LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer ("**LOF**") is sent to you as a shareholder(s) of Suryakrupa Finance Limited. If you require any clarifications about the action to be taken, you may consult your Stockbroker or Investment Consultant or Manager / Registrar to the Offer. In case you have recently sold your equity shares in the Company, please hand over this LOF and the accompanying Form of Acceptance-cum-Acknowledgement ("**FOA**") and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OFFER")

This Offer is being made pursuant to **Regulation 3(1) and 4** of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**the Regulations**") for the acquisition of **2,60,000** fully paid-up equity shares of ₹10/- each, representing **26%** of the fully paid-up equity share capital and voting capital (**"the Offer Size"**) at **₹4.00** (Rupees Four Only) per fully paid-up equity share ("**the Offer Price**") payable in **Cash**

BY

Mr. Maulin Bhavesh Acharya, Address: Plot No 267, Ward 12/B, Gandhidham - 370201, Gujarat (**"Acquirer 1"**)
Mr. Narendrasinh D. Rana Address: Plot No.-110, Sector-4, Gandhidham - 370201, Gujarat (**"Acquirer 2"**) and
Mr. Ashok Kumar Dudi, Address: Plot No. 265, Near Swaminarayan Gurukul, Ward -10A, Gandhidham - 370201, Gujarat (**"Acquirer 3"**)
All the three acquirers mentioned-above are jointly referred to as ("**the Acquirers**")
Tel. No. +91-2836-231569; Fax No. +91-2836-225168
Email: maulinbacharya@gmail.com; narendrasinhrana1810@gmail.com and ashokdudi1971@gmail.com

FROM THE EQUITY SHAREHOLDERS OF

Suryakrupa Finance Limited (**"SFL" or "the Target Company"**)
(Corporate Identification Number: L99999MH1986PLC041487)
Registered Office: 8A, Kapoor Building, Behind Canara Bank, JP Road, Andheri (W), Mumbai – 400 056, Maharashtra.
Tel. No. +91-22-64646411; Email: suryakrupafinance@gmail.com; Web: www.suryakrupafinance.in

ATTENTION

1. There are no Persons Acting in Concerts ("**PACs**") with the Acquirers within the meaning of Regulation 2(1)(q)(1) of the Regulations.
2. This Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19 of the Regulations nor it is a competing offer in terms of the Regulation 20 of the Regulations.
3. As on the date of this DLOF, to the best of the knowledge of the Acquirers, there are no statutory or other approvals which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirers will make the necessary application for such approvals.
4. If there is any upward revision in the Offer Price by the Acquirers upto three working days prior to the commencement of the Tendering Period or in the case of withdrawal of the Offer, the same would be informed by way of Offer Opening Public Announcement / Corrigendum in the same newspapers where the original DPS is appeared. Such revision in the Offer Price would be payable by the Acquirers for all the equity shares validly tendered anytime during the Tendering Period.
5. **There are no competing offers to this Offer.**
6. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including Form of Acceptance-cum- Acknowledgement) are / will be available on Securities Exchange Board of India ("**SEBI**") website: www.sebi.gov.in

MANAGER TO THE OFFER		**REGISTRAR TO THE OFFER**	
SYSTEMATIX GROUP Investments Re-defined	**Systematix Corporate Services Limited** SEBI Registration No. INM 000004224 The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G - Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai – 400 051. Tel. No: +91-22-6704 8000 Fax No. +91-22-6704 8022 Email: investor@systematixgroup.in Website: www.systematixgroup.in **Contact Person: Amit Kumar**		**System Support Services** SEBI Registration No. INR000001385 209, Shivai Industrial Estate, Near Logitech Park, 89, Andheri-Kurla Road; Sakinaka, Andheri (East), Mumbai - 400 072. Tel. No. +91-22-28500835 Fax No. +91-22-28501438 Email: sysss72@yahoo.com / zoebsss@hotmail.com Website: www.sysss.com **Contact Person: Mahendra Mehta / Zoeb Sutarwala**
OFFER / TENDERING PERIOD ("TP")			
STARTS ON: AUGUST27, 2014 (WEDNESDAY)		**CLOSES ON: SEPTEMBER 10, 2014 (WEDNESDAY)**	

