POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER TO ACQUIRE 1,01,49,700 EQUITY SHARES OF PALRED TECHNOLOGIES LIMITED MADE BY MR. PALEM SRIKANTH REDDY (ACQUIRER) ALONG WITH MS. STUTHI REDDY (PAC)

A. NAMES OF THE PARTIES INVOLVED :

1.	Name of the Target Company (TC)	:	Palred Technologies Limited
2.	Name of Acquirer	:	Mr. Palem Srikanth Reddy
3.	Persons Acting in Concert with Acquirer [PAC]	:	Ms. Stuthi Reddy
4.	Manager to the Open Offer	:	Mark Corporate Advisors Private Limited
5.	Registrar to the Open Offer	:	Karvy Computershare (P) Limited

B. DETAILS OF THE OFFER:

This Offer is made in terms of Regulations 3(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto [SEBI (SAST) Regulations]

C. ACTIVITY SCHEDULE:

Sr. No.	Activity	Due dates as specified in the SEBI (SAST) Regulations	Actual Dates
1.	Date of Public Announcement (PA)	Wednesday, August 06, 2014	Wednesday, August 06, 2014
2.	Date of publication of Detailed Public Statement (DPS)	Wednesday, August 13, 2014	Monday, August 11, 2014
3.	Date of filing of Draft Letter of Offer (DLoF) with SEBI	Friday, August 22, 2014	Monday, August 18, 2014
4.	Date of sending a copy of the Draft LOF to the TC and concerned Stock Exchange(s) (SE)	Friday, August 22, 2014	Tuesday, August 19, 2014
5.	Date of receipt of SEBI comments	Monday, September 15, 2014	Monday, September 29, 2014
6.	Date of dispatch of LoF to the shareholders / custodian in case of Depository Receipts	Friday, October 10, 2014	Tuesday, October 07, 2014
7.	Date of Price revisions / Offer revisions (if any)	Wednesday, October 15, 2014	Tuesday, October 14, 2014
8.	Date of publication of recommendation by the independent directors of the Target Company	Thursday, October 16, 2014	Wednesday, October 15, 2014
9.	Date of issuing the Offer opening Advertisement	Friday, October 17, 2014	Thursday, October 16, 2014
10.	Date of commencement of the Tendering Period	Monday, October 20, 2014	Friday, October 17, 2014
11.	Date of expiry of the Tendering Period	Wednesday, November 05, 2014	Monday, November 03, 2014
12.	Date of making payments to shareholders / return of rejected shares	Thursday, November 20, 2014	Friday, November 07, 2014

D. DETAILS OF THE PAYMENT CONSIDERATION IN THE OPEN OFFER:

Sr. No.	Item	Details
1.	Offer Price for fully paid shares of TC (₹ per share)	₹16.70
2.	Offer Price for partly paid shares of TC, if any	N. A.
3.	Offer Size (No. of shares x offer price per share)	₹16,94,99,990
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:**	N. A.
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	-
b.	**Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	-

E. 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.

Name of the Stock Exchange	Number of Shares Traded during the 12 calendar months prior to the month of PA	Total Outstanding Shares	Trading Turnover (in terms of % to total listed equity shares)
National Stock Exchange of India Limited	87,37,936	3,90,36,970	22.38%

The Equity Shares of the Target Company is listed on BSE Limited (BSE) and National Stock Exchange of India Limited.

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

Sr. No.	Particulars	Date	₹ Per Share*
1.	1 trading day prior to the PA date	August 05, 2014	14.50
2.	On the date of PA	August 06, 2014	14.55
3.	On the date of commencement of the tendering period	October 17, 2014	16.10
4.	On the date of expiry of the tendering period	November 03, 2014	16.35
5.	10 working days after the last date of the tendering period	November 19, 2014	20.25
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	October 17, 2014 to November 03, 2014	16.12

* *Closing Price*

(*Source: www.nseindia.com*)

F. DETAILS OF ESCROW ARRANGEMENTS:

1. Details of creation of Escrow account, as under:

	Date(s) of Creation	Amount (₹ in Lakhs)	**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 06, 2014	₹430.00 Lakhs	Cash Deposit

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

a) Name of the Scheduled Commercial Bank where cash is deposited.

