

POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

ACCELYA SOLUTIONS INDIA LIMITED

REGISTERED OFFICE: ACCELYA ENCLAVE, 685/2B & 2C, 1ST FLOOR, SHARADA ARCADE, SATARA ROAD, PUNE – 411 037. TEL: +91 20 6608 3777, FAX: +91 20 2423 1639, WEBSITE: <https://w3.accelya.com/> CIN: L74140PN1986PLC041033

OPEN OFFER FOR ACQUISITION OF UP TO 3,782,966 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH, REPRESENTING 25.34% OF THE VOTING SHARE CAPITAL OF THE ACCELYA SOLUTIONS INDIA LIMITED ("TARGET COMPANY") FROM ALL THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY AURORA UK BIDCO LIMITED ("ACQUIRER") TOGETHER WITH VISTA EQUITY PARTNERS PERENNIAL, L.P. ("PAC 1"), VISTA EQUITY PARTNERS PERENNIAL A, L.P. ("PAC 2") AND ACCELYA TOPCO LIMITED ("PAC 3"), (COLLECTIVELY REFERRED TO AS THE "PACS"), IN THEIR CAPACITY AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("OPEN OFFER" OR "OFFER") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1), 4 AND 5(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS") AT AN OFFER PRICE OF INR 1,042.99 PER EQUITY SHARE.

This post-offer advertisement ("Post Offer Advertisement") is being issued by JM Financial Limited, the manager to the Offer ("Manager to the Offer"), for and on behalf of the Acquirer and the PACs in respect of the Offer to the Eligible Shareholders of the Target Company, pursuant to and in compliance with Regulation 18(12) of the SEBI (SAST) Regulations.

This Post Offer Advertisement should be read in continuation of, and in conjunction with:

- the public announcement in connection to the Open Offer, made by the Manager to the Offer on behalf of the Acquirer and PACs to BSE and NSE on November 19, 2019 ("PA");
- the corrigendum to the PA in connection to the Open Offer, made by the Manager to the Offer on behalf of the Acquirer and PACs to BSE and NSE on November 22, 2019 ("Corrigendum to PA");
- the detailed public statement in connection with the Offer, published on December 31, 2019 in all editions of Financial Express (English), all editions of Jansatta (Hindi), Pune edition of Loksatta (Marathi) and Mumbai edition of Navshakti (Marathi) ("DPS");
- the corrigendum to the DPS in connection with the Offer, published on September 23, 2020 in all editions of Financial Express (English), all editions of Jansatta (Hindi), Pune edition of Loksatta (Marathi) and Mumbai edition of Navshakti (Marathi) ("Corrigendum to DPS");
- the letter of offer dated September 23, 2020 in connection with the Offer ("LOF");
- the advertisement for completion of dispatch of LOF in connection with the Offer, published on September 26, 2020 in all editions of Financial Express (English), all editions of Jansatta (Hindi), Pune edition of Loksatta (Marathi) and Mumbai edition of Navshakti (Marathi) ("Dispatch Advertisement"); and
- the pre-offer opening advertisement and second corrigendum to DPS in connection with the Offer, published on October 1, 2020 in all editions of Financial Express (English), all editions of Jansatta (Hindi), Pune edition of Loksatta (Marathi) and Mumbai edition of Navshakti (Marathi) ("Advertisement cum Corrigendum").

Capitalized terms used but not defined in this Advertisement shall have the same meaning assigned to such terms in the LOF, unless otherwise defined.

