

POST OPEN OFFER REPORT

Under Regulation 27 (7) of SEBI (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011

IN RESPECT OF THE OPEN OFFER MADE BY POSHIKA ADVISORY SERVICES LLP (“ACQUIRER 1”) AND MR. SHACHINDRA NATH (“ACQUIRER 2”) COLLECTIVELY REFERRED TO AS THE (“ACQUIRERS”) FOR ACQUISITION OF UP TO 1,886,726 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (RUPEES TEN) EACH (“EQUITY SHARES”) OF CHOKHANI SECURITIES LIMITED (THE “TARGET COMPANY”), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY (THE “OFFER”/ “OPEN OFFER”)

Capitalized terms used but not defined herein shall have the same meaning assigned to them in the Detailed Public Statement dated January 05, 2018 (“DPS”) and the Letter of Offer dated May 23, 2018 (“LOF”) and the Corrigendum to DPS and LOF dated May 30, 2017 (“Corrigendum”)

A. Names of the parties involved:

1.	Target Company (TC)	:	Chokhani Securities Limited
2.	Acquirer (s)	:	Poshika Advisory Services LLP (“Acquirer 1”) Mr. Shachindra Nath (“Acquirer 2”)
3.	Persons acting in concert with Acquirers (PACs)	:	NIL
4.	Manager to the Open Offer	:	Equirus Capital Private Limited
5.	Registrar to the Open Offer	:	Universal Capital Securities Private Limited

B. Details of the offer:

This Offer is made by the Acquirers pursuant to Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”).

- Whether conditional Offer : No
- Whether voluntary Offer : No
- Whether competing Offer : No

C. Activity Schedule

Sl. No.	Activity	Due dates as specified in the SEBI (SAST) Regulations		
		Original Schedule (Day and Date)	Revised Schedule (Day and Date)	Actual Dates
1.	Date of Public Announcement	Sunday, 31 st December 2017	Sunday, 31 st December 2017	Sunday, 31 st December 2017
2.	Date of publishing the Detailed Public Statement (DPS)	Friday, 5 th January 2018	Friday, 5 th January 2018	Friday, 5 th January 2018
3.	Date of filing of the draft Letter of Offer with SEBI	Friday, 12 th January 2018	Friday, 12 th January 2018	Friday, 12 th January 2018
4.	Date of sending a copy of the draft Letter of Offer to the Target Company and the BSE Ltd.	Friday, 12 th January 2018	Friday, 12 th January 2018	Friday, 12 th January 2018
5.	Date of receipt of comments from SEBI on the draft Letter of Offer	Monday, 5 th February 2018	Friday, 18 th May, 2018	Friday, 18 th May, 2018
6.	Date of dispatch of LOF to the Public Shareholders	Thursday, 15 th February 2018	Friday, 25 th May, 2018	Friday, 25 th May, 2018
7.	Date for upward revision of the Offer Price and/or the Offer Size	Monday, 19 th February 2018	Monday, 28 th May, 2018	Monday, 28 th May, 2018
8.	Date of publishing the recommendation of committee of the independent directors of the Target Company	Tuesday, 20 th February 2018	Wednesday, 30 th May, 2018	Wednesday, 30 th May, 2018
9.	Date of issuing the offer opening advertisement	Wednesday, 21 st February 2018	Thursday, 31 st May, 2018	Thursday, 31 st May, 2018
10.	Date of commencement of tendering period	Thursday, 22 nd February 2018	Friday, 1 st June, 2018	Friday, 1 st June, 2018

11.	Date of expiry of the tendering period	Thursday, 8 th March, 2018	Thursday, 14 th June, 2018	Thursday, 14 th June, 2018
12.	Date of making payments to shareholders / return of rejected shares	Thursday, 22 nd March 2018	Thursday, 21 st June, 2018	Tuesday, 19 th June, 2018*

* No shares have been tendered in the Offer and thus the date pertains to date of publishing of post issue advertisement