SCHEDULE OF ACTIVITIES

ACTIVITY	DATE	DAY	REVISED DATE	REVISED DAY
Date of the Public Announcement (PA)	June 20, 2014	Friday	June 20, 2014	Friday
Date of the Detailed Public Statement (DPS)	June 27, 2014	Friday	June 27, 2014	Friday
Last date of filing Draft Letter of Offer (DLOF) with SEBI	July 4, 2014	Friday	July 4, 2014	Friday
Last date for a Competitive Bid / Offer	July 18, 2014	Friday	July 18, 2014	Friday
Identified Date*	July 30, 2014	Wednesday	August 11, 2014	Monday
Date by which LOF to be posted to the equity shareholders of the Target Company	August 6, 2014	Wednesday	August 20, 2014	Wednesday
Last date for upward revision of the Offer Price or any increase in the Offer Size	August 8, 2014	Friday	August 22, 2014	Friday
Last date for public announcement by the Independent Directors committee of the Target Company on the Offer	August 11, 2014	Monday	August 25, 2014	Monday
Offer Opening Public Announcement	August 12, 2014	Tuesday	August 26, 2014	Tuesday
Date of Opening of the Tendering Period (TP) / Offer	August 13, 2014	Wednesday	August 27, 2014	Wednesday
Date of Closure of the Tendering Period (TP) / Offer	August 28, 2014	Thursday	September 10, 2014	Wednesday
Last date for communicating the rejection /acceptance; Completion of payment of consideration or refund to the shareholders	September 12, 2014	Friday	September 24, 2014	Wednesday
Date of releasing Post-Offer Public Announcement (Post PA)	September 19, 2014	Friday	October 1, 2014	Wednesday

***IDENTIFIED DATE**

Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the LOF would be sent. All the owners (registered or unregistered) of equity shares of Target Company, (except the Acquirers and the Sellers) anytime before the closure of the TP, are eligible to participate in the Offer.

Note: Duly Signed FOA and Transfer Deed(s) together with share certificate(s) in case of physical shares and duly signed FOA and delivery instruction slip in case of dematerialized shares should be dispatched by Registered Post / Courier or hand delivered to **M/s. System Support Services** (**"the Registrar to the Offer"**) to arrive not later than 17:00 hours on or before September 10, 2014 i.e. before closure of the TP.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertaining to the Offer and are not in relation to the present or future business operations of the Target Company or 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 the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

1. The Offer involves an offer to acquire up to 26% of the fully paid-up equity share capital and voting capital of Target Company from the Eligible Persons. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis as per the Regulations and hence there is no certainty that all the equity shares tendered by the shareholders in the Offer will be accepted.

2. In the event that (a) any statutory and regulatory approvals are not received in a timely manner, (b) there is any litigation leading to a "stay" on the Offer, or (c) SEBI instructing the Acquirers not to proceed with the Offer then the Offer process may be delayed beyond the schedule of activities indicated in this DLOF.

3. Consequently, the payment of consideration to the shareholders of Target Company whose equity share(s) have been accepted in the Offer as well as the return of equity share(s) not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders, as may be specified by SEBI.

4. Shareholders should note that equity shares once tendered through "Form of Acceptance-cum-Acknowledgement" ("**FOA**") in the Offer, such shareholders will not be entitled to withdraw such acceptances.

5. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirers, and wherever applicable, by the Target Company, in connection with the Offer. In terms of Regulation 23(1)(a) of the Regulations, the Acquirers may not be able to proceed with the Offer in the event the approvals are not received. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

6. The equity shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of SFL. Accordingly, the Acquirers make no assurance with respect to the market price of the equity shares both during the Offer Period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by any shareholder of SFL on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRERS

1. The Acquirers make no assurance with respect to the financial performance of the Target Company. The Acquirers also make no assurance with respect to the market price of the equity shares upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

2. The Acquirers do not accept any responsibility for statements made otherwise than in the DLOF / Detailed Public Statement (DPS) and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its / their own risk.

C. RISK IN THE TRANSACTION

The Offer contains a clause that it is subject to the provisions of the Regulations and in case of non-compliance with any of the provisions of the Regulations; the Acquirers shall not act upon the acquisition of equity shares under the Offer.

CURRENCY OF PRESENTATION

In this DLOF, all references to "Rs."/"₹" are to the reference of Indian National Rupee(s) ("**INR**"). Throughout this DLOF, all figures have been expressed in "Lac" unless otherwise specifically stated. In this DLOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and / or regrouping.

