

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 13(1), 14 AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO (“SEBI (SAST) REGULATIONS”)

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ANSHUNI COMMERCIALS LIMITED

Open Offer for acquisition of up to 3,00,050 (Three Lakh and Fifty) fully paid-up Equity Shares of face value of Rs. 10/- each (“Equity Shares”) representing 25.00%, being the remaining Public Shareholding of the Company, of the Voting Share Capital of Anshuni Commercials Limited (“ACL”/“Target Company”) from the Public Shareholders (as defined below) of the Target Company (“Open Offer” or “Offer”) by Mr. Ganesh Ramesh Nibe (“Acquirer 1”), Mrs. Manjusha Ganesh Nibe (“Acquirer 2”) and Nibe Limited (“Acquirer 3”) (Acquirer 1, Acquirer 2 and Acquirer 3 hereinafter collectively referred to as “Acquirers”).

This Public Announcement (“**Public Announcement**” or “**PA**”) is being issued by **Chartered Capital and Investment Limited** (the “**Manager to the Offer**”), for and on behalf of the Acquirers, to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13(1), 14 And 15(1) and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the “**SEBI (SAST) Regulations**”).

For the purpose of this Public Announcement, the following terms shall have the meanings assigned to them below:

- a) “**Public Shareholders**” shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, other than the Acquirers, Sellers (as defined below), and persons deemed to be acting in concert with the parties to the SPA (as defined below), pursuant to and in compliance with the SEBI (SAST) Regulations;
- b) “**Sellers**”/“**Selling Shareholders**” shall mean Promoter Sellers (i) Mr. Priyesh Garg (“**Seller 1**”); (ii) Mr. Rahul Jhunjunwala (“**Seller 2**”); and (iii) Mr. Dipesh Garg (“**Seller 3**”).
- c) “**Share Purchase Agreement**” or “**SPA**” means Share Purchase Agreement dated November 01, 2023, being the underlying transaction, entered by and amongst the Sellers and Acquirers;
- d) “**Tendering Period**” has the meaning ascribed to it under the SEBI (SAST) Regulations;
- e) “**Voting Share Capital**” shall mean the total paid-up Equity Share Capital/ Voting Capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the Tendering Period for the Open Offer;
- f) “**Working Day**” means any working day of the Securities and Exchange Board of India (“**SEBI**”).

1. Offer Details

- 1.1. **Offer Size:** Up to 3,00,050 (Three Lakh and Fifty) Equity Shares of face value of Rs. 10/- each (“**Offer Shares**”) constituting 25.00%, being the remaining Public Shareholding of the Company, of the Voting Share Capital, at a price of Rs. 17.00/- per Equity Share aggregating to a total consideration of up to Rs. 51,00,850/- (assuming full acceptance) (“**Offer Size**”), subject to terms and conditions mentioned in this PA and to be set out in the Detailed Public Statement (“**DPS**”) and the Letter of Offer (“**LOO**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- 1.2. **Offer Price/ Consideration:** The Open Offer is being made at a price of Rs. 17.00/- (Rupees Seventeen Only) per Equity Share of Rs. 10/- each (“**Offer Price**”), which has been determined in accordance with Regulation 8(1) & 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirers under the Open Offer will be Rs. 51,00,850/- (Rupees Fifty One Lakh Eight Hundred and Fifty Only).
- 1.3. **Mode of Payment:** The Offer Price is payable in Cash, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer (Triggered offer, voluntary offer/ competing offer etc.):** Triggered Offer. This Open Offer is a mandatory offer made by the Acquirers pursuant to triggering of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

- 2.1 The Acquirers have entered into a Share Purchase Agreement (“SPA”) on November 01, 2023 with the Sellers pursuant to which the Acquirers have agreed to purchase 8,99,950 Equity Shares representing 75.00% of the Voting Share Capital at a price of Rs. 17.00/- per Equity Share from the Sellers, subject to the terms and conditions set out in the SPA.
- 2.2 As the Acquirers have entered into a SPA to acquire equity shares from the existing Promoters and taking control over the Target Company, this Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Pursuant to the consummation of the Underlying Transaction (contemplated under the SPA) and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire substantial equity shares and take control over the Target Company and shall become the Promoters of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereto (“**SEBI (LODR) Regulations**”).
- 2.3 A tabular summary of the Underlying Transaction is set out below:

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/ VRs acquired (in Rs.)	Mode of Payment (Cash/ securities)	Regulations which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Share Purchase Agreement (‘SPA’) dated November 01, 2023	8,99,950 equity shares	75.00%	Rs. 1,52,99,150/-	Cash	Regulations 3(1) & 4 of SEBI (SAST) Regulations

