

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Shareholder(s) of Durgesh Merchants Limited (hereinafter referred to as "Target Company" or "Target" or "DML"). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

Open Offer By

Mr. Kamal Ahuja

B- 2/216, Yamuna Vihar, Shahdara, New Delhi – 110053, Mobile no.: 09811259140

(hereinafter referred to as the "Acquirer")

to the shareholder(s) of **Durgesh Merchants Limited**

Registered office: Flat No. 8/33, III Floor, Satbhraha School Marg, W.E.A, Karol Bagh, New Delhi- 110005, Ph: +91-11- 68888824

To acquire upto 6,94,200 (Six Lacs Ninety Four Thousand and Two Hundred) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing 26% of the fully paid up Equity Share capital of the Target Company at a price of Rs. 10/- (Rupees Ten Only) per fully paid up Equity Share of Rs. 10 each, payable in cash.

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of SEBI (SAST) Regulations.
3. **This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.**
4. **There has been no competing offer as on the date of this Draft Letter of Offer.**
5. The Offer is subject to the receipt of statutory and other approvals as mentioned in Paragraph 7.4 of this Draft Letter of Offer.
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirer, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Friday, May 15, 2015, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including Form of Acceptance cum Acknowledgement) are also available on SEBI's website: www.sebi.gov.in.

MANAGER TO THE OFFER



SOBHAGYA CAPITAL OPTIONS LIMITED

SEBI Regn. No.: MB/INM000008571

Regd. Off.: B-206, Okhla Industrial Area, Phase- I, New Delhi- 110020.

Tel. No.: +91-11-40777000

Fax No.: +91-11- 40777069

Contact Person: Mr. Heemadri Mukerjea and Mr. Amit Kumar

Email id: delhi@sobhagyacap.com

Website: www.sobhagyacapital.com

REGISTRAR TO THE OFFER



TOWARDS EXCELLENCE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

SEBI Regn. No.: INR000003241

Regd. Off.: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

Tel No.: +91-11-26812682 - 83

Fax No.: +91-11-26812683

Contact Person: Mr. Virender Rana

Email id.: viren@skylinerta.com

Website: www.skylinerta.com

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Date of the Public Announcement	Monday, March 23, 2015
Date of publication of the Detailed Public Statement	Monday, March 30, 2015
Last date of filing of Draft Letter of Offer with SEBI	Wednesday, April 08, 2015
Last date for a Competing Offer	Thursday, April 23, 2015
Identified Date*	Thursday May 07, 2015
Last Date by which Letter of Offer will be dispatched to the Shareholders	Thursday, May 14, 2015
Last Date for revising the Offer Price/Offer Size	Friday, May 15, 2015
Last date by which an independent committee of the Board of Target Company shall give its recommendation	Tuesday, May 19, 2015
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper	Wednesday, May 20, 2015
Date of commencement of tendering period (Offer Opening Date)	Thursday, May 21, 2015
Date of expiry of tendering period (Offer Closing Date)	Wednesday, June 03, 2015
Date by which all requirements including payment of consideration would be completed	Wednesday, June 17, 2015

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.*

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RISK FACTORS

RISKS RELATED TO THE TRANSACTION, THE PROPOSED OPEN OFFER AND THE PROBABLE RISKS INVOLVED IN ASSOCIATING WITH THE ACQUIRER

(A) Risk relating to the transaction

The Open Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement dated March 23, 2015; and (ii) receipt of approvals as more particularly set out in Paragraph 7.4 of this Draft Letter of Offer. In accordance with the Share Purchase Agreement, the transaction under the Share Purchase Agreement shall be completed upon the fulfillment of conditions precedent agreed between the Acquirer and the Sellers in the Agreement. Regulation 23(1) of the SEBI (SAST) Regulations, lists the circumstances under which offer may stand withdrawn. In the present case, as on the date of the Letter of Offer, there are no apparent circumstances which may warrant a withdrawal of the offer under regulation 23(1) of the SEBI (SAST) Regulations. If at a later date, any other statutory or regulatory or other approvals/no objections are required, the Offer would become subject to receipt of such other statutory or regulatory or other approvals/no objections.

(B) Risk relating to the Offer

1. To the best of knowledge of the Acquirer, no statutory approvals are required except that of the Reserve bank of India under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014 issued under Master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014 for completing the offer. However, the offer will be subject to all statutory approvals that may become applicable at a later date. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23 (1) (a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.
2. In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirer not to proceed with the offer or to comply with certain conditions before proceeding the offer, then the offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of offer.
3. Consequently, the payment of consideration to the public shareholders of DML, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. The tendered equity shares and documents will be held by the Registrar to the Offer, until such time as the process of acceptance of such equity shares and the payment of consideration thereto is completed.
4. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
5. The equity shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose off such Equity Shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23 (1) of the SEBI (SAST) Regulations. During such period there may be fluctuations in the market price of the Equity Shares. Accordingly, the Acquirer does not make any assurance with respect to the market price of the Equity Shares at any time, whether during or upon or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
6. Shareholders should note that the Shareholders who tender the Equity Shares in the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.
7. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
8. This Offer is subject to completion risks as would be applicable to similar transactions.

