

CHOKHANI SECURITIES LIMITED

Registered Office: 5-A, Maker Bhavan – II, 18, Sir Vithaldas Thackersey Marg, New Marine Lines, Churchgate, Mumbai – 400 020; Tel. No.: +91-22-2200 7772-73; website: www.rrcfinancials.com

This advertisement ("Offer Opening Public Announcement and Corrigendum") is being issued by Equirus Capital Limited (hereinafter referred to as "Manager to the Offer") on behalf of Poshika Advisory Services LLP ("Acquirer No. 1") and Mr. Shachindra Nath ("Acquirer No. 2", together with Acquirer No. 2 "Acquirers") in respect of the mandatory open offer ("Open Offer" or "Offer") to acquire up to 1,886,726 fully paid up equity shares of the face value of ₹ 10 (Indian Rupees Ten) each ("Equity Shares") representing 26% of the Emerging Share Capital of Chokhani Securities Limited ("Target Company") from the Public Shareholders pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations").

For the purpose of this Offer Opening Public Announcement and Corrigendum, "Public Shareholders" shall mean all the public equity shareholders of the Target Company excluding the parties to the SPA triggering the Offer or persons deemed to be acting in concert with such parties.

This Offer Opening Public Announcement and Corrigendum is to be read in continuation of, and in conjunction with: (a) the Public Announcement dated December 31, 2017 (the "PA"); (b) the Detailed Public Statement dated January 05, 2018 (the "DPS") which was published on January 05, 2018 in Financial Express (all editions), Jansatta (all editions) and Navshakti (Mumbai edition); (c) draft letter of offer dated January 12, 2018 ("DLoF"); and (d) the Letter of Offer dated May 23, 2018 dispatched to the Public Shareholders of the Target Company (the "LoF").

The shareholders of the Target Company are requested to kindly note the following:

- Offer Price:** The Offer is being made at a price of ₹ 129 per Equity Share ("Offer Price") payable in cash. There has been no revision to the Offer Price.
- Recommendations of the Committee of Independent Directors:** A committee of independent directors of the Target Company (the "IDC") published its recommendations on the Open Offer on May 30, 2018 in Financial Express (all editions), Jansatta (all editions) and Navshakti (Mumbai edition). A summary of the IDC recommendations are set out below:

Members of IDC	1. Mr. Rajesh Chokhani - Chairperson 2. Mr. Pravin Gupta - Member
Recommendation on the Open Offer, as to whether the offer is fair and reasonable.	IDC believes that the Open Offer is fair and reasonable as on the date of the Public Announcement. However, IDC would like to draw attention of the shareholders to the fact that the latest share price of the Target Company is higher than the Offer Price.
Summary of reasons for recommendation	The IDC has reviewed (a) the Public Announcement dated December 31, 2017; (b) the Detailed Public Statement dated January 5, 2018; and (c) Letter of Offer dated May 23, 2018 filed with the Securities and Exchange Board of India. In addition to the above, the IDC has taken into consideration the following for making this recommendation: (a) Offer Price offered by the Acquirer (being the highest price amongst the selective criteria) is in line with the regulations prescribed under by SEBI under the Takeover Code and prima facie appears to be justified; (b) the prevailing market price of equity shares of the Target Company; (c) Fund raising by the Company in a board meeting dated December 31, 2017 wherein the board of the Company decided to allot equity shares, compulsory convertible preference shares and warrants at a effective price of ₹ 129 per share; (d) Valuation Report dated December 31, 2017 issued by JKJS & Co., Chartered Accountants assigning a valuation of ₹ 73.82 per equity share.

- This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to this Open Offer.
- The LoF was dispatched on Friday, May 25, 2018 to the Public Shareholders of the Target Company holding Equity Shares as on the Identified Date, i.e. May 18, 2018.

Please note that a copy of the LoF (which includes detailed instructions in relation to the procedure for acceptance and settlement of the Offer at page 22 as well as the Form of Acceptance-cum-Acknowledgement) is expected to be made available on SEBI's website (www.sebi.gov.in) from which the Public Shareholders can download/print a copy in order to tender their Equity Shares in the Offer. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper in writing signed by all shareholder(s) along with the following details:

- In case of Equity Shares held in physical form:** Public Shareholders holding shares in physical form may participate in the Offer by providing name, address, number of shares held, number of shares tendered and other relevant documents as mentioned in paragraph 8.13 of Section 8 of the LoF along with Form SH 4. Such physical shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.
- In case of Equity Shares held in dematerialised form:** Public Shareholders holding demat shares may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer. Public Shareholders holding Equity Shares in dematerialized form are not required to fill any Form of Acceptance-cum-Acknowledgement. Additionally, Public Shareholders will have to ensure that they keep their depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.

