

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") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF CHOKHANI SECURITIES LIMITED

OPEN OFFER FOR ACQUISITION OF UPTO 3,51,683 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH ("EQUITY SHARE") REPRESENTING 0.68% OF THE TOTAL EMERGING SHARE CAPITAL (AS DEFINED BELOW) FROM ALL THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF CHOKHANI SECURITIES LIMITED (HEREINAFTER REFERED TO AS "CSL" OR "TARGET COMPANY" OR "TC") BY POSHIKA ADVISORY SERVICES LLP ("ACQUIRER NO. 1") AND MR. SHACHINDRA NATH ("ACQUIRER NO. 2") (COLLECTIVELY REFERRED TO AS THE "ACQUIRERS"), PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SEBI (SAST) REGULATIONS ("OPEN OFFER").

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by Equirus Capital Private Limited ("**Manager to the Offer**") for and on behalf of the Acquirers to all the eligible equity shareholders of the Target Company excluding the parties to the SPA (*as defined below*), persons acting in concert or deemed to be acting in concert with these parties pursuant to and in compliance with the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, "**Public Shareholders**" shall mean all the public shareholders of the Target Company and for the avoidance of doubt excludes parties to the Agreements (*as defined below*) or persons deemed to be acting in concert with such parties or investors whose shareholding is subject to statutory lock-in in accordance with the proposed preferential issue of shares as announced by the Target Company on 31st December, 2017. "**Emerging Share Capital**" means the total voting equity share capital of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the tendering period of the Open Offer.

1. OFFER DETAILS:

Offer Size	Up to 3,51,683 Equity Shares of the Target Company (" Offer Shares ") constituting 0.68% of the Emerging Share Capital (" Offer Size "), subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement (the " DPS ") and the letter of offer (" LOF ") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer Price	The offer price of Rs.129/- (Rupees One hundred Twenty Nine Only) per Offer Share (" Offer Price ") is calculated in accordance with Regulation 8(2) of SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirers under the Open Offer at the Offer Price will be INR 4,53,67,107/-
Mode of Payment	The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
Type of Offer	Triggered Offer. The Open Offer is a mandatory offer made in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

On 31st December 2017, the Acquirers signed a 'Share Purchase and Transfer of Control Agreement' ("SPA" or "Agreement") with the Sellers (as defined herein below) of the Target Company with a right to acquire 29,16,800 Equity Shares constituting 5.61% of the Emerging Share Capital of the Target Company along with acquisition of complete control and management of the Target Company.

Details of the 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 Lakh)*	Mode of Payment (Cash/Securities)	Regulation which has triggered
		Number*	Percentage vis a vis total equity / voting capital*			
Direct	On 31 st December 2017, the Acquirer signed the SPA with the Sellers	Acquisition of up to 29,16,800 Equity Shares from the Sellers	Acquisition of upto 5.61% of the Emerging Share Capital from the Sellers	INR 3,762.67 lakh	Cash	Regulations 3(1) and 4 read with Regulation 15(1) of the SEBI (SAST) Regulations

Note: The calculations in the above table are based on the Emerging Share Capital as on the date of this Public Announcement.

* In terms of the SPA, out of the total 29,16,800 number of shares, Acquirers have the option to acquire 11,24,031 number of shares through persons acting in concert with the Acquirers. However, as on date, there is no identified person acting in concert with the Acquirers for purchase of the aforesaid 11,24,031 shares.

3. DETAILS OF THE ACQUIRERS

Details	Acquirer 1	Acquirer 2
Name of the Acquirers(s)	Poshika Advisory Services LLP	Mr. ShachindraNath
Address	4A, Technopolis, Sector-54, Golf Club Road, Gurgaon-122002	TPV-GV-65 Villas The Palm Springs Sector-54, Urban Estate, Gurgaon 122002 Haryana
Name(s) of persons in control/promoters of Acquirer where Acquirer are Companies	Mr. Shachindra Nath; and Dr. Shruti Nath	N/A
Name of the Group, if any, to which the Acquirer belongs to	N/A	N/A
Pre Transaction shareholding <ul style="list-style-type: none"> Number % of Emerging Share Capital 	8,79,017 1.69% of the Emerging Share Capital	NIL NIL
Proposed shareholding after the acquisition of Equity Shares	37,95,817 Equity Shares constituting 7.30% of the	NIL

which triggered the Open Offer	Emerging Share Capital	
Any other interest in the Target Company	NIL**	NIL**

Note: The calculations in the above table are based on the Emerging Share Capital as on the date of this Public Announcement.