(C) Probable risk involved in associating with the Acquirer

1. The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

2. The Acquirer makes no assurance with respect to its investment/disinvestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirer does not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
4. The Acquirer does not accept any responsibility for statements made otherwise than in the Letter of Offer (LOF)/Draft Letter of Offer (DLOF)/Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his/her/its own risk.
5. The Acquirer does not accept the responsibility with respect to the information contained in the PA or DPS or DLOF or LOF that pertains to the Target Company and has been compiled from publicly available resources.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of Target Company are advised to consult their Stock Brokers or Investment Consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

1. DEFINITIONS

Acquirer	Mr. Kamal Ahuja
CSE	The Calcutta Stock Exchange Limited
Date of Opening of Offer	Thursday, May 21, 2015
Date of Closure of Offer	Wednesday, June 03, 2015
Detailed Public Statement/DPS	Detailed Public Statement dated March 27, 2015, made by the Manager to the Offer on behalf of the Acquirer to the shareholders of DML, which was published on March 30, 2015 in all editions of Business Standard (English), all editions of Business Standard (Hindi) and Kolkata edition of Kalantar Patrika (Bengali)
Draft Letter of Offer/LOF/DLOO	The Draft Letter of Offer dated April 07, 2015 submitted to SEBI for its observations.
Durgesh Merchants Limited/ DML/ Target Company/Target	A company incorporated under the Companies Act, 1956 and having its registered office at 8/33, III Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi- 110005.
Eligible Person(s)/Eligible Shareholder(s) for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement
Identified Date	Date for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent.
Letter of Offer/LOO	The final Letter of Offer dated [●]
LSE	Ludhiana Stock Exchange Limited
Sellers/Existing Promoters/Promoter Group	Mr. Rajendra Pal Garg, Mrs. Kiran Garg, Mr. Heman Garg and Mr. Dushan Garg
Sobhagya/SCOL/Manager to the Offer/MB/Merchant Banker	Sobhagya Capital Options Limited, the Merchant Banker appointed by the Acquirer pursuant to regulation 12 of the SEBI (SAST) Regulations, having its registered office at B-206, Okhla Industrial Area, Phase-I, New Delhi-110020.
Stock Exchange	The Calcutta Stock Exchange Limited
Offer	Open Offer for acquisition of upto 6,94,200 (Six Lacs Ninety Four Thousand and Two Hundred) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing in aggregate 26% of the fully paid up Equity Share capital of the Target Company at a price of Rs. 10/- (Rupees Ten Only) per fully paid up Equity Share of Rs. 10 each, payable in cash.
Offer Price	Rs. 10/- (Rupees Ten Only) per fully paid up equity share of Rs. 10/- each.
Public Announcement/PA	Public Announcement dated March 23, 2015 made by the Manager to the Offer on behalf of the Acquirer on March 23, 2015
Registrar/Registrar to the Offer/RTA	Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153 A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020
Regulations/ SEBI (SAST) Regulations /SAST Regulations/Takeover Code	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
SEBI	Securities & Exchange Board of India
SEBI Act	Securities & Exchange Board of India Act, 1992, and subsequent amendments thereof.
Share(s)	Equity Shares of Durgesh Merchants Limited
Tendering period	A period of 10 (Ten) working days period from the date of opening of offer on Thursday, May 21, 2015 to closing of offer on Wednesday June 03, 2015.

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF DURGESH MERCHANTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SOBHAGYA CAPITAL OPTIONS LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 06, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011 AND SUBSEQUENT AMEDEMMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 This Open Offer (the “Offer”) is being made by the Acquirer to the shareholders of the Target Company in compliance with regulation 4 of the SEBI (SAST) Regulations for taking complete Management Control of the Target Company along with acquisition of the entire present shareholding of the Sellers in terms of the Share Purchase Agreement (“SPA”) dated March 23, 2015.
- 3.1.2 The Acquirer has entered into a Share Purchase Agreement (“SPA”) with Mr. Rajendra Pal Garg, Mrs. Kiran Garg, Mr. Heman Garg and Mr. Dushan Garg, the existing Promoters of the Target Company (hereinafter collectively referred to as the “Sellers”) with the objective of taking complete Management Control of the Target Company along with acquisition of the entire present shareholding of the Sellers, i.e. 75,600 (Seventy Five Thousand Six Hundred Only) fully paid up Equity Shares of the Target Company, representing 2.83% of total fully paid-up Equity Share Capital of the Target Company presently held by the Sellers, at a price of Rs. 10/- (Rupee Ten only) per fully paid Equity Share for cash consideration. **This mandatory Open Offer is made by the Acquirer in compliance with Regulation 4 of the SEBI (SAST) Regulations, consequent to the agreement for acquisition of complete Control and Management of the Target Company contemplated under the SPA.**

3.1.3 The Details of the Sellers are as follows:

Sr. No.	Name & Address of the Sellers	Nature of Entity	Part of Promoter Group (Yes/No)	Listed/ Unlisted	Shareholding (No. of Equity Shares)	% of paid up and Voting Capital
1.	Mr. Rajendra Pal Garg 6, Block BQ, Shalimar Bagh, New Delhi – 110088	Individual	Yes	Not Applicable	30000	1.12
2.	Mrs. Kiran Garg 6, Block BQ, Shalimar Bagh, New Delhi – 110088	Individual	Yes	Not Applicable	17600	0.66
3.	Mr. Heman Garg 6, Block BQ, Shalimar Bagh, New Delhi – 110088	Individual	Yes	Not Applicable	26000	0.97
4.	Mr. Dushan Garg 6, Block BQ, Shalimar Bagh, New Delhi - 110088	Individual	Yes	Not Applicable	2000	0.07
	Total				75600	2.83

3.1.4 The salient features of the SPA are as follows:

- The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations and in case of non-compliances of any provisions of SEBI (SAST) Regulations, the SPA shall not be acted upon.

- The Agreement shall be binding on the parties.
- That the Sale Shares under the SPA are free all Liens, Claim, encumbrance, charge, mortgage and the like.
- The Sellers should handover the Original Share Certificates along with original, valid and signed share transfer forms to the Acquirer.
- The Acquirer intends to acquire the complete management control along with the entire current shareholding of the Sellers.
- The Purchase Consideration of the Sale Shares in respect of the transfer of shares has been agreed to be Rs. 10/- per share resulting in an aggregate consideration of Rs. 7,56,000/- (Rupees Seven Lacs Fifty Six Thousand Only) payable by the Acquirer to the respective Sellers.