In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the DLoF was submitted to SEBI on January 12, 2018. The final observations from SEBI were received in terms of Regulation 16(4) of the SEBI (SAST) Regulations vide letter dated May 18, 2018. These comments and certain changes have been incorporated in the LoF.

There have been no material changes in relation to the Open Offer, since the date of PA, save as otherwise disclosed in paragraph A1.5, A1.7, A1.9, A2.4, A2.5, B1, D1, D4, D5 and D7 of Part I of the DPS, paragraph 4 and 5 of Part II of the DPS, paragraph A of Part III of the DPS, paragraph 1, 2 and 5 of Part V of the DPS, paragraph 1 and 6 of Part VI, Part VII, paragraph 3 of Part IX of the DPS and paragraph 5.6, 5.7, 5.8 and 5.12 of the LoF.

Details regarding the status of the statutory and other approvals: As disclosed in the LoF, to the best of the knowledge of the Acquirers, other than the following statutory approvals which have already been received, there are no other statutory approvals required by the Acquirers to complete this Offer:

- Approval from Reserve Bank of India:** The transactions contemplated under the Share Purchase Agreements included certain transactions which required prior RBI approval: (a) acquisition of control of the Target Company by the Acquirers; (b) acquisition of more than 26% of the paid up share capital of the Target Company; and (c) change in the management of the Target Company, resulting in a change of more than 30% (thirty percent) of the directors of the Target Company, excluding independent directors. The Target Company had made an application with Reserve Bank of India for the aforementioned purposes on February 5, 2018 and has received the approval from the Reserve Bank of India on May 10, 2018 subject to completion of the mandatory 30 day public notice requirement as stipulated under approval. As of the date of this Offer Opening Public Announcement and Corrigendum, and to the best of the knowledge of the Acquirers there are no statutory or other approvals required to complete the Offer. If, however, any statutory or other approval becomes applicable prior to completion of the Offer, the Offer would also be subject to such other statutory or other approval(s) and the Acquirers, and/or the Target Company (as applicable) shall make the necessary applications for such other approvals.
- The Acquirers have foregone their right to withdraw the Offer if the conditions under SPA (except regulatory approval as indicated above) are not met.

SCHEDULE OF ACTIVITIES RELATING TO THE OPEN OFFER:

Nature of Activity	Original Schedule (Day & Date)	Revised Schedule (Day & Date)
Date of the Public Announcement	Sunday, 31 st December 2017	Sunday, 31 st December 2017
Date of publishing the Detailed Public Statement	Friday, 5 th January 2018	Friday, 5 th January 2018
Last date for filing of Draft Letter of Offer with SEBI	Friday, 12 th January 2018	Friday, 12 th January 2018
Last date of a competing offer	Monday, 29 th January 2018	Monday, 29 th January 2018
Latest date by which SEBI's observations will be received	Monday, 5 th February 2018	Friday, 18 th May 2018 [^]
Identified Date*	Wednesday, 7 th February 2018	Friday, 18 th May 2018

Last date by which the Letter of Offer will be dispatched to the Shareholders (Except the Acquirers and the Selling Shareholders) as on the identified date	Thursday, 15 th February 2018	Friday, 25 th May 2018
Last Date for revising the Offer Price/number of shares	Monday, 19 th February 2018	Monday, 28 th May 2018
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Tuesday, 20 th February 2018	Wednesday, 30 th May 2018 [^]
Date of Public Announcement for Opening the Offer	Wednesday, 21 st February 2018	Thursday, 31 st May 2018
Date of Commencement of the Tendering Period (Offer Opening Date)	Thursday, 22 nd February 2018	Friday, 1 st June 2018
Date of Closing of the Tendering Period (Offer Closing Date)	Thursday, 8 th March 2018	Thursday, 14 th June 2018
Last date for communicating Rejection/ acceptance and payment of consideration for accepted equity shares or equity share certificate/ return of unaccepted share certificates/ credit of unaccepted shares	Thursday, 22 nd March 2018	Thursday, 21 st June 2018
Last date for issue of post-offer advertisement	Monday, 2 nd April 2018	Thursday, 28 th June 2018
Last date for submission of the final report with SEBI	Monday, 2 nd April 2018	Thursday, 28 th June 2018

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that the Public Shareholders (registered or unregistered) of the Target Company (except the Acquirers and the Selling Shareholders) are eligible to participate in this Offer any time during the tendering period of the Offer.

