



Corporate Capital Ventures

(SEBI Registered Category I Merchant Bankers)

July 25, 2022

**Department of Corporate Services
BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Dear Sir/Madam,

Re: Open Offer to the shareholders of HKG Limited

In terms of regulations 13(1) & 14(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose a copy of the Public Announcement made by Mr. Umesh Vishwanath Katti ("Acquirer 1") and Mr. Lava Ramesh Katti ("Acquirer 2") to the shareholders of HKG Limited to acquire 1,36,50,000 Equity Shares @ Rs. 14.20 per share

We are submitting herewith a copy of the said Public Announcement in original for your records.

As per the provisions of the said Regulations, you are advised to notify the same on the notice board of your Stock Exchange.

Thanking you,

For **Corporate Capital Ventures Private Limited**
Manager to the Offer

Harpreet Parashar
Director



Encl: As above

Corporate Capital Ventures Pvt. Ltd.

CIN: U74140DL2009PTC194657

B1/E13 First Floor, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110 044, Tel: +91 11 4182 4066
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PUBLIC ANNOUNCEMENT ("PA") IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 3(1) AND 4 READ WITH REGULATION 13(1) AND 15(1) AND OTHER APPLICABLE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE SHAREHOLDERS OF

HKG LIMITED

(CIN: L51909MH2010PLC340313)

Registered Office: C Wing, Madhuban Building, Opp. Dev Nagar New Sai Baba Nagar, Kandivali West, Mumbai 400067

OPEN OFFER FOR ACQUISITION OF UPTO 1,36,50,000 (ONE CRORE THIRTY SIX LAKHS FIFTY THOUSAND ONLY) EQUITY SHARES OF FACE VALUE OF INR 2 (INDIAN RUPEES TWO ONLY) REPRESENTING 26% OF THE TOTAL EQUITY SHARE CAPITAL OF HKG LIMITED (HEREINAFTER REFERRED AS "HKG"/ "TARGET COMPANY") FROM THE PUBLIC EQUITY SHAREHOLDERS (as defined below) OF TARGET COMPANY BY MR. UMESH VISHWANATH KATTI ("ACQUIRER 1") & MR. LAVA RAMESH KATTI ("ACQUIRER 2") (ACQUIRER 1 & ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS"), PURSUANT TO AND IN ACCORDANCE WITH 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" or "Takeover Regulations")

This Public Announcement ("PA") is being issued by Corporate Capital Ventures Private Limited ("Manager to the Open Offer") for and on behalf of the Acquirers to the Public Equity Shareholders of the Target Company ("Shareholders") pursuant to and in compliance with, amongst others, Regulation 3(1) and Regulation 4 read with Regulations 13(1) and 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

For the purpose of this Public Announcement, the following terms have the same meanings as assigned to them below—

Term	Description
Acquirers	Means and includes Mr. Umesh Vishwanath Katti & Mr. Lava Ramesh Katti.
Equity Shares	The fully paid-up Equity Shares of face value of INR 2 (Indian Rupees Two only) each of the Target Company.
"Public Equity Shareholders" or "Shareholders"	All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group and the parties to the underlying SPA (as defined below).
Sellers	Means and includes, HKG Money Tech Private Limited.
SPA	The Share Purchase Agreement entered on July 25, 2022 by the Acquirers to acquire 25,50,000 (Twenty Five Lakhs Fifty Thousand only) Equity Shares representing 4.8571% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 12 (Indian Rupees Twelve only) per Equity Share aggregating to INR 3,06,00,000 (Indian Rupees Three Crores Six Lakhs Only).
"Target Company"/ "HKG"	HKG Limited
Total Share Capital	The total equity shares capital of the Target Company on a fully diluted basis as of 10th working Day from the closure of the Tendering Period for the Open Offer.

1. OPEN OFFER DETAILS

OPEN OFFER DETAILS	
Open Offer	Open Offer to be made by the Acquirers to the shareholders of the Target Company for acquisition of upto 1,36,50,000 (One Crore Thirty Six Lakhs Fifty Thousand Only) equity shares representing 26% of the Total Equity share capital of the Target Company.
Size	The Open Offer is being made by the Acquirers for acquisition of up to 1,36,50,000 (One Crore Thirty Six Lakhs Fifty Thousand Only) ("Offer Shares") having face value INR 2 each representing 26 % of the Total Equity Share Capital of the Target Company at a price of INR 14.20 /- (Indian Rupees Fourteen and paise Twenty Only) per share aggregating to a total consideration of INR 19,38,30,000 (Indian Rupees Nineteen Crores Thirty Eight Lakhs Thirty Thousand Only) (assuming full acceptance) (the "Offer Size"), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement ("DPS") and the Letter of Offer ("LOF") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Price/Consideration	The Offer is made at a Price of INR 14.20 (Indian Rupees Fourteen and paise Twenty only) each Equity Share of the Target Company which has been determined in accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be INR 19,38,30,000 (Indian Rupees Nineteen Crores Thirty Eight Lakhs Thirty Thousand Only).
Mode of payment	The Offer Price will be paid in cash in accordance with the provisions of Regulation 9(1) (a) of the SEBI (SAST) Regulations and terms & conditions in this PA and to be set out in the DPS and LOO that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of offer (Triggered offer, Voluntary Offer/Competing Offer etc.)	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement. This offer is not subject to any minimum level of acceptance.