3.1.5 After the completion of this Offer and pursuant to the transfer of the Equity Shares so acquired, the Acquirer shall be in a position to exercise effective management control over the Target Company.

3.1.6 The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.

3.1.7 As on the date of this Draft Letter of Offer, the Acquirer holds 1,80,000 Equity Shares representing 6.74% of the fully paid up Equity Share Capital of the Target Company..

3.1.8 There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.

3.1.9 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in the SPA.

3.1.10 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.11 Mr. Kamal Ahuja is the Managing Director of the Target Company. Further, the Acquirer may, subsequent to successful completion of this Open Offer or in accordance with regulation 22(2) of SEBI (SAST) Regulations, reconstitute the Board of Directors of the Target Company. As on date, the Acquirer had not decided on the names of persons who may be appointed on the Board of Directors of the Target Company.

3.1.12 A recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy thereof shall be sent to SEBI, Stock Exchange and Manager to the Offer and in case of a competing offer(s) to the manager(s) to the open offer for every competing offer.

3.2 Details of the Proposed Offer

3.2.1 In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirer have made a Detailed Public Statement within 5 (five) working days from the date of Public Announcement. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement has been published in the following newspapers:

Name of the Newspaper	Edition	Date
Business Standard (English)	All Editions	March 30, 2015
Business Standard (Hindi)	All Editions	March 30, 2015
Kalantar Patrika (Bengali)	Kolkata	March 30, 2015

3.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the website of SEBI at www.sebi.gov.in and on the website of the Manager to the Offer at www.sobhagyacapital.com.

3.2.3 The Acquirer is making an Offer to acquire up to 6,94,200 (Six Lacs Ninety Four Thousand and Two Hundred) Equity Shares of face value Rs. 10 each ("Offer Shares"), representing 26% of the fully paid up Equity Share Capital of the Target Company at a price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share of Rs. 10 each, payable in cash .

3.2.4 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.

- 3.2.5 This is not a competing Offer in terms of regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this Draft Letter of Offer.
- 3.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
- 3.2.7 The Acquirer will acquire upto 6,94,200 (Six Lacs Ninety Four Thousand and Two Hundred) Equity Shares that are validly tendered in accordance with the terms of the Offer at the offer price. In the event the Equity Shares tendered in the Offer are more than the Equity Shares proposed to be acquired under the Offer, the acquisition of Equity Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph 8.10 of this Draft Letter of Offer.
- 3.2.8 The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9 There are no Persons acting in Concert in relation to this Offer and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer only.
- 3.2.10 The Acquirer has not acquired any shares of the Target Company from the date of the PA i.e. March 23, 2015, upto the date of this Draft Letter of Offer.
- 3.2.11 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Sobhagya Capital Options Limited as the Manager to the Offer.
- 3.2.12 As on the date of this Draft Letter of Offer, the Manager to the Offer, Sobhagya Capital Options Limited, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirer and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.13 The Offer (assuming full acceptance) would not result in public shareholding in Target Company being reduced below the minimum level, as per requirements set forth under the Standard Listing Agreement entered into by the Target Company with the Stock Exchange, for the purpose of listing on continuous basis.

3.3 Object of the Acquisition/Offer

- 3.3.1 The main object of this acquisition is to acquire complete management control of the Target Company. The acquirer also intends to apply to a Stock Exchange having Nationwide presence for listing of shares of the Target under the direct listing window. The Acquirer may continue the existing line of business of the Target Company or may diversify its business activities in future with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.
- 3.3.2 The Acquirer intends to take complete control and management over the Target Company and make changes in the Board of Directors of the Target Company, subsequent to the completion of this Offer in accordance hereof with the SEBI (SAST) Regulations.
- 3.3.3 The Acquirer has no plans to alienate, dispose off or otherwise encumber any significant assets of the Target Company or lay off its employees for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders in due compliance with applicable laws.

4. BACKGROUND OF THE ACQUIRER

4.1 Information about the Acquirer: Mr. Kamal Ahuja

- 4.1.1 Mr. Kamal Ahuja, aged about 40 years, son of Late Arur Chand Ahuja is residing at B- 2/216, Yamuna Vihar, Shahdara, New Delhi – 110053, Mobile no.: 09811259140. Mr. Kamal Ahuja is a member of The Institute of Company Secretaries of India (ICSI) and Delhi High Court Bar Association. He is having experience spanning over 15 years in the field of Corporate Laws.
- 4.1.2 Mr. S.A.S. Tomar (Membership No. 88577) Proprietor of M/s Shivesh & Co., Chartered Accountants, having office at C-55, Sector-56, Noida, UP- 201301, Mobile No: +91-9810248683, Email Id: shiveshas@yahoo.com, has certified, vide certificate dated March 23, 2015 that the net worth of Mr. Kamal Ahuja is Rs. 86.06 Lacs (Rupees Eighty Six Lacs and Six Thousand only).

- 4.1.3 Mr. Kamal Ahuja has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.
- 4.1.4 Mr. Kamal Ahuja is the Managing Director of the Target Company. He is also the shareholder of the Target Company and is presently holding 1,80,000 Equity Shares representing 6.74% of the fully paid up Equity Share Capital of the Target Company. Besides this, he is not related to the Target Company, its Directors, key employees and Promoters in any manner whatsoever.
- 4.1.5 As on date of this Draft Letter of Offer, Mr. Kamal Ahuja is a Director on the Board of the following Listed Companies:

Companies in which acquirer is Director*	Corporate Identification Number	Activities / Nature of Business	Whether the Acquirer is a whole time director
Visagar Polytex Limited	L65990MH1983PLC030215	The Company is engaged in textile manufacturing, trading, wholesaling and retailing activities.#	No

* None of these entities are acting in concert for this Offer.

Information obtained from the Annual Report of the Company.

