

Post-Open Offer Report under Regulation 27 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER MADE BY MR. KIRIT DOSHI (“ACQUIRER”)
TO ACQUIRE 6,84,320 EQUITY SHARES OF H.K. TRADE INTERNATIONAL LIMITED

A. Names of the parties involved

1.	Target Company (TC)	H.K. Trade International Limited
2.	Acquirer	Mr. Kirit Doshi
3.	Persons acting in concert with Acquirer (PAC(s))	NA
4.	Manager to the Open Offer	Intensive Fiscal Services Private Limited
5.	Registrar to the Open Offer	Sharex Dynamic (India) Pvt Limited

Details of the offer

Whether conditional offer : No
Whether voluntary offer : No
Whether competing offer : No

B. Activity Schedule

Sr. No.	Activity	Due dates as specified in the SAST Regulations	Actual Dates
1.	Date of the public announcement (PA)	March 21, 2018	March 21, 2018
2.	Date of publication of the Detailed Public Statement (DPS)	March 28, 2018	March 28, 2018
3.	Date of filing of draft letter of offer (DLOO) with SEBI	April 06, 2018	April 06, 2018
4.	Date of sending a copy of the draft LOO to the TC and the concerned stock exchange (SE)	May 22, 2018	May 22, 2018
5.	Date of receipt of SEBI Comments	May 11, 2018	May 11, 2018*
6.	Date of dispatch of LOF to the shareholders / eustodian in case of Depository Receipts	May 22, 2018	May 22, 2018
7.	Date of price revisions / offer revisions (if any)	May 23, 2018	May 23, 2018
8.	Date of publication of recommendation by the independent directors of the TC	May 24, 2018	May 24, 2018

9.	Date of issuing the offer opening Advertisement	May 28, 2018	May 28, 2018
10.	Date of commencement of the tendering period	May 29, 2018	May 29, 2018
11.	Date of expiry of the tendering period	June 11, 2018	June 11, 2018
12.	Date of making payments to shareholders / return of rejected Shares	June 25, 2018	June 22, 2018

* Due to additional clarification sought by SEBI, the comments on DLOO got delayed, due to which other activities linked to it also got delayed. SEBI observation letter dated May 11, 2018 which was received in terms of 16(4) of the Regulations. The revised schedule was released in Pre-Offer Advertisement dated on May 28, 2018 in the same newspapers in which the DPS was released.

C. Details of the payment consideration in the open offer

Sl. No.	Item	Details
1.	Offer Price for fully paid shares of TC (Rs. per share)	Rs. 20/-
2.	Offer Price for partly paid shares of TC, if any	N.A.
3.	Offer Size (no. of shares x offer price per share)	Rs. 59,20,000
4.	Mode of payment of consideration (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5.	If mode of payment is other than cash, i.e. through shares / debt or convertibles:	
a)	Details of offered security <ul style="list-style-type: none"> • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the security 	N.A.
b)	Swap Ratio (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	N.A.

D. Details of market price of the shares of TC

- 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 on BSE Limited (BSE). The Scrip code and Scrip ID at BSE Ltd is 539337 and “HKT” respectively

Name of the Stock Exchange	Total no. of equity shares traded during the 12 calendar months prior to January, 2017	Total no. of equity share listed	Traded Turnover (in terms of % to total listed shares)
BSE Ltd	1,184,000	2,632,000	44.98%
The equity shares are thus frequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011			

2. Details of Market Price of the shares of TC in the aforesaid Stock Exchange in the following format:

Sr. No	Particulars	Date	Rs. per share on BSE Ltd
1.	1 trading day prior to the PA date	March 20, 2018	Not Traded
2.	On the date of PA	March 21, 2018	Not Traded
3.	On the date of commencement of the tendering period.	May 29, 2018	Not Traded
4.	On the date of expiry of the tendering period	June 11, 2018	Not Traded
5.	10 working days after the last date of the tendering period.	June 25, 2018	Not Traded
6.	Average market price during the tendering period (<i>viz. Average of the volume weighted market prices for all the days</i>)	From May 29, 2018 up to June 11, 2018	Not Traded

E. Details of escrow arrangements

1) Details of creation of Escrow account, as under

Particulars	Date of creation	Total Amount (Rs)	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	March 24, 2018	1,00,00,000/-	Cash

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

- i. Name of the Scheduled Commercial Bank where cash is deposited. : **IndusInd Bank Limited under the name and title of “HKT - OPEN OFFER – ESCROW ACCOUNT– 250549750404”**. Indicate when, how and for what purpose the amount deposited in escrow account was released, as under

Release of escrow account[#]		
Purpose	Date	Amount (Rs)***
Transfer to Special Account, if any	June 19, 2018	59,50,000/-**
Amount released to Acquirer		
• Upon withdrawal of Offer	N.A.	N.A.
• Any other purpose (to be clearly specified)	N.A.	N.A.
• Other entities on forfeiture	N.A.	N.A.