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ABBREVIATIONS / DEFINITIONS

The following abbreviations / definitions apply throughout this document, unless the context requires otherwise:

PARTICULARS	DETAILS / DEFINITIONS
Acquirers	Mr. Maulin Bhavesh Acharya or Acquirer 1, Mr. Narendrasinh D. Rana or Acquirer 2 and Mr. Ashok Kumar Dudi or Acquirer 3
AOA	Articles of Association
ASE	Ahmedabad Stock Exchange Limited, Ahmedabad (Gujarat)
B.Com	Bachelor of Commerce
B.E.	Bachelor of Engineering
BSE	BSE Limited, Mumbai (Maharashtra) formerly known as Bombay Stock Exchange Limited
Cash Escrow Account	Account is opened vide Agreement dated June 20, 2014 between the Acquirers, the Escrow Bank and the Manager to the Open Offer for depositing minimum consideration payable to the shareholders under the Offer
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act	The Companies Act, 1956 or The Companies Act, 2013 as amended or modified from time to time
Commencement of TP	August 27, 2014 (Wednesday) i.e. Offer Opening Date
Closure of the TP	September 10, 2014 (Wednesday) i.e. Offer Closing Date
DIN	Director Identification Number
DLOF	Draft Letter of Offer dated July 2, 2014
DP	Depository Participant
DPS	Detailed Public Statement relating to the Offer published on June 27, 2014
Eligible Persons	All the Shareholders of SFL (registered and unregistered) who own the equity shares at any time prior to the closure of the TP except the Acquirers and the Sellers
Escrow Agreement	Escrow Agreement dated June 20, 2014 between the Acquirers, Escrow Bank and Manager to the Offer
Escrow Bank	IndusInd Bank Limited, Fort, Branch, Mumbai – 400 001, Maharashtra.
EPS	Earnings Per Share = Profit after Tax / Total no. of outstanding equity shares
FEMA	Foreign Exchange Management Act, 1999
FIIs	Foreign Institutional Investors
Form of Acceptance / FOA	The application-cum-acknowledgement form which is enclosed with this LOF for accepting the Offer
FY	Financial Year
GIR	General Index Register
Identified Date	August 11, 2014 (Monday); the date for the purpose of determining the names of the shareholders to whom the LOF would be sent
Income Tax Act / I.T.	Income Tax Act, 1961
IFSC	Indian Financial System Code
ISIN	International Securities Identification Number
Letter of Offer	Letter of Offer dated August 12, 2014
Listing Agreement	Listing Agreement with the stock exchanges in India, as amended from time to time
Manager to the Offer	Systematix Corporate Services Limited, Mumbai
MICR	Magnetic Ink Character Recognition
MOA	Memorandum of Association
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Negotiated Price	₹4/- (Rupees Four only) per fully paid-up equity share of face value of ₹10/- each of SFL
NRI(s)	Non-Resident Indian(s) and persons of Indian origin residing abroad
No.	Number
NSDL	National Securities Depository Limited
OCBs	Overseas Corporate Bodies

Offer / Open Offer	Cash Offer for the acquisition of 2,60,000 fully paid-up equity share capital from the shareholders of the Target Company by the Acquirers
Offer Period	Period between the date of entering into an agreement, formal or informal, to acquire equity shares, voting rights in, or control over a Target Company requiring a PA, or the date of the PA, as the case may be and the date on which the payment of consideration to shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be
Offer Price	₹4.00/- (Rupees Four only) for each fully paid-up equity share capital payable in cash to the shareholders
Offer Size / Open Offer Equity Shares	2,60,000 equity shares of the face value of ₹10/- each representing 26% of the fully paid-up equity share and voting capital of Target Company
PAC / Person Acting in Concert	Persons who, with a common objective or purpose of acquisition of equity shares or voting rights in, or exercising control over a Target Company
Parties to the Agreement	The Sellers and the Acquirers who entered into SPA dated June 20, 2014
POA	Power of Attorney
Public Announcement / PA	First announcement of the Offer made on behalf of the Acquirers to BSE on June 20, 2014 and subsequently to SEBI and Target Company on the same date
Promoters / Promoter Group	Promoters or members of Promoter Group of Suryakrupa Finance Limited unless it is specified
RBI	Reserve Bank of India
Registrar to the Offer	System Support Services, Mumbai
Regulations	SEBI (SAST) Regulations, 2011 as amended till date
Rs. / Rupee(s) / INR / ₹	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended or modified from time to time
SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and subsequent amendments thereto.
Sellers or Promoters & Promoter Group of SFL	Collectively, Mr. Chetan R. Joshi, Mr. Dipesh R. Joshi, Mr. Sanjiv R. Joshi, Ms. Vinita R. Joshi, Mr. Raminklal K. Joshi, Mrs. Meena R. Khandelwal, Mr. Omnarayan M. Khandelwal, Mrs. Premlata O. Khandelwal and Mr. Vijay M. Khandelwal
Share(s)/equity share(s)	Equity share(s) of the Target Company unless it is specified
Shareholders/Equity Shareholders	Shareholders of the Target Company except the Acquirers and the Sellers unless it is specified
Sl. No.	Serial Number
SPA / the Agreement	Share Purchase Agreement dated June 20, 2014 amongst the Acquirers and the Sellers
Special Depository Account	A special depository account named "Suryakrupa Finance Limited – Open Offer – Operated by System Support Services" opened with Sunteck Wealthmax Capital Pvt. Ltd. by the Registrar to the Offer
Stock Exchange	BSE Limited, Mumbai
Target Company / SFL	Suryakrupa Finance Limited, Mumbai, Maharashtra
TDS	Tax Deduction at Source
Tendering Period / TP	Period of 10 working days within which Shareholders of Target Company may tender their equity shares in acceptance to the Offer
TRC	Tax Residence Certificate
Working Day(s)	Working days of SEBI

