dfl *finance*

DFL Infrastructure Finance Limited

Registered Office: No. 14, Ramakrishna Street, T Nagar, Chennai - 600 017, Tamil Nadu
Tel. No.: +91 44 2814 1778, 2814 2663, Fax No.: +91 44 2814 1612

POST OFFER ADVERTISEMENT

This Post Offer Advertisement is being issued by SPA Capital Advisors Limited (the "Manager to the Offer"), on behalf of Auctus Holdings Private Limited (the "Acquirer"), pursuant to Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (the "SEBI Takeover Regulations") in respect of the Offer made by the Acquirer to acquire 15,48,124 (Fifteen Lakhs Forty Eight Thousand One Hundred Twenty Four) Equity Shares of DFL Infrastructure Finance Limited (the "Target Company").

The Detailed Public Statement with respect to the aforementioned Offer was published on March 20, 2012 in the following newspapers:

Publication	Editions
Business Standard - Hindi	All editions
Business Standard - English	All editions
Makkal Kural - Tamil	Chennai, being the place where Registered Office of the Target Company is situated
Nav Shakti - Marathi	Mumbai, being the place of the Stock Exchange, i.e. BSE, where Equity Shares of the Target Company are listed

1. Target Company : DFL Infrastructure Finance Limited
2. Acquirer : Auctus Holdings Private Limited
3. Manager to the Offer : SPA Capital Advisors Limited, SEBI Reg. No.: INM 000010825
4. Registrar to the Offer : Cameo Corporate Services Limited, SEBI Reg. No.: INR 000003753
5. Offer Details :
   a) Date of opening of the Tendering period : Thursday, November 15, 2012
   b) Date of closing of the Tendering period : Thursday, November 29, 2012
6. Date of payment of consideration : Completed by December 08, 2012
7. Details of Acquisition :

Sr. No.	Particulars	Proposed in the Offer Document	Actual
7.1	Offer Price (₹)	2.00	2.00
7.2	Aggregate number of Equity Shares tendered*	NA	8,750
7.3	Aggregate number of Equity Shares accepted	15,48,124	8,750
7.4	Size of the Offer(₹)(number of shares multiplied by offer price per share)	30,96,248	17,500
7.5	Shareholding of the Acquirer before Agreement / Public Announcement (No. & %)	NIL	NIL
7.6	Equity Shares acquired by way of Agreements • Number • % of fully diluted Equity Share Capital	 30,36,703 51.00	 30,36,703 51.00
7.8	Equity Shares acquired by way of Open Offer • Number • % of fully diluted Equity Share Capital	 15,48,124 26.00	 8,750** 0.15
7.9	Equity Shares acquired after Detailed Public Statement • Number of Equity Shares acquired • Price of the Shares acquired • % of fully diluted Equity Share Capital	 NIL NA NA	 NIL NA NA
7.10	Post Offer share holding of Acquirer *** • Number • % of fully diluted Equity Share Capital	 45,84,827 77.00	 30,45,453 51.15
7.11	Pre & Post Offer shareholding of the Public • Number • % of fully diluted Equity Share Capital	Pre Offer: 26,43,417; 44.39 Post Offer: 10,95,293; 18.39	Pre Offer: 26,43,417; 44.39 Post Offer: 26,34,667; 44.25

* Equity Shares validly tendered

**8,750 Equity Shares accepted pursuant to the Offer are presently held in trust by the Registrar to the Offer and are in the process of being transferred in favour of the Acquirer.

*** DFL Holdings and Securities Limited (a 99.77% subsidiary of the Target Company,) (the "Subsidiary") holds 2,74,200 Equity Shares of the Target Company representing 4.61% of the voting rights and forms part of Promoter shareholding of the Target Company. After acquisition of control of the Target Company, the Acquirer will also have control on the Subsidiary and Equity Shares held by the Subsidiary in the Target Company.

8. The Acquirer along with its Directors, severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI Takeover Regulations.
9. A Copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and at the registered office of the Target Company.
10. Capitalised terms used in this advertisement, but not defined herein, shall have the same meaning assigned to such terms in the Letter of Offer dated November 01, 2012

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

SPA
THE FINANCIAL ADVISORS

SPA Capital Advisors Limited
SEBI Regn. No.: INM000010825
25, C - Block, Community Centre
Janak Puri, New Delhi - 110 058
Tel. No. +91 11 2551 7371, 4567 5500
Fax No. +91 11 2553 2644
Email ID: dfl.openoffer@spagroupindia.com
Contact Person: NitiN Somani / Saurabh Gupta

Place : New Delhi
Date : December 10, 2012