D. Details of the payment consideration in the Open Offer:

Sl. No.	Item	Details
1.	Offer Price for fully paid shares of TC (per equity share)	INR 129.0 per share
2.	Offer Price for partly paid shares of TC, if any	Not Applicable
3.	Offer Size (no. of shares accepted x offer price per share)	Nil
4.	Mode of payment of consideration (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash. As no shares were tendered under the Open Offer, no amount has been paid.
5.	If mode of payment is other than cash, i.e. through shares / debt or convertibles:	
a.	Details of offered security - Nature of the security (shares or debt or convertibles) - Name of the company whose securities have been offered - Salient features of the security	Not Applicable
b.	Swap Ratio (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	Not Applicable

E. Details of market price of the shares of TC

1. Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC:

The equity shares of the Target Company are listed and are not frequently traded, within the meaning of definition of “frequently traded shares” under Regulation 2(1)(j) of the SEBI (SAST) Regulations, on BSE.

The trading data on BSE during the 12 calendar months prior to the month of issuance of the Public Announcement in relation to this Offer dated December 31, 2017 (“PA”) is as follows:

Name of Stock Exchange	Total No. of Equity Shares traded during the 12 calendar months prior to the month of PA	Weighted average number of the total Equity Shares of the TC	Traded volume %
BSE	66,054	4,698,500	1.41%

2. Details of Market Price of the shares of TC on BSE:

Sl. No.	Particulars	Date	Rs. per share
1.	1 trading day prior to the PA date	December 29, 2017	52.05
2.	On the date of PA	December 31, 2017	Non trading day
3.	On the date of commencement of the tendering period.	June 01, 2018	170.55
4.	On the date of expiry of the tendering period	June 14, 2018	172.40
5.	10 working days after the last date of the tendering period.	June 28, 2018	170.00
6.	Average market price during the tendering period (<i>viz. Average of the volume weighted market prices for all the days</i>)	June 01, 2018 – June 14, 2018	167.63

F. Details of escrow arrangements:
1. Details of creation of Escrow account, as under:

	Date of creation	Amount	Form of escrow account
Escrow Account	<i>January 02, 2018[#]</i>	INR 45,367,107	Cash
	<i>May 21, 2018^{##}</i>	INR 15,479,807	Cash

The Acquirer had, on January 02, 2018, deposited a sum of INR 45,367,107 in accordance with the SAST Regulations

On May 21, 2018 an additional amount of INR 15,479,807 was deposited in the Escrow Account on account of increase in Offer Size.

2. For such part of escrow account, which is in the form of cash:
i. Name of the Scheduled Commercial Bank where cash is deposited:

IndusInd Bank Limited, having its registered office at 2401, Gen Thimmayya Road, Cantonment, Pune 411001, Maharashtra, India, acting through its branch office located at Shop No 2/3, Atlanta Building, Ground Floor, Nariman Point, Mumbai – 400021

ii. Indicate when, how and for what purpose the amount deposited in escrow account was released, as under:

Release of Escrow Account		
Purpose	Date	Amount
Transfer to Special Escrow Account	As no shares were tendered under the Open Offer, no amount has been transferred	
Amount released to Acquirer: • Upon withdrawal of Offer • Any other purpose (to be clearly specified)* • Other entities on forfeiture	No amount has been released to the Acquirer and hence not applicable	

**Apart from closure*

3. Details for such part of Escrow which consists of Bank Guarantee (BG)/Deposit of Securities:

For Bank Guarantee

Name of Bank	Amount of BG	Date of creation/ revalidation of guarantee	Validity period of BG	Date of release, if applicable	Purpose of release
Not Applicable					

For Securities

Name of company whose security is deposited	Type of security	Value of securities as on date of creation of escrow account	Margin considered while depositing the securities	Date of Release if applicable	Purpose of release
Not Applicable					

G. Details of response to the open offer:

Shares proposed to be acquired		Shares tendered		Response level (no of times) (C) / (A)	Shares accepted		Shares rejected	
No.	% to total diluted share capital of TC	No.	% w.r.t. (A)		No.	% w.r.t. (C)	No. (C) – (F)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
1,886,726	26.00	Nil	N.A	N.A	N.A	N.A	N.A	N.A

H. Payment of consideration

Due date for paying consideration to shareholders whose shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
No shares were tendered under the Open Offer by the Shareholders of the Target Company and hence not applicable.		

