

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 DHANUKA COMMERCIAL LIMITED.

Open Offer for acquisition of up to 4353300 equity shares, representing 26% of the total Paid-Up/Voting Share Capital of Dhanuka Commercial Limited ("Hereinafter referred to as "Target Company") from the Public Shareholders (as defined below) by M/s Moneyboxx Capital Private Limited having its registered office situated at 522, 5th Floor, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi-110066 (Hereinafter referred to as "Acquirer"), for the purpose of this Open Offer.

On June 14, 2018, the Acquirer signed a share purchase agreement ("**SPA**") with the Seller/Promoter (as mentioned in paragraph 4 below) of the target company to acquire 10797879 equity shares representing 64.49% of the fully paid up equity share capital of the Target Company along with complete Control and Management of the Target Company. Presently the acquirer does not hold any equity shares of the target company. Consequently, the acquirer will 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 acquirer 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 Acquirer hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 4353300 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 6/- (Rupees Six 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	10797879	64.49	4.64	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

3. Details of Acquirer/PACs

Details	Acquirer 1	Total
Name of Acquirers(s)/ PAC(s)	Moneyboxx Capital Private Limited	1
Address	522, 5 th Floor, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi-110066	-
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	Mr. Prashant Agarwal Mr. Shyam Goel Mr. Govind Gupta Mr. Atul Garg Mr. Mayur Modi M/s Avancer Capital Partners (P) Ltd	-
Name of the	No Group	-

Group, if any, to which the Acquirer/PAC belongs to		
Pre Transaction shareholding □□Number	Nil	Nil
□□% of total share capital	N.A	N.A
Proposed shareholding after the acquisition of shares which triggered the Open Offer	10797879 (64.49%)	10797879 (64.49%)
Any other interest in the Target Company	No	-

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	%
Mahesh Kumar Dhanuka	Yes	508875	3.04	Nil	N.A
Vidya Devi Dhanuka	Yes	619965	3.70	Nil	N.A
Madhu Dhanuka	Yes	917355	5.48	Nil	N.A
Swati Dhanuka	Yes	1230960	7.35	Nil	N.A
M/s CMA Infin Consultants (P) Limited	Yes	3115695	18.61	Nil	N.A
M/s Talwaria Polymers (P) Limited	Yes	4405029	26.31	Nil	N.A

5. Target Company

(a) **Name:** Dhanuka Commercial Limited

(b) **Registered Office Address:** 255, Agarwal city plaza, Manglam Place, sector-3, Rohini, Delhi-110085

(c) **Exchanges where listed:** The Equity Shares are listed on SME Platform of 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 21st June, 2018. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirer / ~~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 Acquirer 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 Acquirer



Manager to the Offer

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New Delhi – 110065.

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Contact Person: Ms. Radhika Pushkarna

Place: New Delhi

Date: 14th June, 2018