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 ARUN GOVIL TO ACQUIRE 2,03,90,006 EQUITY SHARES OF DYNACONS TECHNOLOGIES LIMITED

A. Names of the parties involved

1.	Target Company (TC)	Dynacons Technologies Limited
2.	Acquirer	Arun Govil
3.	Persons acting in concert with Acquirer (PAC(s))	N.A.
4.	Manager to the Open Offer	Intensive Fiscal Services Private Limited
5.	Registrar to the Open Offer	Bigshare Services Private 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)	August 08, 2014	August 08, 2014
2.	Date of publication of the Detailed Public Statement (DPS)	August 19, 2014	August 19, 2014
3.	Date of filing of draft letter of offer (DLOO) with SEBI	August 26, 2014	August 26, 2014
4.	Date of sending a copy of the draft LOO to the TC and the concerned stock exchange (SE)	August 26, 2014	August 26, 2014
5.	Date of receipt of SEBI Comments	September 17, 2014	February 06, 2015*
6.	Date of dispatch of LOF to the shareholders / ~~custodian in case of Depositary Receipts~~	February 18, 2015	February 18, 2015^
7.	Date of price revisions / offer revisions (if any)	February 21, 2015	February 21, 2015
8.	Date of publication of recommendation by the	February 23, 2015	February 23, 2015

	independent directors of the TC		
9.	Date of issuing the offer opening Advertisement	February 25, 2015	February 25, 2015
10.	Date of commencement of the tendering period	February 26, 2015	February 26, 2015
11.	Date of expiry of the tendering period	March 12, 2015	March 12, 2015
12.	Date of making payments to shareholders / return of rejected Shares	March 26, 2015	March 26, 2015^

* 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 February 05, 2015 which was received in terms of 16(4) of the Regulations. The revised schedule was released in Corrigendum to Detailed Public Statement on February 10, 2015 in the same newspapers in which the DPS was released.

^ Based on confirmation letters received from the Registrar to the Offer.

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. 1.30/-
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. 26507008/-
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 • 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

1. 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: **10,02,618 shares were traded on Bombay Stock Exchange (BSE) and 6,89,648 on National Stock Exchange (NSE). Thus equity shares of the TC are infrequently traded on BSE, NSE.**

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

		Date	Rs. per share on BSE	Rs. per share on NSE
1.	1 trading day prior to the PA date	August 07, 2014	0.55/-	0.45/-
2.	On the date of PA	August 08, 2014	0.60/-	0.50/-
3.	On the date of commencement of the tendering period.	February 26, 2015	3.12/-	3.05/-
4.	On the date of expiry of the tendering period	March 12, 2015	3.39/-	3.50/-
5.	10 working days after the last date of the tendering period.	March 26, 2015	2.58/-	2.59/-
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	From February 26, 2015 up to March 12, 2015	3.43/-	3.41/-

E. Details of escrow arrangements

1) Details of creation of Escrow account, as under

	Date of creation/Transfer	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	August 11, 2014	66,30,000	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. : **In IndusInd Bank Limited under the name and title of "DYNACON TECHNOLOGIES LTD - ESCROW ACCOUNT – 200999643930"** 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	March 13, 2015	14,950
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified) • Other entities on forfeiture	N.A. N.A. N.A.	N.A. 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. after April 20, 2015.

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)
2,03,90,006	26%	11,500	0.0	0.00	9900	86.09	1600	1600 shares of Dynacons Systems & Solutions Limited were received and said shares are rejected.

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**
March 26, 2015	March 19, 2015**	There was no Delay in payment of consideration to shareholders

**As confirmed by the Registrar to the offer vide their letter dated March 26, 2015

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

In IndusInd Bank Limited under the name and title of "DYNACON TECHNOLOGIES LIMITED SPECIAL ACCOUNT – 200999924428"

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 (Rs lakhs)
Physical mode	0	0
Electronic mode (ECS/ direct transfer, etc.)	5	12,870

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

	Shareholding of Acquirer ~~and PACs~~	No of shares	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	1,90,00,000	24.23%
2.	Shares acquired by way of an agreement, if applicable	2,81,80,652	35.93%
3.	Shares acquired after the PA but before 3 business days prior to commencement of tendering period. – Through market purchases – Through negotiated deals/ off market deals	Nil	Nil
4.	Shares acquired in the open offer	9,900	0.00
5.	Shares acquired during exempted 21-day period after offer (if applicable)	N.A.	N.A.
6.	Post - offer shareholding	4,71,90,552	60.16%

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

1.	Name(s) of the individual/~~entity~~ who acquired the shares	Arun Govil
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 individual/~~per entity~~	9900

4.	Purchase price per share	Rs. 1.30/-
5.	Mode of acquisition	Off Market (through Open Offer)
6.	Date of acquisition	Once all the formalities are completed, the Registrar will transfer the shares which are tendered in the Open offer in the name of the Acquirer.
7.	Name of the Seller in case identifiable	5 valid shareholders have tendered shares in the open offer.

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

		Shareholding in a TC			
	Class of entities	**Pre- offer**		**Post offer (actual)**	
		No.	**%**	**No.**	**%**
1)	Acquirer ~~PACs~~	1,90,00,000	24.23	4,71,90,552	60.16
2)	Erstwhile Promoter (person who cease to be promoter pursuant to the Offer)	2,81,80,652	35.93	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	3,12,42,448	39.84%	3,12,32,548	39.84%
TOTAL		7,84,23,100	100.00	7,84,23,100	100.00

J. Details of Public Shareholding in TC

1.	State if the A cquirer 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%	1,96,05,775
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.	39.84% & it not has fallen below the minimum level	3,12,32,548 (39.84%)

K. Other relevant information, if any

For Intensive Fiscal Services Private Limited

Ayush Agarwal
(Manager)

Date: April 06, 2015
Place: Mumbai

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