** (i) As a part of the SPA, Acquirer 1 & Acquirer 2 intend to take control of the Target Company;
(ii) Target Company had entered into an advisory contract with Poshika Financial Services Ecosystem Private Limited, an entity related to acquirers through the engagement letter dated August 31, 2017; and
(iii) In terms of the SPA, out of the total 29,16,800 number of shares, Acquirers have the option to acquire 11,24,031 number of shares through persons acting in concert with the Acquirers. However, as on date, there is no identified person acting in concert with the Acquirers for purchase of the aforesaid 11,24,031 shares.

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	% of Emerging Share Capital	Number of Shares	% of Emerging Share Capital
Mr. Ramakant R Chokhani	Yes	18,06,490	3.48%	2,51,000	0.48%
Mr. Anand R Chokhani	Yes	3,27,710	0.63%	Nil	Nil
Ms. Neelam R Chokhani	Yes	7,00,000	1.35%	3,00,000	0.58%
Ramakant R Chokhani HUF	Yes	6,33,600	1.22%	Nil	Nil
Total	-	34,67,800	6.67%	5,51,000	1.06%

Note: The calculations in the above table are based on the Emerging Share Capital as on the date of this Public Announcement.

Pursuant to the Open Offer and the transactions contemplated in the SPA the Acquirers shall become the ‘promoters’ of the Target Company and, the Sellers will cease to be the ‘promoters’ of the Target Company in accordance with the provisions of Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The re-classification of the Sellers is subject to approval of shareholders of the Target Company in a general meeting in terms of Regulation 31A(5) of the SEBI LODR Regulations and conditions prescribed therein.

5. TARGET COMPANY:

Name	CHOKHANI SECURITIES LIMITED
CIN	L67120MH1993PLC070739
Registered Office Address	5-A, Maker Bhavan-II, Sir Vithaldas Thackersey Marg, New

	Marine Lines, Churchgate, Mumbai 400020
Exchanges where listed	BSE Limited
Script Code	511742
Scrip ID	CHOKSEC

6. Other Details:

- a. The DPS to be issued pursuant to this Public Announcement, in accordance with Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations, shall be published not later than 5 (five) working days from the date of this Public Announcement. The DPS shall, *inter alia*, contain details of the Open Offer including the detailed information of the Offer Price, detailed information on the Acquirers and the Target Company, detailed reasons for the Open Offer, summary of key terms of the SPA, statutory approvals required for the Open Offer, details of financial arrangements and other terms and conditions to the Open Offer.
- b. The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet their obligations under the Open Offer. The Acquirers have made firm financial arrangements for financing the acquisition of the Offer Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- c. The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
- d. The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- e. The Acquirers and their respective partners accept full responsibility for the information contained in this Public Announcement (other than information regarding the Target Company and information that has been obtained from public sources, which has not been independently verified by the Acquirer or the Manager to the Offer).
- f. The Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the DPS and the LOF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- g. The completion of the Open Offer and the underlying transaction as envisaged under the Agreement shall be subject to the approval of the Reserve Bank of India ("RBI") under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015 issued through an RBI notification dated July 9, 2015.
- h. The Acquirers understand from the disclosure made by the Target Company under SEBI LODR Regulations on 31st December, 2017, to BSE Limited that the Target Company proposes to allot Equity Shares and convertible securities to certain financial investors named in the said disclosure. On a fully diluted basis, the shareholding of the Acquirers in the Target Company will not be more than 75% of the total outstanding paid-up equity share capital of the Target Company. All such financial investors will be public shareholders of the Target Company. In case the aggregate shareholding of the Acquirers in the Target Company goes beyond 75%, the Acquirers will, in accordance with prescribed methodologies under applicable law, bring their shareholding down to comply with the law relating to minimum public shareholding requirements in the listed companies.
- i. All information in relation to the Target Company contained in the Public Announcement is based on publicly available information.

Issued by the Manager to the Offer on behalf of the Acquirer



Equirus

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For and on behalf of Poshika Advisory Services LLP and Mr. Shachindra Nath

Place: Mumbai

Date: 31st December 2017