Cash deposit of ₹4,30,00,000 (Rupees Four Crores Thirty Lakhs only) with Kotak Mahindra Bank Ltd.

b) Indicate when, how and for what purpose the amount deposited in escrow account was released, as under:

Release of escrow account		
Purpose	**Date**	**Amount (₹)**
Transfer to Special Escrow Account, if any	November 07, 2014	₹3,87,00,000
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified) • Other entities on forfeiture	Not Applicable	NIL

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details

- **<u>For Bank Guarantee</u>**

Name of Bank	Amount of Bank Guarantee (₹ in Lakhs)	Date of		Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
		Creation	Revalidation			
NOT APPLICABLE						

- **<u>For Securities</u>**

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
NOT APPLICABLE					

G. 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)
1,01,49,700	26.00%	89,86,631	88.54%	0.89	89,80,901	99.94%	5,730	Technical Rejections

H. 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
November 17, 2014	November 07, 2014	Not Applicable

- **Details of Special Escrow Account where it has been created for the purpose of payment to shareholders:** Special Account titled “PSR-OPEN OFFER SPECIAL AC” bearing Account No. 1711506522 was opened with Kotak Mahindra Bank Limited, Somajiguda Branch, Hyderabad.

- 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 (₹)
Physical Mode	Not Applicable	Not Applicable
Electronic Mode (ECS/ NEFT/RTGS/Direct Transfer, etc.)	75	14,92,58,605 (Net of TDS)

I. PRE AND POST OFFER SHAREHOLDING OF THE ACQUIRERS IN TARGET COMPANY:

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	89,20,607	22.85%
2.	Shares acquired by way of Agreement	NIL	Not Applicable
3.	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	 NIL NIL	 Not Applicable Not Applicable
4.	Shares acquired in the Open Offer	89,80,901	23.01%
5.	Shares acquired during exempted 21-day period after offer (if applicable)	NIL	NIL
6.	Post - offer shareholding	1,79,01,508	45.86%

J. GIVE FURTHER DETAILS, AS UNDER, REGARDING THE ACQUISITIONS MENTIONED AT POINTS 3 & 5 OF THE ABOVE TABLE:

1.	Name(s) of the entity who acquired the shares	N. A.
2.	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC	N. A.
3.	No of shares acquired per entity	N. A.
4.	Purchase price per share	N. A.
5.	Mode of acquisition	N. A.
6.	Date of acquisition	N. A.
7.	Name of the Seller in case identifiable	N. A.

K. PRE AND POST OFFER SHAREHOLDING PATTERN OF THE TARGET COMPANY:

Sr. No.	Class of Entities	Shareholding in a TC			
		Pre-Offer		Post Offer	
		No.	%	No.	%
1.	• Acquirer • PAC	89,20,607 NIL	22.85% NIL	1,79,01,508 NIL	45.86 NIL
2.	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3.	Continuing Promoters (Promoter Group)	4,15,796	1.07%	4,15,796	1.07%
4.	Sellers if not in 1 and 2	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5.	Other Public Shareholders	2,97,00,567	76.08%	2,07,19,666	53.07%
	TOTAL	**3,90,36,970**	**100.00**	**3,90,36,970**	**100.00**

L. DETAILS OF PUBLIC SHAREHOLDING IN TARGET COMPANY:

Sr. No	Particulars	Number of Shares	%
1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	97,59,243	25.00%
2.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will taken in accordance with the disclosures given in the LOO	2,07,19,666	53.07%

M. OTHER RELEVANT INFORMATION, IF ANY: None

For **Mark Corporate Advisors Private Limited**

Manish Gaur
Asst. Vice-President

Place: Mumbai

Date: November 19, 2014