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DLOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DLOF 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 SURYAKRUPA FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DLOF. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DLOF, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SYSTEMATIX CORPORATE SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 2, 2014 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DLOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

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2. DETAILS OF THE OFFER

2.1. BACKGROUND OF THE OFFER

2.1.1. The Offer is a "Mandatory Offer" under the Regulation 3(1) and 4 of the Regulations being made jointly by the Acquirers to the equity shareholders of SFL for substantial acquisition of equity shares and voting rights accompanied with change in control of SFL.

2.1.2. As on date of this DLOF, the Acquirers jointly hold 1,52,750 fully paid-up equity shares aggregating to 15.28% of the fully paid-up equity share and voting capital of the Target Company. The equity shares were acquired by the Acquirers at a price of ₹4/- per fully paid-up equity share by way of off-market purchase on February 3, 2014.

2.1.3. The Acquirers have entered into the Share Purchase Agreement ("**SPA**" or "**the Agreement**") dated June 20, 2014 with the members of the promoters & promoter group of the Target Company (hereinafter collectively referred to as "**the Sellers**" and individually as "**Seller**") for the acquisition of **1,43,900** fully paid-up equity shares ("**Sale Shares**") of ₹10/- each representing **14.39%** of the fully paid-up and voting capital of the Target Company at a price of ₹4.00/- per equity share.

2.1.4. Some of the salient features of the SPA are as follow:

2.1.4.1. The sellers agreed to sell 1,43,900 (14.39%) fully paid equity shares of ₹10/- each at a price of ₹4.00/- (Rupees Four only) per fully paid-up equity share of the Target Company to the Acquirers. The consideration is paid by the Acquirers to the Sellers per fully paid-up equity share is the "Negotiated Price" between the Acquirers and the Sellers.

2.1.4.2. The Sellers recognise that the sale of Sale Shares is the subject matter of SEBI (SAST) Regulations, 2011 and accordingly the Sellers will transfer the Sale Shares only after due compliance with the Regulations by the Acquirers.

2.1.4.3. The Sale Shares held by the Sellers are and shall be free from all lien, claim, pledge, charge, mortgage and encumbrance. The Sellers have a controlling stake in the Target Company and constitutes in the promoters & promoter group within the meaning of the Regulations issued by SEBI.

2.1.4.4. The Acquirers and the Sellers agree that in the event of non-compliance of any of the provisions of the Regulations pursuant to the execution of the Agreement, this Agreement shall not be acted upon by any of them.

2.1.4.5. In case the Sellers do not fulfil the conditions precedent specified in Clause 3 of the Agreement within 30 (thirty) days from the date of execution or such extended period as may be mutually agreed upon in writing by the parties or in case of any material misrepresentation by the Sellers or the Acquirers find there is a material discrepancy in the accounts of the Company or in the case of any material breach of any undertaking or covenant by the Sellers, the Acquirers may, at their option, by notice in writing to the Sellers terminate this agreement and such termination shall be binding on the Sellers.

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2.1.5. List and details of selling shareholders / members of promoters & promoter group alongwith their respective holdings:

