

POST OPEN OFFER REPORT

In respect of Open Offer made by Mr. Siddharth Chimanlal Shah (hereinafter referred to as "Acquirer") to acquire 9,36,000 Equity Shares of Roxy Exports Limited ("REL"/"Target Company")

A. NAMES OF THE PARTIES INVOLVED:

- | | |
|--|--|
| 1) Name of the Target Company (TC) | : Roxy Exports Limited |
| 2) Name of Acquirer | : Mr. Siddharth Chimanlal Shah |
| 3) Persons Acting in Concert with the Acquirer | : Not Applicable |
| 4) Manager to the Open Offer | : Mark Corporate Advisors Private Limited |
| 5) Registrar to the Open Offer | : Beetal Financial & Computer Services Private Limited |

B. DETAILS OF THE OFFER:

This Offer is made in terms of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto [SEBI (SAST) Regulations, 2011].

C. ACTIVITY SCHEDULE:

Sr. No.	Activity	Due dates as specified in the SEBI (SAST) Regulations		Actual Dates	
		Date	Day	Date	Day
1)	Date of Public Announcement ("PA")	August 09, 2018	Thursday	August 09, 2018	Thursday
2)	Date of publication of Detailed Public Statement ("DPS")	August 20, 2018	Monday	August 20, 2018	Monday
3)	Date of filing of Draft Letter of Offer ("DLoF") with SEBI	August 28, 2018	Tuesday	August 28, 2018	Tuesday
4)	Date of sending a copy of the Draft LoF to the TC and concerned Stock Exchange(s)	August 28, 2018	Tuesday	August 28, 2018	Tuesday
5)	Date of receipt of SEBI comments	September 19, 2018	Wednesday	October 11, 2018	Thursday
6)	Date of dispatch of LoF to the Shareholders / custodian in case of Depository Receipts	October 23, 2018	Tuesday	October 23, 2018	Tuesday
7)	Date of Price revisions / Offer revisions (if any)	October 23, 2018	Tuesday	October 23, 2018	Tuesday
8)	Date of publication of recommendation by the Independent Directors of the Target Company	October 25, 2018	Thursday	October 25, 2018	Thursday
9)	Date of issuing the Offer Opening Advertisement	October 26, 2018	Friday	October 26, 2018	Friday
10)	Date of commencement of the Tendering Period	October 29, 2018	Monday	October 29, 2018	Monday
11)	Date of expiry of the Tendering Period	November 13, 2018	Tuesday	November 13, 2018	Tuesday
12)	Date of making payments to shareholders / return of rejected shares	November 29, 2018	Thursday	November 22, 2018	Thursday



D. DETAILS OF THE PAYMENT CONSIDERATION IN THE OPEN OFFER:

Sr. No.	Item	Details
1)	Offer Price for fully paid shares of TC (₹ per share)	₹12.60 (Rupees Twelve and Paise Sixty only)
2)	Offer Price for partly paid shares of TC, if any	N.A.
3)	Offer Size (No. of Shares x Offer Price per Share)	Not Applicable, as there were no Shares tendered in the Open Offer
4)	Mode of payment of consideration (cash or shares or secured listed debt instruments or convertible debt securities or combination)	N.A.
5)	If mode of payment is other than cash, i.e. through Shares/Debt or Convertibles:	Not Applicable
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	-
b)	Swap Ratio (ratio indicating the number of securities of the offerer company vis-à-vis shares of TC)	-

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 Target Company. The details are as under:

Name of the Stock Exchange	Number of Shares Traded during the 12 calendar months prior to the month of PA	Total Outstanding Shares	Trading Turnover (in terms of % to total listed equity shares)
BSE Limited	16,55,774	36,00,000	45.99%

- 2) Details of Market Price of the Shares of TC on the aforesaid Stock Exchange is given hereunder:

Sr. No.	Particulars	Date	₹ Per Share*
1)	1 trading day prior to the PA date	August 08, 2018	13.22
2)	On the date of PA	August 09, 2018	13.24
3)	On the date of commencement of the tendering period	October 29, 2018	22.75
4)	On the date of expiry of the tendering period	November 13, 2018	No Trade
5)	10 working days after the last date of the tendering period	November 29, 2018	No Trade
6)	Average market price during the tendering period (viz. Average of the volume weighted market prices for all the days)	October 29, 2018 to November 13, 2018	21.70