^SEBI had sought clarification and additional information from the Acquirers post the submission of the DLoF.

The capitalised terms used but not defined this Offer Opening Public Announcement and Corrigendum shall have the meanings assigned to such terms in the LoF.

The Public Shareholders of the Target Company are requested to note the following changes/ amendments with respect to and in relation to the Open Offer pursuant to the SEBI observation letter no SEBI/HO/CFD/DCR1/OW/P/2018/014722/1 dated May 18, 2018 issued by SEBI, actions taken by the Target Company and observations by the Manager to the Offer:

- Pursuant to the observations received from SEBI, the Acquirers in consultation with the Manager have decided to revise the Offer Size as follows:

OPEN OFFER FOR ACQUISITION OF UP TO 1,886,726 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN) EACH ("OPEN OFFER SHARES") REPRESENTING 26% OF THE EMERGING SHARE CAPITAL OF CHOKHANI SECURITIES LIMITED (HEREINAFTER REFERRED TO AS "TARGET COMPANY"), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY THE ACQUIRERS, (THE "OFFER"/"OPEN OFFER").

- The definition of "Public Shareholders" in DPS shall be revised as under: "Public Shareholders(s)" shall mean all the public equity shareholders of the Target Company excluding the parties to the SPA triggering this Offer or persons deemed to be acting in concert with such parties.

- The definition of "Emerging Share Capital" in DPS shall be revised as under: "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 as more particularly detailed under paragraph D5 of the DPS.

- Under paragraph A1.5. of Part I of the DPS, there was an error under the shareholding of Poshika Financial Ecosystem Private Limited, which is corrected as under: Mrs. Shruti Nath is the wife of Mr. Shachindra Nath. Mrs. Shruti Nath holds 24.68% and Mr. Shachindra Nath holds 75.32% share capital of Poshika Financial Ecosystem Private Limited.

- Paragraph A1.7. of Part I of DPS stands replaced with the following: As on the date of this Offer Opening Public Announcement and Corrigendum, (i) the Acquirer 1 holds 879,017 Equity Shares representing 12.11% of the Emerging Share Capital of the Target Company; (ii) Target Company had entered into an advisory contract with Poshika Financial Ecosystem Private Limited, an entity related to Acquirers through an engagement letter dated August 31, 2017; (iii) Acquirer 1 alongwith Acquirer 2 intends to take control of the Target Company in terms of the Share Purchase Agreement (iii) Mr. Shachindra Nath, was recommended to be appointed as the managing director of the Target Company by its board of directors at its meeting held on December 31, 2017. The said appointment was approved by shareholders of the Target Company through postal ballot dated May 7, 2018 and the RBI vide its letter dated May 10, 2018 but will be subject to compliance with Regulation 24 of the SEBI (SAST) Regulations. The tenure of the appointment of Mr. Shachindra Nath as managing director of the Target Company shall be 5 (five) years effective from the date of RBI Approval.

- Paragraph A1.9. of Part I of the DPS stands replaced with the following: Acquirer 1 was incorporated on November 02, 2017 and therefore, it has not reported any financial results since its date of incorporation. The Networth of Acquirer 1 is ₹ 104,356,043/-, as certified by CA Kamal Tejwani (Membership no. 099518) of M/s. Jaikumar Tejwani & Co., Chartered Accountants (Firm Registration No. 013415N), having office at A-72, First Floor, Captain Gaur Marg, East of Kailash, New Delhi - 110 065; Tel. No.: (91)-011-26315145 through their certificate dated May 21, 2018.