- 4.1.6 Mr. Kamal Ahuja has acquired 1,80,000 Equity Shares representing 6.74% of the fully paid up Equity Share Capital in the Target Company during the period of twelve (12) months preceding the date of the Public Announcement. He has acquired 1,40,000 Equity Shares representing 5.24% of the fully paid up Equity Share Capital of the Target Company through Preferential Allotment made by the Board of Directors of the Target Company at their Meeting held on September 03, 2014 at a price of Rs. 10/- (Rupees Ten only) per Equity Share. Further, 40,000 Equity Shares representing 1.50% of the fully paid up Equity Share Capital of the Target Company was acquired by him on November 01, 2014, through off market transactions at a price of Rs. 10/- (Rupees Ten only) per Equity Share.
- 4.1.7 As on the date of this Draft Letter of Offer, Mr. Kamal Ahuja holds 1,80,000 Equity Shares representing 6.74% of the fully paid up Equity Share Capital of the Target Company and has duly complied with the provisions of the Chapter V of the SEBI (SAST) Regulations, as applicable.

5. BACKGROUND OF DURGESH MERCHANTS LIMITED

(The disclosures mentioned under this section has been sourced from information available in Public Domain or provided to the Acquirer by the Target Company)

- 5.1 Durgesh Merchants Limited was incorporated on December 27, 1984, as "Durgesh Merchants Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Punjab, H.P. & Chandigarh and obtained certificate of commencement of business on December 31, 1984. The Corporate Identification Number of the Target Company is L51219DL1984PLC248322.
- 5.2 The Target Company is registered with Reserve Bank of India (hereinafter referred to as "RBI") as a Non Banking Financial Company. Reserve Bank of India has granted registration vide its registration no. B.06.00133 dated May 14, 2002 with a condition that the Target Company shall not accept public deposits.
- 5.3 Presently, the registered office of the Target Company is situated at 8/33, III Floor, Satbhavra School Marg, W.E.A, Karol Bagh, New Delhi- 110005.
- 5.4 In terms of the Main Objects clause of its Memorandum of Association, the Target Company is inter-alia permitted to carry on the activities/businesses of trading, import & export etc. of Agricultural Products, iron & steel and other products, to deal in real estate, to do financing of industrial, commercial and other enterprises, leasing of plants, machineries etc. and also to carry on the business of commission agents, brokers etc.
- 5.5 As on date of this Draft Letter of Offer, the Authorized Share Capital of the Target Company is Rs. 4,00,00,000 (Rupees Four Crores only) consisting of 40,00,000 (Forty Lacs) Equity Shares of Rs. 10.00 (Rupees Ten Only) each and the Issued, Subscribed and Paid-up Capital of the Target Company is Rs. 2,67,00,000/- (Rupees Two Crores Sixty Seven Lacs Only) consisting of 26,70,000 (Twenty Six Lacs Seventy Thousand Only) Equity Shares of face value of Rs. 10.00 (Rupees Ten Only) each
- 5.6 The share capital structure of the Target Company is as under:

Paid up Equity shares of Target Company	No. of shares/ voting rights	% of shares/ voting rights
Fully Paid up Equity Shares	26,70,000	100
Partly Paid up Equity Shares	Nil	Nil
Total Paid up Equity Shares	26,70,000	100
Total voting rights in the Target Company	26,70,000	100

- 5.7 The entire present paid up Equity Share Capital of the Target Company is currently listed on The Calcutta Stock Exchange Limited. The Target Company was also listed on the Ludhiana Stock Exchange Limited. However, SEBI vide its Order No. WTM/RKA/MRD/166/2014 dated December 30, 2014 had issued an exit order in respect of Ludhiana Stock Exchange Limited. Hence, as on date of this Draft Letter of Offer, the Target Company is listed exclusively on CSE.
- 5.8 The Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instrument, convertible into Equity Shares at a later stage.
- 5.9 As per the information provided by the Target Company, the Promoters of the Target Company have complied with the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.
- 5.10 The Target Company was suspended from the Ludhiana Stock Exchange Limited on 21.03.1998 due to non compliances of various clauses of the Listing Agreement. The suspension was revoked on April 03, 2014.

As per the information provided, the Target Company has made delayed disclosures under the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 since 1997 - 2013.

SEBI may initiate appropriate action against the Target Company in terms of the Regulations and Provisions of the SEBI Act for non-compliance of Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- 5.11 As on the date of this Draft Letter of Offer, the Board of Directors of the Target Company comprises of 5 (Five) Directors. The details of the Board of Directors are as below:

Name of Directors	DIN	Designation	Date of Appointment
Kamal Ahuja	00005195	Managing Director	24/03/2014
Rajendra Pal Garg	00525574	Director	27/07/1989
Jayanti Sharma	05285845	Director	27/06/2014
Krishan Kartik	07079790	Additional director	29/01/2015
Supriya Sinha	07118175	Additional director	09/03/2015

Note: As on the date of this Draft Letter of Offer, Mr. Kamal Ahuja ("Acquirer"), is holding the position of Managing Director on the Board of the Target Company. It may be noted that Mr. Kamal Ahuja shall not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the open offer. Besides this, there are no persons representing the Acquirer on the Board of Directors of the Target Company.