[#] Balance amount is still in the escrow account & it will be release after 30 days from the last date of payment of consideration i.e. 23 July 2018.

** Escrow Bank .i.e. IndusInd Bank Ltd by error transferred amount for payment to shareholders from escrow account directly to buying brokers account on June 18, 2018 instead of Special Account later the same was rectified by reversing the transaction and transferring the amount to Special Account from there to buying brokers account for payment to shareholders and Escrow Bank issued a letter dated June 20, 2018 for error made.

***Amount includes payment to shareholders plus Brokerage and other statutory charges.

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	Date of creation/ revalidation of guarantee	Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
N.A.					

– 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
N.A.					

F. 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 total diluted share capital of TC	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)
6,84,320	26.00	2,96,000	43.25	0.43	2,96,000	100	0	NA

G. 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
June 25, 2018	June 22, 2018	There was no Delay in payment of consideration to shareholders

- Details of special account where it has been created for the purpose of payment to shareholders:

IndusInd Bank Limited under the name and title of “HKT - OPEN OFFER – SPECIAL ACCOUNT - 250549750044”

Name of the concerned Bank : **IndusInd Bank Limited**

Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted:

Mode of paying the consideration	No. of Shareholders	Amount of Consideration (in Rs)
Physical mode	0	0
Electronic mode (ECS/ direct transfer, etc.)	25	59,20,000/-

H. Pre and post offer Shareholding of the Acquirer / PAC in TC

Sr. No.	Shareholding of Acquirer and PACs	No of shares	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	Nil	Nil
2.	Shares acquired by way of an agreement/Preferential Issue, if applicable	13,60,000	51.67%
3.	Shares acquired after the PA but before 3 business days prior to commencement of tendering period. – Through market purchases	Nil	Nil

Sr. No.	Shareholding of Acquirer and PACs	No of shares	% of total share capital of TC as on closure of tendering period
	– Through negotiated deals/ off market deals		
4.	Shares acquired in the open offer	2,96,000	11.25%
5.	Shares acquired during exempted 21-day period after offer (if applicable)	N.A.	N.A.
6.	Post - offer shareholding	16,56,000	62.92%

Give further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table –

1.	Name(s) of the individuals/entity who acquired the shares	Mr. Kirit Doshi (“Acquirer”)
2.	Whether disclosure about the above individuals/entity(s) was given in the LOF as either Acquirer or PAC.	Yes
3.	No of shares acquired by individuals/per entity	2,96,000
4.	Purchase price per share	Rs. 20/-
5.	Mode of acquisition	Open Offer (Cash)
6.	Date of acquisition	June 22, 2018
7.	Name of the Seller in case identifiable	Valid shareholders who have tendered shares in the Open Offer.

I. Pre and post offer Shareholding Pattern of the Target Company

Sr. No.	Class of entities	Shareholding in a TC			
		Pre- offer		Post offer (actual)	
		No.	%	No.	%
1)	Acquirer along with PACs	Nil	Nil	16,56,000	62.92
2)	Erstwhile Promoter (person who cease to be promoter pursuant to the Offer)	13,60,000	51.67	Nil	Nil
3)	Continuing Promoter	Nil	Nil	Nil	Nil
4)	Sellers if not in 1 and 2	N.A.	N.A.	N.A.	N.A.
5)	Other Public Shareholders	12,72,000	48.33	9,76,000	37.08
	TOTAL	26,32,000	100.00	26,32,000	100.00

J. Details of Public Shareholding in TC

1.	State if the Acquirer had declared upfront his intention to delist at the time of issuing the DPS	No	Reference to the page of the letter of offer: N.A.
2.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	25.00%	6,58,000
3.	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 accordance with the disclosures given in the LOO.	37.08% & it not has fallen below the minimum level	9,76,000 (37.08%)

K. Other relevant information, if any: N.A.

For Intensive Fiscal Services Private Limited

Anand Rawal
(Manager- Investment Banking)

Date: July 02, 2018
Place: Mumbai
