Offer is not a Competing Offer.
4. The Letter of Offer dated August 25, 2018 has been dispatched to the shareholders on or before Friday, August 31, 2018.
5. A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:  
Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on June 28, 2018. All the observations made by SEBI vide letter no SEBI/HO/CFD/DCR1/OW/P/2018/23251/1 dated August 21, 2018, has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and the Letter of Offer.

#### 8. Schedule of Activities:

S. No	Activity	Original Schedule Days & Dates	Revised Schedule Days & Dates
1.	Date of Public Announcement	Thursday, June 14, 2018	Thursday, June 14, 2018
2.	Date of publication of detailed public statement	Thursday, June 21, 2018	Thursday, June 21, 2018
3.	Filing of the draft Letter of Offer to SEBI	Thursday, June 28, 2018	Thursday, June 28, 2018
4.	Last date for a competitive offer(s)	Thursday, July 12, 2018	Thursday, July 12, 2018
5.	Identified Date*	Monday, July 16, 2018	Friday, August 24, 2018
6.	Date by which final Letter of Offer will be dispatched to the Public Shareholders	Monday, July 30, 2018	Friday, August 31, 2018
7.	Last date for revising the Offer Price/ number of shares.	Wednesday, August 01, 2018	Tuesday, September 04, 2018
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Thursday, August 02, 2018	Wednesday, September 05, 2018
9.	Date of Publication of Offer Opening Public Announcement	Friday, August 03, 2018	Thursday, September 06, 2018
10.	Date of commencement of Tendering Period (Offer opening date)	Monday, August 06, 2018	Friday, September 07, 2018
11.	Date of Expiry of Tendering Period (Offer closing date)	Tuesday, August 21, 2018	Monday, September 24, 2018
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Wednesday, September 05, 2018	Monday, October 08, 2018

*\*The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

The Acquirer accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)

Issued by Manager to the Offer on behalf of the Acquirer



### D & A Financial Services (P) Limited

13, Community Centre, East of Kailash, New Delhi-110 065  
Tel: (011) 26472557, 26419079, 26218274 Fax: (011) 26219491  
Email: [nvestors@dnafinserv.com](mailto:nvestors@dnafinserv.com)  
Contact Person: Ms. Radhika Pushkarna

Date: 05.09.2018  
Place: New Delhi