- Paragraph A2.4 of Part I of the DPS stands replaced with the following: Acquirer 2 was recommended to be appointed as the managing director of the Target Company by its board of directors at its meeting held on December 31, 2017. The said appointment was approved by shareholders of the Target Company through postal ballot dated May 7, 2018 and the RBI vide its letter dated May 10, 2018. However, his appointment will be subject to compliance with Regulation 24 of the SEBI (SAST) Regulations.

- Paragraph A2.5 of Part I of the DPS stands replaced with the following: The net worth of Acquirer 2 is ₹ 47,068,089/- as certified vide certificate dated May 21, 2018 by CA Kamal Tejwani (Membership no. 099518) of M/s. Jaikumar Tejwani & Co., Chartered Accountants (Firm Registration No. 013415N), having office at A-72, First Floor, Captain Gaur Marg, East of Kailash, New Delhi - 110065; Tel. No.: (91)-011-26315145.

- Paragraph B1 of Part I of DPS stands replaced with the following: The details of Selling Shareholders who have entered into the Share Purchase Agreement with Acquirer 1, Acquirer 2 and the Target Company, are as stated hereunder:

Name	Nature	Address	Part of promoter group (Yes/No) & Name of Group	Stock Exchange where shares are listed	Shareholding as % of Emerging Share Capital prior to the underlying transaction	Number of shares	
						Number	%
Mr. Ramakant R Chokhani	Individual	11, 3rd Floor, Pankaj Mahal, Opp K. C. College, Churchgate, Marine Lines, Mumbai, Maharashtra - 400020	Yes; promoter group of Target	Not Applicable	1,806,490	24.89%	
Mr. Anand R Chokhani	Individual	11, 3rd Floor, Pankaj Mahal, Opp K. C. College, Churchgate, Marine Lines, Mumbai, Maharashtra - 400020	Yes; promoter group of Target	Not Applicable	327,710	4.52%	
Ms. Neelam R Chokhani	Individual	11, 3rd Floor, Pankaj Mahal, Opp K. C. College, Churchgate, Marine Lines, Mumbai, Maharashtra - 400020	Yes; promoter group of Target	Not Applicable	700,000	9.65%	
Ramakant R Chokhani HUF	HUF	11, 3rd Floor, Pankaj Mahal, Opp K. C. College, Churchgate, Marine Lines, Mumbai, Maharashtra - 400020	Yes; promoter group of Target	Not Applicable	633,600	8.73%	
Total					3,467,800	47.79%	

Note: The calculations in the above table are based on the Emerging Share Capital which may be different than that of the share capital of the Target Company as on the date of the PA or this Offer Opening Public Announcement and Corrigendum or at the time of the consummation of the underlying transaction pursuant to the Share Purchase Agreement.

- Paragraph D1 of Part I of the DPS stands replaced with the following:

This Offer is being made by the Acquirers to all the Public Shareholders of the Target Company to acquire up to 1,886,726 Equity Shares of the Target Company, representing 26% of the Emerging Share Capital ("Offer Size").

- Paragraph D4 of Part I of the DPS and Paragraph 5.7 of the LoF stands replaced with the following:

As on the date of this Offer Opening Public Announcement and Corrigendum, there are no partly paid-up Equity Shares and outstanding convertible instruments (warrants/fully convertible debentures/ partially convertible debentures) issued by the Target Company, except as proposed to be issued in terms of the resolutions passed by the board of directors in its board meeting dated December 31, 2017 and by the shareholders vide postal ballot dated May 7, 2018 and as as proposed to be issued in terms of the resolutions passed by the board of directors in its board meeting dated May 24, 2018, as enumerated in Part IX of the DPS and paragraph 5.8 of the LoF. Further, there is no differential pricing for the Offer.

- Paragraph D5 of Part I of the DPS stands replaced with the following:

The Emerging Share Capital of the Target Company as of the 10th Working Day from the closure of the tendering period is computed as per the table below:

Particulars	Number of Shares (on a fully diluted basis)
Equity Shares outstanding as on the date of PA	4,698,500
Add: Equity Shares to be issued on preferential basis as approved by the board of directors of the Target Company on December 31, 2017 and shareholders of the Target Company through postal ballot on May 7, 2018	2,558,138
Emerging Share Capital	7,256,638

Note: Please refer paragraph 3 of Part IX of the DPS for further details in relation to the issue of securities.