Details of Special Escrow Account where it has been created for the purpose of payment to shareholders:

- **Name of the concerned Bank:** IndusInd Bank Limited
- **Details of the manner in which consideration has been paid to shareholders whose shares have been accepted in open offer:**

Mode of paying the consideration	No. of Shareholders	Amount of consideration
Physical Mode	No shares were tendered under the Open Offer by the Shareholders of the Target Company and hence not applicable.	
Electronic mode		

I. Pre and post offer shareholding of Acquirer/PACs in TC

Sr. No.	Shareholding of Acquirer and PACs	No. of Shares (fully diluted)	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	879,017	18.71%
2.	Shares acquired by way of an agreement	2,140,800*	45.56%
3.	Shares acquired after the PA but before commencement of tendering period	Nil	N.A
4.	Shares acquired in the Open Offer	Nil	N.A
5.	Shares acquired during the exempted 21-day period after offer	Nil	N.A
6.	Post offer shareholding	3,019,817*	64.27%

* As per the terms of the Share Purchase Agreements, the Acquirers have agreed to acquire control and up to 2,916,800 Equity Shares of the Target Company from Selling Shareholders. Out of the total 2,916,800 number of Equity Shares, Acquirers have the option to acquire up to 1,124,031 Equity Shares either directly or through persons acting in concert with the Acquirers or not acquire such shares at all. However, on 27th June 2018 the Acquirer has conveyed to the selling shareholders his intentions to acquire a total of 2,140,800 number of Equity Shares.

J. Give further details regarding the acquisition mentioned at points 3, 4 & 5 of the above table:

1.	Name of the entity who acquired the shares	N.A
2.	Whether disclosure about the above entity was given in the LOF as	N.A

	either Acquirer or PACs	
3.	No. of Shares acquired per entity	N.A
4.	Purchase price per share	N.A
5.	Mode of acquisition	N.A
6.	Date of acquisition	N.A
7.	Name of the Seller in case identifiable	N.A

K. Pre and post offer shareholding pattern of the TC:

Sr. No.	Class of entities	Shareholding in TC			
		Pre-offer (fully diluted)*		Post-offer (actuals) (fully diluted)*	
		No.	%	No.	% ^{^^}
1.	Acquirer/ PACs	879,017	18.71	879,017	18.71
2.	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)	3,467,800	73.81	3,467,800**	73.81**
3.	Continuing Promoters	N.A.	N.A.	N.A.	N.A.
4.	Sellers if not in 1 and 2	N.A.	N.A.	N.A.	N.A.
5.	Other Public Shareholders	351,683	7.49	351,683**	7.49**
Total		4,698,500	100.00	4,698,500	100.00

*As enumerated in Letter of Offer, the TC has issued certain convertible instruments which are not convertible for six months from date of issuance of such instruments and thus have not been considered for computation of fully diluted shareholding. Please refer the Letter of Offer for further details on such instruments

**The Erstwhile Promoters of the TC have sold 576,000 shares of the TC on June 28, 2018 through open market sale on BSE Limited. As the change has happened post the Open Offer period, the same has not been considered for computation of post-offer shareholding.

L. Details of Public Shareholding in TC:

1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	1,174,625 shares i.e. 25% of the total outstanding equity share capital (excluding convertible instruments)
2.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the further steps which will be taken in	351,683 shares i.e. 7.49% of the total outstanding equity share capital. The Acquirer has given an undertaking to ensure that they will maintain the minimum public shareholding to the level specified under the SEBI (Listing



	accordance with the disclosures given in the LOF	Obligations and Disclosure Requirements), 2015 [#]
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The Erstwhile Promoters of the TC have undertaken to reduce their shareholding to less than 10% as a part of the share purchase agreement and will be re-classified as public shareholders. In addition, the TC is in the process of allotting 1,279,069 shares each to Clearsky Investment Holdings Pte.Ltd. and New Quest Asia Investments III Limited as public shareholders on preferential basis. Once completed, these actions should lead to public shareholding the TC to be above the minimum public shareholding requirements.

M. Other relevant information, if any: Nil

For Equirus Capital Private Limited

Name: Mr. Wilbur Fernandes

Designation: Company Secretary & Company Secretary

Date: 29th June 2018

Place: Mumbai