*Closing Price
(Source: www.bseindia.com)

F. DETAILS OF ESCROW ARRANGEMENTS:

- 1) Details of creation of Escrow account, as under:

Sr. No.	Date(s) of Creation	Amount (₹ in Lacs)	Form of escrow account (Cash or Bank guarantee (BG) or Securities) (In case escrow consists of BG or securities, at least 1% consideration is to be deposited in cash; the same may be indicated separately)
Escrow Account	August 13, 2018	₹36.00 Lakhs	Cash Deposit
	September 17, 2018	₹81.36 Lakhs	



2) For such part of escrow account, which is in the form of cash, give following details:

a) Name of the Scheduled Commercial Bank where cash is deposited:

IndusInd Bank Limited, Fort Branch, Mumbai.

b) 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 Buying Broker's Account, if any	Not Applicable	Nil
Amount released to Acquirer	Not yet released	Nil
• Upon withdrawal of Offer		
• Any other purpose (to be clearly specified)		
• Other entities on forfeiture		

3) For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details:

• For Bank Guarantee:

Name of Bank	Amount of Bank Guarantee (₹ in Lacs)	Date of		Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
		Creation	Revalidation			
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)	Shares Accepted		Shares rejected	
No	% to Voting Capital	No.	% w.r.t. (A)	(C) / (A)	No.	% w.r.t. (C)	No. (C)-(F)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
9,36,000	26.00%	Nil	N.A	Nil	Nil	N.A	Nil	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
November 29, 2018	Not Applicable, since no shares were tendered in the Open Offer	Not Applicable

• Details of Buying Broker's Account where it has been created for the purpose of payment to Shareholders: The Acquirers appointed M/s Sparkle Securities Solutions Private Limited, Share & Stock Broker, as their Buying Broker for the payment obligation in the Open Offer.

• Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted through Stock Exchange Mechanism are as under:



Mode of paying the consideration	No. of Shareholders	Amount of Consideration (₹)
Physical Mode	Nil	Not Applicable
Electronic Mode	Nil	Not Applicable

I. PRE AND POST OFFER SHAREHOLDING OF THE ACQUIRER IN THE TARGET COMPANY:

Sr. No.	Shareholding of Acquirer	No of shares	% of Share Capital of TC as on closure of tendering period
1)	Shareholding before PA	Nil	N.A
2)	Shares acquired by way of a Share Purchase Agreement, if any.	15,68,405	43.57%
3)	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	Nil Nil	N.A. N.A.
4)	Shares acquired in the Open Offer	Nil	N.A
5)	Shares acquired during exempted 21-day period after offer (if applicable)	Not Applicable	Not Applicable
6)	Post Offer Shareholding of Acquirers	15,68,405	43.57%

J. GIVE FURTHER DETAILS, AS UNDER, REGARDING THE ACQUISITIONS MENTIONED AT POINTS 3 & 5 OF THE ABOVE TABLE:

1)	Name(s) of the entity who acquired the shares	N. A.
2)	Whether disclosure about the above entity(s) was given in the LoF as either Acquirer or PAC	N. A.
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 TARGET COMPANY:

Sr. No.	Class of Entities	Shareholding in a TC			
		Pre-Offer		Post Offer	
		No.	% of the Voting Capital	No.	% of the Voting Capital
1)	Acquirer	Nil	N.A	15,68,405	43.57%
2)	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	15,68,405	43.57%	Nil	N.A.
3)	Continuing Promoters (Promoter Group)	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	20,31,595	56.43%	20,31,595	56.43%
	TOTAL	36,00,000	100.00%	36,00,000	100.00%

L. DETAILS OF PUBLIC SHAREHOLDING IN TARGET COMPANY:

Sr. No.	Particulars	Number of Shares	% of Voting Capital
1)	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	9,00,000	25.00%
2)	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will be taken in accordance with the disclosures given in the LoF	20,31,595	56.43%



M. OTHER RELEVANT INFORMATION, IF ANY: None.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice-President



Place : Mumbai

Date : November 30, 2018