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

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 Rights (VR) acquired (INR)	Mode of payment (Cash/securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting capital			
Direct Acquisition	Share purchase Agreement (SPA) dated July 25, 2022 entered into between HKG Money Tech Private Limited, the Acquirers & HKG Limited of the Target Company ("SPA")	25,50,000 Equity shares <i>(Proposed to be acquired through SPA)</i>	4.8571%	INR 3,06,00,000 (Indian Rupees Three Crores Six Lakhs Only)	Cash and Cash Equivalents (including bank transfers)	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

Notes:

- The Acquirers shall acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS to be issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the open Offer; in case upon consummation of the transactions envisaged in the SPA.

- 2) Promoter Sellers have irrevocably agreed to relinquish the management control of the Target Company in favor of the Acquirers.
- 3) Upon completion of the Offer, the Promoter Seller shall not hold any Equity Shares of the Target Company, nor any management control, and shall cease to be promoter of the Target Company and the Acquirers shall be the new promoters of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

3. ACQUIRERS:

Details	Acquirer-1	Acquirer-2	Total
Name of Acquirer	Mr. Umesh Vishwanath Katti	Mr. Lava Ramesh Katti	2
Address	Bellad Bagewadi, #341 Bagewadi, Bellad Bagewadi, Belagavi Karnataka -591305	Bellad Bagewadi, #341 Bagewadi, Bellad Bagewadi, Belagavi Karnataka -591305	-
Name(s) of persons in control/promoters of the Acquirer where Acquirer is a Company	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirer belongs to	None	None	None
Pre-Transaction shareholding: • Number of Equity Shares • % of existing Total Share Capital	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer (assuming no Equity Shares acquired in the Open Offer) • Number of Equity Shares • % of Total Share Capital	<ul style="list-style-type: none"> • 12,75,000 Equity Shares of the Target Company • 2.43% of total paid-up equity share capital of the Target Company 	<ul style="list-style-type: none"> • 12,75,000 Equity Shares of the Target Company • 2.43% of total paid-up equity share capital of the Target Company 	<ul style="list-style-type: none"> • 25,50,000 Equity Shares of the Target Company • 4.8571% of total paid-up equity share capital of the Target Company
Any other interest in the Target Company	As on date of this Public Announcement, except for execution of the Share Purchase Agreement, the Acquirers do not have any other interest or any other relationship in or with the Target Company.		

4. DETAILS OF SELLING SHAREHOLDER:

Name of Seller	Part of Promoter / Promoter Group (Yes/No)	Details of equity shares/voting rights held by the selling shareholders			
		Pre-Transaction		Post Transaction	
		No. of Equity Shares	% of total/voting capital	No. of Equity Shares	% of total/voting capital
HKG Money Tech Private Limited	Yes	25,50,000	4.8571	Nil	0.00
Total		25,50,000	4.8571	Nil	0.00

5. TARGET COMPANY

NAME	HKG Limited
CIN No.	L51909MH2010PLC340313
REGISTERED OFFICE	C Wing, Madhuban Building, Opp. Dev Nagar New Sai Baba Nagar, Kandivalli West, Mumbai 400067
EXCHANGE WHERE THE EQUITY SHARES OF THE TARGET COMPANY ARE LISTED	BSE Limited ("BSE")
ISIN	INE904R01027

6. OTHER DETAILS

- The Detailed Public Statement ("DPS") pursuant to this Public Announcement, which shall carry all such other information of the open offer, including information on the Offer Price, information on the Acquirer, information on Target Company, reasons for the Open Offer, Statutory Approvals for the Open Offer, details of financial arrangement, other terms of the Open Offer, conditions to the Open Offer, etc. shall be published on or before August 01, 2022 (i.e. within 5 working days from the date of this Public Announcement), in all editions of an English national daily with wide circulation, a Hindi national daily with wide circulation and any one regional language daily with wide circulation at the place where the registered office of the target company is situated and any one regional language newspaper at the place of the stock exchange where the maximum volume of trading in the equity shares was recorded during the 60 (sixty) trading days preceding the date of this public announcement. BSE Limited is the only exchange where the equity shares of the company are presently listed.
- The Acquirers accept full responsibility for the information contained in this Public Announcement. The Acquirers undertake that they are aware of and will comply with their obligations of the Acquirers as mentioned in the SEBI (SAST) Regulations.
- The Acquirers have adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- This offer is not a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- This offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- The acquirer does not have an intention to delist the Target Company.
- The completion of this Offer is subject to receipt of Statutory Approvals required to be set out in the DPS and Letter of Offer.
- All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Promoter Seller contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
- In this Public Announcement, all references to INR are references to the Indian Rupees.

Issued by Manager to the Offer



Corporate Capital Ventures

CORPORATE CAPITALVENTURES PRIVATE LIMITED

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Regd. Off.: B-1/E-13, First Floor,
Mohan Cooperative Industrial Area,
Mathura Road, New Delhi-110044

Tel no.: +91-01141824066

Contact Person: Mr. Kulbhushan Parashar

E-mail: info@ccvindia.com

Website: www.ccvindia.com

For and on behalf of Acquirers

Mr. Lava Ramesh Katti
(Acquirer 2)

CORPORATE CAPITALVENTURES PVT. LTD.

Kulbhushan Parashar
Director

Place: Mumbai, Maharashtra

Date: July 25, 2022