- Paragraph D7 of Part I and paragraph 1 of Part VI of the DPS stands replaced with the following:

As of the date of this Offer Opening Public Announcement and Corrigendum, and to the best of the knowledge of the Acquirers, other than completion of the mandatory 30 day public notice requirement as stipulated under approval received from RBI dated May 10, 2018 ("RBI Approval") in relation to the transactions contemplated under the SPA involving: (a) acquisition of control of the Target Company by the Acquirers; (b) acquisition of more than 26% of the paid up share capital of the Target Company; and (c) change in the management of the Target Company, resulting in a change of more than 30% (thirty percent) of the directors of the Target Company, excluding independent directors, there are no statutory or other approvals required to complete the Offer. If, however, any statutory or other approval becomes applicable prior to completion of the Offer, the Offer would also be subject to such other statutory or other approval(s).

- Paragraph 4 of Part II of the DPS stands replaced with the following:

The parties to the definitive agreements have acknowledged and agreed that in the event that any conditions precedent are not satisfied for reasons outside the reasonable control of the Acquirers the Acquirers may elect to terminate the Share Purchase Agreement;

- The table providing the details of the underlying transaction provided under paragraph 5 of Part II of the DPS shall stand replaced with the following:

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/ Voting	Mode of Payment (Cash/ Securities)	Regulation which has been triggered	
		Number	% vis-à-vis total voting capital ⁽¹⁾⁽²⁾	rights acquired (₹) ⁽¹⁾⁽²⁾		
Direct Acquisition	Share Purchase Agreement executed on December 31, 2017 between the Acquirers, Target Company and Selling Shareholders.	Acquisition of up to 2,916,800 Equity Shares from the Selling Shareholders	40.19% of the Emerging Share Capital of the Target Company from the Selling Shareholders	376.27 Million	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

Notes:

- If the Acquirers' shareholding in the Target Company after the completion of the transactions contemplated under the Offer exceeds the maximum permissible non-public shareholding, then the Acquirers would be under a statutory obligation to reduce the shareholding up to the permissible limits under applicable law.
- The calculations in the above table are based on the Emerging Share Capital of the Target Company as on the date of Offer Opening Public Announcement and Corrigendum.

- The table under paragraph A of Part III of the DPS stands replaced with the following:

Shareholding	ACQUIRER 1		ACQUIRER 2		Total	
	Number Of Equity Shares	%	Number Of Equity Shares	%	Number Of Equity Shares	%
As on the date of the PA	879,017	12.11	Nil	0.00	879,017	12.11
Shares acquired between the date of the PA and this DPS	Nil	0.00	Nil	0.00	Nil	0.00
Shareholding as on the date of this DPS	879,017	12.11	Nil	0.00	879,017	12.11
Post offer shareholding as of the 10th Working Day after the closure of the Offer (assuming full acceptance and based on Emerging Share Capital)	5,682,543	78.31	Nil	0.00	5,682,543	78.31

- Paragraph 1 of Part V of the DPS stands replaced with the following:

The total funding required for the Open Offer i.e. for the acquisition of 1,886,726 Equity shares at the Offer Price is ₹ 243,387,654 (Indian Rupees Two Hundred and Forty Three Million Three Hundred and Eighty Seven Thousand Six Hundred and Fifty Four only), assuming full acceptance of the Open Offer.

- Paragraph 2 of Part V of the DPS stands replaced with the following:

The Acquirers, the Manager and IndusInd Bank Limited, having its registered office at 2401 Gen Thimmayya Road Contonment Pune - 411 001, Maharashtra, India, acting through its branch office located at Shop No 2/3, Atlanta Building, Ground Floor, Nariman Point, Mumbai - 400 021 ("Escrow Bank") have entered into an escrow agreement dated December 31, 2017 ("Offer Escrow Agreement"). Pursuant to the Offer Escrow Agreement, the Acquirers have opened an escrow account under the name and title of Chokhani Securities Limited-Open Offer Escrow Account ("Escrow Account") with the Escrow Bank and the Acquirers have deposited an amount of ₹ 45,367,107 (Indian Rupees Forty Five Million Three Hundred Sixty Seven Thousand and One Hundred and Seven only) on January 2, 2018 and deposited an additional amount of ₹ 15,479,807 (Indian Rupees Fifteen Million Four Hundred and Seventy Nine Thousand Eight Hundred and Seven) on May 21, 2018 aggregating to ₹ 60,846,914 (Indian Rupees Sixty Million Eight Hundred and Forty Six Thousand Nine Hundred and Fourteen only) being 25% of the consideration payable under the Offer in the Offer Escrow Account in accordance with Regulation 17(1) of the SEBI (SAST) Regulations. The Manager has been duly authorized to realize the monies lying to the credit of the Offer Escrow Account in terms of the SEBI (SAST) Regulations. The cash deposit has been confirmed by way of a confirmation letter/bank statement dated May 22, 2018 issued by the Escrow Bank.