1.	Name of the Target Company	Accelya Solutions India Limited		
2.	Name of the Acquirer and PACs	Aurora UK Bidco Limited (Acquirer)		
		Vista Equity Partners Perennial, L.P. (PAC 1)		
		Vista Equity Partners Perennial A, L.P. (PAC 2)		
		Accelya Topco Limited (PAC 3)		
3.	Name of the Manager to the Offer	JM Financial Limited		
4.	Name of the Registrar to the Offer	KFin Technologies Private Limited		
5.	Date of Opening of the Offer	October 5, 2020		
	Date of Closure of the Offer	October 16, 2020		
6.	Date of Payment of Consideration	November 2, 2020		
7.	Details of Acquisition			
Sr. No.	Particulars	Proposed in the LOF		Actuals
7.1	Offer Price	INR 1,042.99		INR 1,042.99
7.2	Aggregate number of shares tendered	3,782,966 ⁽¹⁾		2,181,773
7.3	Aggregate number of shares accepted	3,782,966 ⁽¹⁾		2,181,773
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 3,945,595,709 ⁽¹⁾		INR 2,275,567,421.27
7.5	Shareholding of the Acquirer before SPA/ PA (No. & %)	NIL		NIL
7.6	Shares acquired by way of SPA ⁽²⁾			
	• Number	Refer Note 2 below		Refer Note 2 below
	• % of Voting Share Capital			
7.7	Shares acquired under the Open Offer			
	• Number	3,782,966 ⁽¹⁾		2,181,773
	• % of Voting Share Capital	25.34%		14.62%
7.8	Shares acquired after Detailed Public Statement			
	• Number of shares acquired	NIL		NIL
	• Price of the shares acquired			
	• % of the shares acquired			
7.9	Post Offer shareholding of Acquirer			
	• Number	14,926,261 ⁽¹⁾		13,325,068 ⁽³⁾
	• % of Voting Share Capital	100%		89.27%
7.10	Pre & Post Offer shareholding of the Public	Pre-Offer	Post-Offer	Pre-Offer
	• Number	3,782,966	NIL ⁽¹⁾	3,782,966
	• % of Voting Share Capital	25.34%	NIL ⁽¹⁾	10.73%

Notes:

- Assuming full acceptance under the Offer.
- This is an Offer triggered by the indirect acquisition of the Target Company by the Acquirer. Acquirer acquired 100% of equity of PAC 3 ("Underlying Transaction") by entering into a share purchase agreement dated November 15, 2019 ("SPA"). PAC 3 holds 100% of the issued share capital of Accelya Holdco Limited which in turn holds 100% of the issued share capital of Accelya Finco Limited. Accelya Finco Limited holds 100% of the issued share capital of Accelya Midco Limited which in turn holds 100% of the issued share capital of Accelya Bidco Limited. Accelya Bidco Limited holds 100% of the issued share capital of Accelya Holding World S.L.U. which in turn holds 11,143,295 equity shares in the Target Company constituting 74.66% of the total issued, paid up voting share capital of the Target Company. Therefore, upon completion of the Underlying Transaction on December 24, 2019, the Acquirer acquired indirect control over 11,143,295 equity shares of the Target Company through its indirect wholly owned subsidiary Accelya Holding World S.L.U.. The Acquirer, neither held any Equity Shares in the Target Company prior to the date of the SPA nor directly acquired any shares in the Target Company by entering into the SPA.
- Post acceptance of the Offer, the Acquirer indirectly holds 11,143,295 Equity Shares and directly holds 2,181,773 Equity Shares of the Target Company, together representing 89.27% of the Voting Share Capital of the Target Company.
- The Acquirer, the PACs and their respective directors, severally and jointly, accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations of the Acquirer and the PACs under SEBI (SAST) Regulations.
- A copy of this Post Offer Advertisement is available on the website of SEBI at www.sebi.gov.in, the Target Company at <https://w3.accelya.com/>, Registrar to the Offer at <https://karisma.kfintech.com>, Manager to the Offer at www.jmfl.com, BSE at www.bseindia.com and NSE at www.nseindia.com.

ISSUED BY MANAGER TO THE OFFER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 JM FINANCIAL JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, India. Tel. No.: +91 22 6630 3030; +91 22 6630 3262 Fax No.: +91 22 6630 3330 Email ID: prachee.dhuri@jmfl.com accelya.openoffer@jmfl.com Contact Person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361	 KFINTECH KFin Technologies Private Limited <i>(Formerly known as "Karvy Fintech Private Limited")</i> Selenium Tower- B, Plot No 31 & 32 Gachibowli, Financial District Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032. Tel. No.: +91 40 67162222; 18003454001 Fax No.: + 91 40 343 1551 Email ID: accelya.openoffer@kfintech.com Contact Person: M Murali Krishna SEBI Registration Number: INR000000221

On behalf of the Acquirer and the PACs

Aurora UK Bidco Limited (Acquirer)
 Vista Equity Partners Perennial, L.P. (PAC 1)
 Vista Equity Partners Perennial A, L.P. (PAC 2)
 Accelya Topco Limited (PAC 3)

Place: Mumbai

Date: November 6, 2020