- 5.12 There has been no merger, de-merger and spin off in the last three years involving the Target Company.
- 5.13 The financial information of the Target Company as per the audited accounts for the last three financial years ended March 31, 2014, March 31, 2013, March 31, 2012 and unaudited & certified for the 9 months period ended December 31, 2014 are as follows:

Profit & Loss Account

Profit & Loss Account

(Figures in Rupees Lacs.)				
Profit & Loss Statement	9 Months period ending (Un-audited & certified)	12 Months period ending March 31 (Audited)		
		December 31, 2014	2014	2013
Income from Operations	-	15.63	0.44	0.09
Other Income	17.00	0.14	0.09	10.42
Total Income	17.00	15.77	0.53	10.51
Total Expenditure	11.21	9.78	5.44	10.45
Profit before Depreciation, Interest & Tax	5.79	5.99	(4.91)	0.05
Depreciation	-	-	-	-
Interest	-	-	-	-
Other Income	0.16	-	-	-
Profit before Tax & Extra Ordinary Items	5.95	5.99	(4.91)	0.05
Extra Ordinary Items	-	-	-	-
Exceptional Items	-	-	1.31	-
Profit Before Tax	5.95	5.99	(3.60)	0.05
Provision for Tax	-	2.62	-	-
Previous Year Adjustment	-	0.04	-	-
Profit After Tax	5.95	3.40	(3.60)	0.05

Balance Sheet Statement

(Figures in Rupees Lacs.)				
Balance Sheet Statement	9 Months period ending (Un-audited & certified)	12 Months period ending March 31 (Audited)		
	December 31, 2014	2014	2013	2012
Sources of Funds				
Paid-up Share Capital	267.00	49.60	49.60	49.60
Reserves & Surplus (Excluding Revaluation Reserve)	5.32	(0.54)	(3.94)	(0.34)
Reserves set apart for disputed liabilities	-	-	-	-
Share Application Money Pending Allotment	-	28.80	-	-
Secured Loan	-	-	-	-
Unsecured Loan	37.44	-	-	-
Current Liabilities	42.26	6.00	0.07	0.06
Deferred Tax Liability	-	-	-	-
Total	352.02	83.86	45.73	49.32
Uses of Funds				
Net Fixed Assets	-	-	-	18.69
Investments- Long Term	-	-	-	-
Investments- Current	-	-	-	-
Current Assets	352.02	83.86	45.73	30.63
Miscellaneous Expenses not written off	-	-	-	-
Total	352.02	83.86	45.73	49.32

Other Financial Data

Other Financial Data	9 Months period ending (Un-audited)	12 Months period ending March 31		
	December 31, 2014	2014	2013	2012
Net Worth (in Rs. Lacs.)	272.32	49.06	45.66	49.26
Dividend (in %)	-	-	-	-
Earning Per Share (in Rs. per Share)	0.22*	0.69	(0.73)	0.01
Return on Net worth (in %)	2.18%	6.93%	(7.88)%	0.10%
Book Value (in Rs. per Share)	10.20	9.89	9.21	9.93

(Source- As certified by Mr. Ajay Kumar Jain (Membership No. 097094), Proprietor of M/s Ajay Shikhar Jain & Co., Chartered Accountants, Statutory Auditors of the Target Company, having Office at C-7/130, Yamuna Vihar, Delhi - 110053, Mobile No.: +91-9212617213, Email Id: Caajayshikharjainco@gmail.com vide certificate dated March 23, 2015)

*The figure of EPS was inadvertently mentioned in the Unaudited Financial Results for quarter ended December 31st, 2014 as Rs. 0.414 instead of Rs. 0.22.

5.14 As on the date of this Draft Letter of Offer, shareholding in the Target Company before and after the Offer (assuming full acceptances in the Offer) is given in the table below:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%*	No.	%*	No.	%*
(1) Promoter Group								
a. Parties to agreement, if any					-	-	-	-
Rajendra Pal Garg	30000	1.12%	(75600)	(2.83%)				
Kiran Garg	17600	0.66%						
Heman Garg	26000	0.97%						
Dushan Garg	2000	0.07%						
b. Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1(a+b)	75600	2.83%	(75600)	(2.83%)	-	-	-	-

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%*	No.	%*	No.	%*
(2) Acquirers								
a. Main Acquirer								
Kamal Ahuja	180000	6.74%	75600	2.83%	694200	26.00%	949800	35.57%
Total 2a	180000	6.74%	75600	2.83%	694200	26.00%	949800	35.57%
b. PACs	-	-	-	-	-	-	-	-
Total 2(a+b)	180000	6.74%	75600	2.83%	694200	26.00%	949800	35.57%
(3) Parties to agreement other than (1)& (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirer & PAC)								
a) Bodies Corporate	23800	0.89%	-	-	(694200)	(26.00%)	1720200	64.43%
b) Individuals	2050771	76.81%	-	-				
c) Any Other (HUF)	339829	12.73%	-	-				
c) Non Resident Indian	-	-	-	-				
Total (4) (a+b+c+d)	2414400	90.43%	-	-	(694200)	(26.00%)	1720200	64.43%
Total No. of Shareholders in Public category (except the Sellers and Acquirer)	521							
GRAND TOTAL (1+2+3+4)	2670000	100.00%	-	-	-	-	1720200	64.43%

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 This Open Offer is pursuant to Direct Acquisition.

6.1.2 The Equity Shares of the Target Company is listed only on The Calcutta Stock Exchange Limited. The Company was also listed on the Ludhiana Stock Exchange Limited. However, SEBI vide its Order No. WTM/RKA/MRD/166/2014 dated December 30, 2014 had issued an exit order in respect of Ludhiana Stock Exchange Limited. Hence, as on date of this Draft Letter of Offer, the Target Company is listed exclusively on CSE.

6.1.3 The total trading turnover in the Equity Shares of the Target Company on the Stock Exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e. from March 01, 2014 to February 28, 2015) is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the Twelve months prior to the month of PA	Total No. of Equity Shares listed	Total Trading Turnover (as % of total Equity Shares listed)
CSE*	Nil	26,70,000	Nil

*The Company was listed on CSE with effect from July 04, 2014

6.1.4 Based on the above information, Equity Shares of Target Company are not frequently traded on the Stock Exchange within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price has been determined taking into account the parameters as set out under Regulation 8(2) of SEBI (SAST) Regulations, as under:

1	Negotiated Price under the SPA	Rs. 10 per share
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2	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA @	Rs. 10 per Share
3	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA @	Rs. 10 per Share
4	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5	Other financial Parameters	For the 9 months period ended December 2014 (Unaudited & Certified)*
a.	Return on Net Worth (%)	2.18%
b.	Book value per Share (Rs).	10.20
c.	Earnings per Share	0.22^

@ Acquisition Price of Equity Shares acquired by way of Preferential Allotment and Off Market Purchase

* Source – Unaudited and Certified Financials

^ Not Annualised

Mr. S.A.S. Tomar (Membership No. 88577) Proprietor of M/s Shivesh & Co., Chartered Accountants, having office at C-55, Sector-56, Noida, UP- 201301, Mobile No.: +91-9810248683, Email Id: shiveshas@yahoo.com, has certified, vide certificate dated March 23, 2015 the Fair Value of Equity Shares of the Target Company.

