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. SAMEER GUPTA ("ACQUIRER") TO ACQUIRE SHARES OF AMULYA LEASING AND FINANCE LIMITED

A. Names of the parties involved

1.	Target Company (TC)	**Amulya Leasing and Finance Limited**
2.	Acquirer	Mr. Sameer Gupta
3.	Persons acting in concert with Acquirer (PAC(s))	N.A.
4.	Manager to the Open Offer	Corporate Professionals Capital Private Limited
5.	Registrar to the Open Offer	BEETAL Financial and Computer Services Private Limited

B. Details of the Offer – Triggered Offer

- **Whether conditional offer –** No
- **Whether voluntary offer –** No
- **Whether competing offer –** No

C. Activity Schedule

Sl. No.	Activity	Due dates as Specified in the SAST Regulations	Actual Dates ^
1.	Date of the Public Announcement (PA)	March 08, 2016, Tuesday	March 08, 2016, Tuesday
2.	Date of publication of the Detailed Public Statement (DPS)	March 15, 2016, Tuesday	March 15, 2016, Tuesday
3.	Date of filing of draft letter of offer (LOF) with SEBI	March 21, 2016, Monday	March 21, 2016, Monday
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	March 21, 2016, Monday	March 21, 2016, Monday
5.	Date of receipt of SEBI comments	April 20, 2016, Wednesday	June 23, 2016, Thursday
6.	Date of dispatch of LOF to the shareholders / custodian in case of Depositary Receipts	April 29, 2016, Friday	July 01, 2016, Friday
7.	Dates of price revisions / offer	May 02, 2016,	July 04, 2016,

	revisions (if any)	Monday	Monday
8.	Date of publication of recommendation by the independent directors of the TC	May 03, 2016, Tuesday	July 05, 2016, Tuesday
9.	Date of issuing the offer opening advertisement	May 05, 2016, Thursday	July 08, 2016, Friday
10.	Date of commencement of the tendering period	May 06, 2016, Friday	July 11, 2016, Monday
11.	Date of expiry of the tendering period	May 19, 2016, Thursday	July 22, 2016, Friday
12.	Date of making payments to shareholders / return of rejected shares	June 02, 2016, Thursday	July 28, 2016, Thursday

^Reason for delays beyond the due dates: The observation letter from SEBI received on June 23, 2016, Thursday, whereas the expected date for the same was April 20, 2016, Wednesday.

D. Details of the payment consideration in the open offer

(Value in Rs. Lakhs)

Sl. No.	Item	Details
1.	**Offer Price** for fully paid shares of TC (Rs. per share)	Rs. 112.00 per share
2.	**Offer Price** for partly paid shares of TC, if any	Rs. 92.22 per share
3.	**Offer Size** (no. of shares x offer price per share)	Rs. 145,649,504
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	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 and traded on BSE (referred to as “Stock Exchange”) and are frequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

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

Sr. No.	**Particulars**	**Date**	**Rs. per share**
			BSE
1.	1 trading day prior to the PA date	March 07, 2016, Monday	Not Available
2.	On the date of PA	March 08, 2016, Tuesday	106.30
3.	On the date of commencement of the tendering period	July 11, 2016, Monday	185.90
4.	On the date of expiry of the tendering period	July 22, 2016, Friday	179.40
5.	10 working days after the last date of the tendering period	August 08, 2016, Monday	Not Applicable
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	July 11, 2016 to July 22, 2016	184.17

F. Details of escrow arrangements

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

	Date(s) of creation	**Amount**	**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	March 10, 2016, Thursday	• Acquirer has furnished a Bank Guarantee of an amount of Rs. 36,412,500 (Rupees Three Crore Sixty Four Lacs Twelve Thousand and Five Hundred Only) being in excess of 25% of the Maximum Consideration.	Bank Guarantee

		• Deposited cash of Rs. 1,456,500 (Fourteen Lacs Fifty Six Thousand and Five Hundred) as security deposit being more than 1.00% of the Maximum Consideration.	

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:** YES Bank Limited

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)**
Transfer to Special Escrow Account, if any	July 25, 2016, Monday	11,312
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified)* • Other entities on forfeiture	NA	Nil

**Apart from closure*

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**	**Date of creation/ revalidation of Guarantee**	**Validity period of Bank Guarantee**	**Date of Release if applicable**	**Purpose of release**
YES Bank Limited	Rs. 36,412,500	March 10, 2016, Thursday	September 09, 2016	NA	NA

<u>For Securities</u>

Name of company whose security is	**Type of security**	**Value of securities as on date of creation**	**Margin considered while depositing**	**Date of Release if applicable**	**Purpose of release**

deposited		of escrow account	the securities		
NA	NA	NA	NA	NA	NA

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.**
1,300,442 Equity Shares	26.00%	101 Equity Shares	0.00	0.00	101 Equity Shares	0.00	0	NA

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**
August 03, 2016, Wednesday	July 28, 2016, Wednesday	NA

- **Details of special account where it has been created for the purpose of payment to shareholders:** CPCPL-ALFL-OPEN Offer Special Rupee Account

- **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.)**
Physical mode	NA	NA
Electronic mode (ECS/ direct Transfer, etc.)	2	11,213

I. Pre and post offer Shareholding of the Acquirer along with PACs in TC

	Shareholding of Acquirer	No of shares	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	1,760,000 Equity Shares	35.19%
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. - Through market purchases - Through negotiated deals/ off market deals	Nil	NA
4.	Shares acquired in the open offer	101	0.00
5.	Shares acquired during exempted 21-day period after offer (if applicable)	Nil	NA
6.	Post - offer shareholding	1,760,101 Equity Shares	35.19%

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

1.	Name(s) of the entity/individual who acquired the shares	Sameer Gupta
2.	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC.	Shares have been acquired from the shareholders of the Target Company
3.	No of shares acquired	101
4.	Purchase price per share	Rs. 112.00 Per share
5.	Mode of acquisition	Under the Takeover Open Offer
6.	Date of acquisition	July 27, 2016,
7.	Name of the Seller in case identifiable	Provided at Annexure A

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

		Shareholding in a TC			
	Class of entities	**Pre- offer**		**Post offer (Actuals)**	
		No.	**%**	**No.**	**%**
1.	Acquirer	1,760,000	35.19	1,760,101	35.19
2.	Erstwhile Promoters (persons who cease to be promoters	Nil(*)	NA	Nil(*)	NA

	pursuant to the Offer)				
3.	Continuing Promoters	Nil(*)	NA	Nil(*)	NA
4.	Sellers if not in 1 and 2	Nil	NA	Nil	NA
5.	Other Public Shareholders	3,241,700	64.81	3,241,599	64.81
	TOTAL	**5,001,700**	**100.00**	**5,001,700**	**100.00**

(*) Acquirer is the Erstwhile as well as Continuing Promoter of the Target Company.

L. Details of Public Shareholding in TC

1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing.	1,250,425 Equity Shares	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 take inaccordance with the disclosures given in the LOF.	3,241,599 Equity Shares	64.81%

M. Other relevant information, if any

Manager to the Offer

Corporate Professionals
WHERE EXCELLENCE IS LAW

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED
D-28, South Extn Part-1, New Delhi – 110049
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SEBI Regn. No: INM000011435

Date: August 09, 2016
Place: New Delhi

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