3. **Details of the Acquirer(s) / PAC**

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirer(s) / PAC(s)	Mr. Ganesh Ramesh Nibe	Mrs. Manjusha Ganesh Nibe	Nibe Limited	3
Address	Flat No. 801, C-Wing, Amrapali Tower, Ashoka Marg, Nashik Pune Road, Nashik, Pin: 422011	Flat No. 801, C-Wing, Amrapali Tower, Ashoka Marg, Nashik Pune Road, Nashik, Pin: 422011	Plot No. A-3/B, Chakan Industrial Area, Phase-II, MIDC Khalumbre, Taluka - Khed, Pune - 410501	-
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	N.A.	N.A.	Please refer to Note 1 below for the names of the promoter and promoter group of Nibe Limited.	-
Name of the Group, if any, to which the Acquirer(s) / PAC belongs to	None	None	None	N.A.
Pre Transaction shareholding	Nil	Nil	Nil	Nil
• Number of Equity Shares	N.A.	N.A.	N.A.	N.A.
• % of total share capital				
Proposed shareholding after the acquisition of shares which triggered the Open Offer				
• Number of Equity Shares	5,99,950	2,40,000	60,000	8,99,950
• % of total share capital	50.00%	20.00%	5.00%	75.00%
Any other interest in the TC	None	None	None	None

Note 1: The names of the promoter and promoter group of Nibe Limited as disclosed by it to BSE Limited under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as of September 30, 2023 are as follows (Source: www.bseindia.com):

a.) Ganesh Ramesh Nibe; b) Manjusha Ganesh Nibe; c) Kishor Ramesh Nibe; d) Dnyaneshwar Karbhari Nibe; e) Bhagesh Ganesh Nibe.

N.A. - Not Applicable

4. **Details of selling shareholders**

Name of Sellers	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Equity Shares	%	Number of Equity Shares	%
Mr. Priyesh Garg	Yes	5,40,000	45.00%	0	0.00
Mr. Rahul Jhunjhunwala	Yes	1,80,000	15.00%	0	0.00

Mr. Dipesh Garg	Yes	1,79,950	15.00%	0	0.00
TOTAL		8,99,950	75.00%	0	0.00

5. Details of the Target Company

- 5.1 **Name of the Target Company** : Anshuni Commercials Limited
- 5.2 **CIN** : L90000MH1984PLC034879
- 5.3 **ISIN** : INE425H01016
- 5.4 **Registered Office** : Unit No. 609, 6th Floor, C-Wing, One BKC, Bandra
Kurla Complex, Bandra (East), Mumbai - 400051,
Maharashtra.
- 5.5 **Exchange where Listed** : The Equity Shares are listed on BSE Limited.

6. Other Details

- 6.1 The DPS would be published in newspapers on or before Wednesday, November 08, 2023, within 5 (Five) Working Days of this public announcement, in accordance with Regulation 13(4), 14(3) and 15(2) and other applicable regulations of SEBI (SAST) Regulations. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, background to the Offer, statutory and other approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- 6.2 The Acquirers intend to retain the listing status of Target Company and no delisting offer is proposed to be made.
- 6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4 The Acquirers, jointly and severally, accept full responsibility for the information contained in this Public Announcement.
- 6.5 The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirers confirms that they have adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.6 All the information pertaining to the Target Company and/or the Sellers in this Public Announcement has been obtained from publicly available sources or provided by the Target Company and/or Sellers and the accuracy thereof has not been independently verified by the Manager to the Offer.
- 6.7 In this Public Announcement, all references to Rs. are references to the Indian Rupees.

6.8 In this Public Announcement, any discrepancy in any amounts as a result of multiplication and/or totalling is due to rounding off.

ISSUED BY MANAGER TO THE OFFER:



CHARTERED CAPITAL AND INVESTMENT LIMITED

CIN: L45201GJ1986PLC008577

Address: 418-C, "215 Atrium", Andheri Kurla Road,
Andheri (East), Mumbai 400 093

Tel. No.: 022 - 6692 4111

Email: mumbai@charteredcapital.net

Website: www.charteredcapital.net

SEBI Registration No.: INM000004018

Contact Person: Mr. Amitkumar Gattani

For and on behalf of the Acquirers

For Nibe Limited

Sd/-
Ganesh Ramesh Nibe

Sd/-
Manjusha Ganesh Nibe

Sd/-
Ganesh Ramesh Nibe
Managing Director
DIN: 02932622

Place : Mumbai

Date : Wednesday, November 01, 2023