- Paragraph 5 of the Part V of the DPS stands replaced with the following:

CA Kamal Tejwani, Chartered Accountant, (Membership No. 099518), of M/s. Jaikumar Tejwani & Co., Chartered Accountants (Firm Registration No. 013415N) has vide certificate dated May 22, 2018 certified that adequate and firm financial resources are available with the Acquirers to enable them to fulfill their financial obligations under the Open Offer.

- Paragraph 6 of Part VI of the DPS stands replaced with the following:

In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals which become applicable prior to completion of the Offer are not received, the Acquirer shall have the right to withdraw the Offer.

- Paragraph VII of the DPS stands replaced with the timelines as covered in point 9 of this Offer Opening Public Announcement and Corrigendum

- Paragraph 5.6 of the LoF stands replaced with the following:

The Equity Share Capital structure of the Target Company is as follows:

Paid-up Shares	No. of Equity Shares/ Voting Rights	% of Equity Shares/ Voting Rights
Fully Paid-up Equity Shares	4,698,500	100%
Partly Paid-up Equity Shares	Nil	Nil
Total Paid-up Equity Shares ¹	4,698,500	100%
Total voting rights in Target Company ¹	4,698,500	100%

¹ The Target Company in its board meeting dated December 31, 2017 and the shareholders through postal ballot dated May 7, 2018 approved issue of certain securities. Further, board of directors in board meeting dated May 24, 2018 proposed issued of certain securities and QIP committee of the board in its meeting dated May 29, 2018 approved opening of a QIP on July 10, 2018. Please refer paragraph 5.8 below for further details of the same. The aforesaid securities have not been allotted, and hence, have not been included in the computation of voting rights.

23. Paragraph 3 of Part IX of the DPS and paragraph 5.8 of the LoF stands replaced with the following:

(i) Pursuant to the resolution passed by the board of directors of the Target Company dated December 31, 2017, resolutions of the shareholders of the Target Company through postal ballot dated May 7, 2018 and RBI letter dated May 10, 2018, the following issuances have been approved:

- a) Issue of up to 3,488,372 number of fully compulsory convertible debentures (“CCDs”) of ₹ 129 (Rupees One Hundred and Twenty Nine) each which would be converted into 1 equity share of ₹ 10 (Rupees Ten) each at a premium of ₹ 119 (Rupees One Hundred and Nineteen) each aggregating up to ₹ 449,999,988 (Rupees Four Hundred and Forty Nine Million Nine Hundred Ninety Nine Thousand Nine Hundred and Eighty Eight) to Indgrowth Capital Fund I Limited as a public shareholder on preferential basis;
- b) Issue of up to 1,279,069 number of Equity Shares at ₹ 129 (Rupees One Hundred and Twenty Nine) each (face value ₹ 10 (Rupees Ten) issued at a premium of ₹ 119 (Rupees One Hundred and Nineteen)) aggregating to up to ₹ 164,999,901 (Rupees One Hundred and Sixty Four Million Nine Hundred and Ninety Nine Thousand Nine Hundred and One), and up to 13,837,210 number of CCDs of ₹ 129 (Rupees One Hundred and Twenty Nine) each, which would be converted into 1 equity share of ₹ 10 (Rupees Ten) each at a premium of ₹ 119 (Rupees One Hundred and Nineteen) each aggregating up to ₹ 1,785,000,090 (Rupees One Billion Seven Hundred and Eight Five Million and Ninety) to Clearsky Investment Holdings Pte.Ltd. as a public shareholder on preferential basis;
- c) Issue up to 1,279,069 number of Equity Shares at ₹ 129 (Rupees One Hundred and Twenty Nine) each (face value ₹10 (Rupees Ten) issued at a premium of ₹119 (Rupees One Hundred and Nineteen) aggregating to up to ₹164,999,901 (Rupees One Hundred and Sixty Four Million Nine Hundred and Ninety Nine Thousand Nine Hundred and One), and up to 13,837,210 number of fully compulsory convertible preference shares of ₹ 129 (Rupees One Hundred and Twenty Nine) each (“CCPS”), which would be converted into 1 equity share of ₹ 10 (Rupees Ten) each at a premium of ₹ 119 (Rupees One Hundred and Nineteen) each aggregating up to ₹ 1,785,000,090 (One Billion Seven Hundred and Eight Five Million and Ninety) to New Quest Asia Investments III Limited as a public shareholder on preferential basis; and