The relevant extracts of the report is stated as under:-

In the case of Hindustan Lever Employees' Union versus Hindustan Lever Limited (1995), the Hon'ble Supreme Court upheld the use of the following three bases of valuation:

- (i) the yield method;
- (ii) the net asset value method; and
- (iii) the market value method.

In case of Durgesh Merchants Limited:

- (i) **The net asset value method (NAV):** The Net Asset Value based on Unaudited Financial Statements for the 9 months period ended December 31, 2014 is Rs. 10.20 per Equity Share.
- (ii) **The yield method (Price Earning Capacity value/PECV):** For calculating the Value based on Profit Earning Capacity, average profit after tax based on the Audited Financial Statements for the financial years ended March 31, 2014, March 31, 2013 and March 31, 2012 have been considered. The average profit after tax as per audited annual accounts is Rs. 1.73 Lacs. Based on that, weighted average EPS of the Company comes out to Rs. 0.06 per Equity Share. The Profit Earning Capacity Value (PECV) of the company comes to Rs 0.32 per Equity Share after considering a capitalization rate of 20.00%, since the Company is a trading company and we have used a capitalization rate of 20.00%.
- (iii) **The market value method:** Since the Company is listed on The Calcutta Stock Exchange Limited and the trading in securities is not being carried in CSE, hence in absence of any market quotations, determination of market value of the shares of the Company by this method is not possible. Therefore the Market Price method is an inappropriate method for valuation in the present case.

Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that under certain circumstances the fair value of a Company could be assessed based on weights, we have assigned the following weights for the purpose of computing the Fair Market Value:-

Particulars	Price per shares	Weight	Amount (In Rs Per Equity Share)
NAV Method	10.20	2	20.40
PECV Method	0.32	1	0.32
Market Value Method	Not Applicable	Not Applicable	Not Applicable
Fair Value per Equity Share			6.91

We are of the opinion that based on the information as referred to hereinabove, the Value of Equity Shares of Durgesh Merchants Limited in terms of the Hon'ble Supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30), is Rs. 6.91 per Equity Share.

Conclusion:

Based on the parameters as prescribed by SEBI and the valuation as determined by using the HLL formula, we are of the opinion that the fair value per Equity Share for the purpose of the proposed open offer is Rs. 10 (Rupees Ten) per Equity Share.

- 6.1.5 In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 10/- per Equity Share as mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- 6.1.6 The relevant price parameters have not been adjusted for any corporate actions.
- 6.1.7 As on date there is no revision in Offer Price or Offer Size. In case of any revision in the open Offer Price or open Offer Size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 6.1.8 If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only at any time prior to the commencement of the last three working days before the date of commencement of the tendering period and would be notified to shareholders of the Target Company by way of announcement in all the newspapers in which this Detailed Public Statement pursuant to the Public Announcement is being made.

6.2 Financial Arrangements:

- 6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 6,94,200 (Six Lacs Ninety Four Thousand and Two Hundred Only) Equity Shares at a price of Rs. 10/- (Rupees Ten only) per Equity Share is Rs. 69,42,000 (Rupees Sixty Nine Lacs Forty Two Thousand only). ("Maximum Consideration").
- 6.2.2 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full, out of their own sources/networth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. S.A.S. Tomer (Membership No. 88577) Proprietor of M/s Shivesh & Co., Chartered Accountants, having office at C-55, Sector-56, Noida, UP - 201301, Mobile No.:+91-9810248683, Email Id: shiveshas@yahoo.com, has certified, vide certificate dated March 23, 2015 that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.
- 6.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account in the name and style of "**DML OPEN OFFER ESCROW ACCOUNT**" bearing number 000405107930, with ICICI Bank Limited, Capital Market Division, 1st floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020 (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of Rs. 17,50,000/- (Rupees Seventeen Lacs Fifty Thousand only), in cash, being more than 25% of the Maximum Consideration payable under the Offer.
- 6.2.4 The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER**7.1 Operational terms and conditions**

- 7.1.1 The Offer is not conditional and is not subject to minimum level of acceptances.
- 7.1.2 Letters of Offer will be dispatched to all the Equity Shareholders of Target Company, whose names appear in its Register of Members on Thursday, May 07, 2015, the Identified Date, except the Acquirer and Sellers.
- 7.1.3 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4 The Letter of Offer alongwith the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this Letter of Offer. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

- 7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/ orders regarding these Equity Shares are not received along with the equity shares tendered under the Offer.
- 7.2 **Locked in shares:** As on the date of this Draft Letter of Offer, 21,74,000 Equity Shares representing 81.42% fully paid up Equity Share Capital of the Target Company, allotted through Preferential Allotment made by the Board of Directors of the Target Company at their Meeting held on September 03, 2014 at a price of Rs. 10/- (Rupees Ten only) per Equity Share are locked in till December 19, 2015. The locked in shares will be acquired, subject to the continuation of the residual lock-in period in the hands of the Acquirer.
- 7.3 **Persons eligible to participate in the Offer**
All owners of Equity Shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirer and Sellers) anytime before closure of the Offer.
- 7.4 **Statutory approvals and other approvals required for the offer**
- 7.4.1 As on date, the underlying transaction requires prior approval of the Reserve Bank of India (RBI) under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014 issued under master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014. The Target Company has initiated the process and filed the requisite application with the RBI.
- 7.4.2 To the best of knowledge and belief of the Acquirer, as on the date of this Draft Letter of Offer, there are no statutory approvals and/or consent required, except that of the Reserve Bank of India as stated above, to acquire the equity shares tendered pursuant to this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- 7.4.3 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- 7.4.4 Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the Open Offer within 10 working days from the date of Closure of the Tendering Period.
- 7.4.5 In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirer agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.4.6 If any of the statutory approval set out above, are not met for reasons outside the reasonable control of the Acquirer, or in the event the statutory approvals are refused, the Acquirer, in terms of Regulation 23 of SEBI (SAST) Regulations, shall have a right to withdraw this Offer. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS is published and such announcement will also be sent to SEBI, the Stock Exchanges and the Target Company at its Registered Office.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Courier as specified below, both in case of Equity Shares in physical and dematerialized form:

