

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 Mr. Sagar Dattatraya Meghe, Mr. Sameer Dattatraya Meghe, Mrs. Devika Sagar Meghe and Mrs. Vrinda Sameer Meghe (“the Acquirers”) to acquire up to 23,65,864 (Twenty Three Lakhs Sixty Five Thousand Eight Hundred Sixty Four Only) equity shares of Rs 10/- each representing 26.00% of the total paid up equity share capital/ voting capital of ADCC Infocad Limited				
A.	Names of the Parties Involved			
	1	Target Company (TC)	ADCC Infocad Limited	
	2	Acquirer(s)	Mr. Sagar Dattatraya Meghe; Mr. Sameer Dattatraya Meghe; Mrs. Devika Sagar Meghe; Mrs. Vrinda Sameer Meghe	
	3	Persons acting in concert with Acquirers (PAC(s))	Not Applicable	
	4	Manager to the Open Offer	Hem Securities Limited	
	5	Registrar to the Open Offer	Bigshare Services Private Limited	
B.	Details of the Offer			
	· Whether Conditional Offer		No	
	· Whether Voluntary Offer		No	
	· Whether Competing Offer		No	
C.	Activity Schedule			
	Sr. No	Activity	Due dates as specified in the SAST Regulations	Actual Dates **
	1	Date of the Public Announcement (PA)	Wednesday, June 01, 2016	Wednesday, June 01, 2016
	2	Date of publication of the Detailed Public Statement (DPS)	Tuesday, June 07, 2016	Tuesday, June 07, 2016
	3	Date of filing of draft letter of offer (DLOF) with SEBI	Wednesday, June 15, 2016	Wednesday, June 15, 2016
	4	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	Wednesday, June 15, 2016	Wednesday, June 15, 2016
	5	Date of receipt of SEBI comments	Wednesday, August 3, 2016	Wednesday, August 3, 2016
	6	Date of dispatch of LOF to the shareholders / custodian in case of Depository Receipts	Monday, July 18, 2016	Friday, August 12, 2016
	7	Dates of price revisions / offer revisions (if any)	Tuesday, July 19, 2016	Tuesday, August 16, 2016

	8	Date of publication of recommendation by the independent directors of the TC	Thursday, July 21, 2016	Friday, August 19, 2016
	9	Date of issuing the offer opening advertisement	Friday, July 22, 2016	Monday, August 22, 2016
	10	Date of commencement of the tendering period	Monday, July 25, 2016	Tuesday, August 23, 2016
	11	Date of expiry of the tendering period	Friday, August 5, 2016	Tuesday, September 6, 2016
	12	Date of making payments to shareholders / return of rejected shares	Tuesday, August 23, 2016	Friday, September 16, 2016*
	* Through Offer to Buy Acquisition window Mechanism **There were no delays beyond the due dates as specified in the SEBI (SAST) Regulations.			
D.	Details of the payment consideration in the Open Offer			
	Sr. No.	Item		Details
	1	Offer Price for fully paid shares of TC (Rs. per share)		Rs. 55
	2	Offer Price for partly paid shares of TC, if any		NA
	3	Offer Size (No. of shares x offer price per share)		Rs. 1301.22 Lakhs
	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)	NA
		•	Name of the company whose securities have been offered	NA
		•	Salient features of the security	NA
	b.	Swap Ratio (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)		NA
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: The equity shares of the Target Company are listed only at SME Exchange of BSE Limited. The equity shares of the Target Company are infrequently traded on BSE-SME within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, based on the information available on the BSE website. The annualized trading turnover of the equity shares traded during the twelve calendar months preceding June 2016, the month in which the offer was triggered in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred as SEBI (SAST) Regulations) is as given below :		

Sr. No.	Name of the Stock Exchanges	Total no. of equity shares during the 12 calendar months preceding to June 2016	Total no. of equity share listed (at the time of PA)	Traded Turnover (in terms of % to total listed shares)
1	BSE-SME*	7,17,000	90,99,475	7.88%
	* (Source: www.bseindia.in)			
2	Details of Market Price of the shares of TC on the aforesaid Stock Exchange in the following format:			
Sr. No.	Particulars	Date	Rs. Per Share	
			BSE-SME	
1	1 trading day prior to the PA Date	Tuesday, May 31, 2016	Rs. 70 per share	
2	On the date of PA	Wednesday, June 01, 2016	Rs. 71 Per Share	
3	On the date of DPS #	Tuesday, June 7, 2016	Not Traded	
4	On the date of Offer opening date	Tuesday, August 23, 2016	Rs. 66 per share	
5	On the offer closing date	Tuesday, September 6, 2016	Not Traded	
6	10 working days after the last date of the tendering period	Thursday, September 22, 2016	Not Traded	
7	Average market price during the tendering period (viz. Average of the volume weighted market prices for all the days).	From Tuesday, August 23, 2016 to Tuesday, September 06, 2016	Rs. 64.67 Per Share	
5	The average of the weekly high and low of the closing prices of the shares during the period from date of PA till closure of the offer.#	From Wednesday, June 01, 2016 to Tuesday, September 06, 2016	Rs. 68.00 Per Share	
# As specified vide SEBI letter dated August 03, 2016;				