d) Scheme of arrangement between the Target Company and Asia Pragati Capfin Private Limited, their respective shareholders and creditors whereby the lending business of Asia Pragati Capfin Private Limited comprising of business of extending term loans and working capital loans to small and medium sized companies, together with all its assets and liabilities, (but excluding specifically retained assets liabilities, licenses, approvals etc., which are more appropriately stated in the scheme) shall be first demerged from Asia Pragati Capfin Private Limited and consequently merged with the Target Company. In consideration of the foregoing, Asia Pragati Capfin Private Limited shall be paid consideration by way of issuance of 13,565,891 Equity Shares of the Target Company.

Pursuant to amendment in the investment agreements the aforesaid CCDs & CCPS' will not be convertible into equity shares for a period of six months from the date of allotment of such securities.

- (ii) The board of directors of the Target Company in their meeting dated May 24, 2018 approved the following (subject to shareholder, regulatory and other relevant approvals):
 - a) Issue up to 6,492,583 number of CCPS at ₹ 140 (Rupees One Hundred and Forty) which would be converted into 1 equity share of ₹ 10 (Rupees Ten) each at a premium of ₹ 130 (Rupees One Hundred and Thirty) aggregating to up to 908,961,620 (Rupees Nine Hundred and Eight Million Nine Hundred and Sixty One Thousand Six Hundred and Twenty), to public shareholder on preferential basis; and
 - b) Issue up to 8,783,785 number of Convertible Warrants (“Warrants”) at ₹ 148 (Rupees One Hundred and Forty Eight) which would be converted into 1 equity share of ₹ 10 (Rupees Ten) each at a premium of ₹ 138 (Rupees One Hundred and Thirty Eight) aggregating to up to ₹ 1,300,000,180 (Rupees Thirteen Hundred Million One Hundred and Eighty), to SamenaFidem Holdings as a public shareholder on preferential basis.

The CCPS and Warrants shall be convertible into equity shares not earlier than the expiry of 6 months from the date of allotment.

- (iii) Further, the Target Company is contemplating a Qualified Institutions Placement (“QIP”) that was approved by the shareholders of the Target Company through the postal ballot dated May 7, 2018. The Target Company in its board meeting dated May 24, 2018 has formed a QIP Committee to decide on matters relating to the QIP including deciding the dates of opening and closing of the offer, issue price and finalization/ issuance of placement document. The QIP Committee of the Target Company in their meeting held on May 29, 2018 approved the following:

- a. Preliminary Placement Document for issuance of equity shares through QIP under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”),
- b. Date of opening of the QIP issue i.e on July 10, 2018
- c. The relevant date in terms of Regulation 85 of the SEBI ICDR Regulations is May 29, 2018.
- d. The Target Company may also consider offering a discount of not more than 5% on the offer price so calculated based on the relevant date.

24. In paragraph 5.12 of the LoF the name of the Compliance officer should be read as Ms. Sweta Kumar.

The Acquirers (including designated partners of Acquirer No. 1) accept full responsibility for the obligations of the Acquirers as laid down in terms of the SEBI (SAST) Regulations and for the information (other than such information as has been provided or confirmed by the Sellers or the Target Company) contained in this Offer Opening Public Announcement and Corrigendum.

A copy of this Offer Opening Public Announcement and Corrigendum is expected to be available on the website of SEBI <http://www.sebi.gov.in/>.

ISSUED BY THE MANAGER TO THE OFFER



EQUIRUS CAPITAL PRIVATE LIMITED

SEBI Registration Number: INM000011286

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Date : May 30, 2018

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