Name and Address of the Collection Centre	Working days and timings	Mode of delivery
Skyline Financial Services Private Limited, D-153 A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 (Unit: Durgesh Merchants Limited) Contact person: Mr. Virender Rana Ph No: + 91-11- 26812682-83 Fax No: +91-11-26812683	During the Business Hours from Monday to Saturday	Registered Post/ Courier/ Hand Delivery

Please note that shares and other relevant documents that are required to be submitted pursuant to the offer should not be sent to Manager to the Offer, Acquirer or the Target company.

- 8.2 Shareholders who hold Equity Shares of the Target Company in physical form and wish to tender their Equity Share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum Acknowledgement, original Share Certificate(s), Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, June 03, 2015.
- 8.3 The Registrar to the Offer, M/s Skyline Financial Services Private Limited has opened a Depository Escrow Account with National Securities Depository Ltd. ("NSDL") for receiving Equity Shares during the offer from eligible shareholders who hold Equity Shares in demat form.
- 8.4 Shareholders holding Equity Shares in dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, June 03, 2015, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "SKYLINE-DML-OPEN OFFER-ESCROW DEMAT ACCOUNT" (Depository Escrow Account) filled in as per the instructions given below:

DP Name	K K Securities Limited
DP ID	IN300468
Client ID	10089830
Depository	National Securities Depository Ltd. (NSDL)

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.

- 8.5 Unregistered owners or shareholders who have not received the Letter of Offer may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. No Indemnity is required from the unregistered owners. A copy of the Letter of Offer (including Form of Acceptance cum acknowledgment) will be available on SEBI's website (www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the said website.
- 8.6 In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the Equity Shares who have sent the Equity Shares to the Target Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such Equity Shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with Target Company), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, June 03, 2015. Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.
- 8.7 In case of shareholders who have not received the Letter of Offer and holding Equity Shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, Depository name, Depository I.D., Client name, Client I.D., number of Equity Shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 8.4 above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, June 03, 2015. Such Equity Shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing.
- 8.8 Shareholders who have sent their Equity Shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, June 03, 2015, else the application would be rejected.
- 8.9 No indemnity is needed from unregistered shareholders.
- 8.10 Where the number of Equity Shares offered for sale by the shareholders are more than the Equity Shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the

entire holding, if it is less than the marketable lot. The marketable lot of Target Company is 1{One} Equity Share for shares held in demat mode and 100 {Hundred} Equity Shares for shares held in physical mode.

- 8.11 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 8.12 The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Such payments through account payee cheques/demand drafts, will be made by registered post at the registered shareholders/unregistered owners' sole risk to the sole/first shareholder/unregistered owner.
- 8.13 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered shareholders/unregistered owners' sole risk to the sole/first shareholder/ unregistered owner. Equity Shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- 8.14 The Registrar to the Offer will hold in trust the Equity Shares and Share Certificate(s), Equity Shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/drafts for the consideration and/or the unaccepted Equity Shares/Share Certificates are dispatched/returned.
- 8.15 It may be noted that the Equity Shareholders who have tendered shares in acceptance of the Offer shall not be entitled to withdraw such acceptance during the tendering period.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at B- 206, Okhla Industrial Area, Phase-I, New Delhi- 110020 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- a) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- b) Certificate dated March 23, 2015 issued by Mr. S.A.S. Tomar (Membership No. 88577) Proprietor of M/s Shivesh & Co., Chartered Accountants, certifying the net worth of Mr. Kamal Ahuja.
- c) Certificate dated March 23, 2015 issued by Mr. S.A.S. Tomar (Membership No. 88577) Proprietor of M/s Shivesh & Co., Chartered Accountants, confirming that the Acquirer have adequate financial resources available for meeting its obligations under the Open Offer.
- d) Audited Financials of the Target Company for the years ended March 31, 2012, 2013, 2014 and Un-audited financial results for Nine months period ended December 31, 2014.
- e) Certificate dated March 23, 2015 issued by Mr. Ajay Kumar Jain (Membership No. 097094) Proprietor of M/s Ajay Shikhar Jain & Co., Chartered Accountants, certifying the financial data of the Target Company based on Un-audited results for the 9 (Nine) months period ended December 31, 2014 and Audited financials for the years ended March 31, 2014, 2013 and 2012.
- f) Copy of Escrow Agreement entered between Mr. Kamal Ahuja (referred to as the "Acquirer"), Sobhagya Capital Options Limited (the "Manager to the Offer") and ICICI Bank Limited ("Escrow Bank").
- g) Letter from ICICI Bank Limited confirming the cash deposit of Rs. 17,50,000/- (Rupees Seventeen Lacs Fifty Thousand only) in the Escrow Account with a lien marked in favour of the Manager to the Offer.
- h) Copy of Agreement between the Acquirer and the Registrar to the Offer for the purpose of the Offer.
- i) Copy of Client Master for opening a Special Depository Account for the purpose of the Offer.
- j) Copy of Memorandum of Understanding dated March 23, 2015 between the Acquirer and Manager to the Offer.
- k) Copy of the PA dated March 23, 2015, the DPS dated March 27, 2015, and all other notices (including corrigenda released, if any) in connection with the Offer.
- l) Published Copy of the Offer Opening Public Announcement published by the Manager to the Offer on behalf of the Acquirer on [●].
- m) Published Copy of the recommendation made by the Committee of the Independent Directors of the Target Company.
- n) Copy of the letter from SEBI dated [●] containing its comments on the Draft Letter of Offer.