F.	Details of Escrow Arrangements						
	1	Details of creation of Escrow account, as under					
			Date(s) of Creation	Amount (Rs 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	June 6, 2016	328.00	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 :				
			IndusInd Bank Limited, Premises No. 61, Sonawala Building, Mumbai Smachar Marg, Fort, Mumbai - 400 001				
		ii)	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 Lakhs)		
		Transfer to Special Escrow Account, if any		Wednesday, September 14, 2016	328.00		
		Amount released to Acquirers					
		•	Upon withdrawal of Offer	NA	NA		
		•	Any other purpose (to be clearly specified)*	NA	NA		
		•	Other entities on forfeiture	NA	NA		
		* Apart from closure, balance amount which is lying in the Escrow Account and will be released in accordance with SEBI (SAST) Regulations, 2011.					
	3	For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details - NOT APPLICABLE					
	a.	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
	b.	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

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)
	#####	26.00%	729,000	30.81%	0.31	729000	100.00%	0	NA
	*All the shares of the Target Company are fully paid-up shares and there are no partly paid up shares, no shares with differential voting rights or any other category.								
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		
	Wednesday, September 28, 2016			Friday, September 16, 2016*			NA		
	* Completion of payment consideration to the Shareholders								
	Details of special account where it has been created for the purpose of payment to shareholders								
	Name of the Bank: IndusInd Bank Limited, Premises No. 61, Sonawala Building, Mumbai Smachar Marg, Fort, Mumbai - 400 001								
	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-Demand draft/Pay Order			NIL			NA		
	Electronic mode (NEFT/RTGS)			10			400.95		

I.	Pre and post offer Shareholding of the Acquirers /PAC			
		Shareholding of Acquirers and PACs	No of shares	% of total share capital of TC as on closure of Tendering Period
	1	Shareholding before PA	4471000	49.13
	2	Shares acquired by way of an agreement, if applicable *	Nil	NA
	3	Shares acquired after the PA but before 3 business days prior to commencement of tendering period.	Nil	NA
		- Through market purchases	NIL	NIL
		- Through negotiated deals/ off market deals	NIL	NIL
	4	Shares acquired in the Open Offer	729000	8.01
	5	Shares acquired during exempted 21-day period after offer (if applicable)	NA	NA
	6	Post Offer Shareholding	5200000	57.15
J	Give further details, as under, regarding the acquisitions mentioned at Points I(4) of the above table -			
	1	Name(s) of the entity who acquired the shares	Mr. Sameer Meghe; Mr. Sagar Meghe; Mrs. Devika Meghe; and Mrs. Vrinda Meghe	
	2	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC.	Yes, as the Acquirers	
	3	No of shares acquired per entity	Mr. Sameer Meghe-3,12,000; Mr. Sagar Meghe-2,28,000; Mrs. Devika Meghe-96,000; Mrs. Vrinda Meghe-93,000	
	4	Purchase price per share	Rs 55 per equity share	
	5	Mode of acquisition	Acquired in the Open Offer	
	6	Date of acquisition	Considered as September 16, 2016 the date on which payment consideration has been completed by the Acquirers.	
	7	Name of Shareholder in case identifiable	Shareholders whose shares were accepted in the open offer	

K.	Pre and post offer Shareholding Pattern of the Target Company					
		Class of entities	Shareholding in a TC			
			Pre- Offer		Post Offer (actuals)	
			No.	%	No.	%
	1	Acquirers ^ Other Promoter Group	11,00,994 33,70,006	12.09 37.04	18,29,994 33,70,006	20.11 37.04
	2	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)	0	0.00	0	0.00
	3	Continuing Promoters Acquirers Other Promoter Group	0	0.00	0	0.00
	4	Sellers if not in 1 and 2	0	0.00	0	0.00
	5	Other Public Shareholders	4,628,475	50.87	3,899,475	26.01
		TOTAL	9,099,475	100.00	9,099,475	100.00
^Acquirers Belongs to the Existing Promoter/Promoter Group of the Target Company and are going to continue as Promoters/ Promoters Group of the Target Company.						
L.	Details of Public Shareholding in TC					
		Particulars	No. of Shares		% of the No. of Shares	
	1	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	2,274,869		25.00	
	2	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the further steps which will taken in accordance with the disclosures given in the LOF	3,899,475		42.85	
M.	Other relevant information, if any:-					

For Hem Securities Limited

Menka Jha

(Authorised Signatory)

Date: Wednesday, September 28, 2016

Place: Mumbai