10. DECLARATION BY THE ACQUIRER

The Acquirer, accepts full responsibility for the information contained in this Draft Letter of Offer, including the Form of Acceptance cum Acknowledgement and also for ensuring the compliance with the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereto.

The Acquirer having made all reasonable inquiries, accept full responsibility and confirms that this Draft Letter of Offer is in compliance with the SEBI (SAST) Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Draft Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person(s) signing this Letter of Offer is the Acquirer.

(Kamal Ahuja)

Date: April 07, 2015

Place: New Delhi

Encl.:

- 1) Form of Acceptance-cum-Acknowledgement
- 2) Blank Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	:	THURSDAY, MAY 21, 2015
OFFER CLOSING ON	:	WEDNESDAY, JUNE 03, 2015
Please read the Instructions overleaf before filling-in this Form of Acceptance		
FOR OFFICE USE ONLY		
Acceptance Number		
Number of equity shares Offered		
Number of equity shares accepted		
Purchase consideration (Rs.)		
Cheque/Demand Draft/Pay Order No.		

From:

Tel. No.: Fax No.: Email:

To,
Skyline Financial Services Private Limited
(Unit: Durgesh Merchants Limited)
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020

Dear Sir,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S DURGESH MERCHANTS LIMITED (TARGET/TARGET COMPANY/DML) BY MR. KAMAL AHUJA (HEREINAFTER REFERRED TO AS "THE ACQUIRER") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

I / we, refer to the Letter of Offer dated [●], 2015 for acquiring the equity shares held by me / us in **Durgesh Merchants Limited**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to the Acquirer the following equity shares in the Target Company held by me/ us at a price of Rs. 10/- (Rupees Ten Only) per fully paid-up equity share.

For shares held in physical form

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No..... Number of share certificates attached..... Representing Equity Shares				
Number of Equity Shares held in Target Company			Number of equity shares Offered	
In figures		In words	In figures	In words
Sr. No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares
		From	To	
1				
2				
3				
Total No. of Equity Shares				

For shares held in Demat form:

2. I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction Slip in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares
DP Name	: K K SECURITIES LIMITED			
ID	: IN300468			
Client ID	: 10089830			
Depository	: National Securities Depository Ltd. (NSDL)			
Depository Escrow Account	: "SKYLINE-DML-OPEN OFFER-ESCROW DEMAT ACCOUNT"			

GENERAL

3. I/We confirm that the Equity Shares of the Target Company which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
4. I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, Equity Share in respect of which the Offer is not found / not accepted, specifying the reason thereof.
5. My/Our execution of this Form of Acceptance shall constitute my / our warranty that the Equity Shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these Equity Shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
6. I/We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
7. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
8. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my/ our agreeing to sell the said equity shares.
9. I/We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with the Target Company:

Name and complete address of the Sole/ First holder(in case of member(s), address as registered with the Target Company:

Place:.....

Date.....

Tel. No(s):.....

Fax No.:.....

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

Bank Account No.

Type of Account:

(Savings /Current /Other (please specify)

Name of the Bank:

Name of the Branch and Address:

MICR Code of Bank.....

IFSC Code of Bank.....

The Permanent Account Number (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4. **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Equity Shareholder of the Target Company.
 - II. Shareholders of the Target Company to whom this Offer is being made, are free to Offer his / her / their shareholding in the Target Company for sale to the Acquirer, in whole or part, while tendering his / her / their Equity Shares in the Offer.

**ACKNOWLEDGEMENT
SLIP**

**SHARES IN PHYSICAL
FORM**

OPEN OFFER TO THE SHAREHOLDERS OF M/S DURGESH MERCHANTS LIMITED (TARGET/TARGET COMPANY/DML) BY MR. KAMAL AHUJA (HEREINAFTER REFERRED TO AS "THE ACQUIRER") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Received from

Mr./Ms.....

Ledger Folio No..... Number of certificates enclosed..... under the Letter of Offer dated, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos. From	No. of Equity Shares To
1.			
2.			
3.			
Total no. of Equity Shares			

Authorised Signatory

Stamp

Date

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Skyline Financial Services Private Limited,

(Unit: Durgesh Merchants Limited)

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020

Contact person: Mr. Virender Rana

Ph No: + 91-11- 26812682-83

Fax No: +91-11-26812683

E-mail: viren@skylinerta.com

SEBI Regn. No.: INR000003241

TEAR HERE

**ACKNOWLEDGEMENT
SLIP**

SHARES IN DEMATERIALISED FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S DURGESH MERCHANTS LIMITED (TARGET/TARGET COMPANY/DML) BY MR. KAMAL AHUJA (HEREINAFTER REFERRED TO AS "THE ACQUIRER") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Received from Mr. / Ms.

I / We, holding Equity Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares
DP Name	: K K SECURITIES LIMITED			
ID	: IN300468			
Client ID	: 10089830			
Depository	: National Securities Depository Ltd. (NSDL)			
Depository Escrow Account	: "SKYLINE-DML-OPEN OFFER-ESCROW DEMAT ACCOUNT"			

Authorised Signatory
Date:

Stamp

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Skyline Financial Services Private Limited,
(Unit: Durgesh Merchants Limited)
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020
Contact person: Mr. Virender Rana
Ph No: + 91-11- 26812682-83
Fax No: +91-11-26812683
E-mail: viren@skylinert.com
SEBI Regn. No.: INR000003241