Name of the Acquirers	Name and address of the Sellers / Promoters & Promoters Group of SFL	Details of equity shares / voting rights held by the Selling Shareholders prior to the SPA (underlying transaction)	
		Number of shares	% of total fully paid-up share and voting capital
Mr. Maulin Bhavesh Acharya	Mr. Omnarayan M. Khandelwal*	22,500	2.25
	Mr. Sanjiv R. Joshi^	20,000	2.00
	Mr. Vijay O. Khandelwal*	15,000	1.50
	Mr. Dipesh R. Joshi^	14,000	1.40
	Sub Total 1	**71,500**	**7.15**
Mr. Narendrasinh D. Rana	Ms. Vinita R. Joshi^	20,000	2.00
	Mr. Chetan R. Joshi^	10,500	1.05
	Mrs. Meena R. Khandelwal*	5,700	0.57
	Sub Total 2	**36,200**	**3.62**
Mr. Ashok Kumar Dudi	Mrs. Premlata O. Khandelwal*	20,000	2.00
	Mr. Ramniklal K. Joshi^	11,900	1.19
	Mrs. Meena R. Khandelwal*	4,300	0.43
	Sub Total 3	**36,200**	**3.62**
	Grand Total (1+2+3)	**1,43,900**	**14.39**

Note: All the above Sellers belong to promoters & promoter group of the Target Company. After the underlying transaction in terms of the SPA, their respective holding in the Target Company would become zero.

*These Sellers reside at 17/6, Sumeet Building, J. B. Nagar, Andheri (E), Mumbai 400059, Maharashtra and Mr. Vijay O. Khandelwal who resides at 207, Dhanalaxmi Apartment, Upper Govind Nagar, Malad (E), Mumbai 400097, Maharashtra for himself and also representing these Sellers (*) through Power of Attorney dated June 19, 2014.

^These Sellers reside at B-32, Padma Shree Building, Eksar Road, Borivali (W), Mumbai 400092, Maharashtra and Mr. Sanjiv R. Joshi for himself and also representing these Sellers (^) through Power of Attorney dated June 19, 2014.

2.1.6. Apart from the consideration of ₹4.00/- per fully paid-up equity share, no other compensation, directly or indirectly, is payable to the Sellers under the SPA or otherwise. The total consideration under the SPA is paid in cash.

2.1.7. This Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

2.1.8. Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition alongwith the management control; the PA was submitted with BSE June 20, 2014 in compliance with Regulation 13(1) of the Regulations by the Acquirers. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

2.1.9. There are no Persons Acting in Concert ("**PACs**") with the Acquirers within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Offer.

2.1.10. The Acquirers do not have any other interest and relationship with the Target Company except as the shareholders of SFL. The Acquirers have been jointly holding 1,52,750 equity shares (15.28%) in the Target Company before the date of the PA. These equity shares have been acquired by the Acquirers on February 3, 2014 at a price of ₹4.00/- per equity shares.

2.1.11. The Offer Price of ₹4.00/- each for every fully paid-up equity share of the Target Company is payable in "Cash" in accordance with Regulation 9(1)(a) of the Regulations.

2.1.12. The Acquirers and the Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

2.1.13. Acquirer 1, Acquirer 2 and Acquirer 3 will accept the open offer equity shares (2,60,000 equity shares) in the ratio of 2:1:1 respectively. Further, any additional equity share which is left after dividing it in the said ratio would be acquired by Acquirer 1.

2.1.14. The Acquirers intend to reconstitute the Board of Directors of the Target Company subsequent to the completion of this Offer in accordance with the Regulations, by appointing persons nominated by the Acquirers as additional director on the board of the Target Company. As on date of the DLOF, the Acquirers have not decided on the name of persons who may be appointed on the Board the Target Company.

2.1.15. As per Regulation 26(6) of the Regulations, the Board of Directors of the Target Company has constituted a committee of Independent Directors on July 16, 2014 to provide their written reasoned recommendation on the Offer to the Shareholders of the Target Company. The said committee has given its recommendations at its meeting held on August 9, 2014 and that recommendations will be published at least two working days before the commencement of the TP in the same newspapers where the DPS related to the Offer was published in compliance with Regulation 26(7) of the Regulations.

2.2. DETAILS OF THE PROPOSED OFFER

2.2.1. The Acquirers have released the DPS on June 27, 2014 which appeared in the following newspapers:

Sl. No.	Newspapers	Language	Editions
1.	The Financial Express	English	All India Editions
2.	Jansatta	Hindi	All India Editions
3.	Mumbai Lakshdeep	Marathi	Mumbai Edition

A copy of the PA and the DPS are also available on the SEBI website: www.sebi.gov.in

2.2.2. The Acquirers have made the Offer in accordance with the Regulation 3(1) and 4 of the Regulations vide the PA dated June 20, 2014 to all the Shareholders of the Target Company for the acquisition of 2,60,000 (Two Lac and Sixty Thousand only) fully paid-up equity shares of the face value of ₹10/- each representing 26% of the fully paid-up share capital and voting capital of the Target Company at the Offer Price of ₹4.00/- (Rupees Four Only) per fully paid-up equity share payable in "Cash" and subject to the terms and conditions set out in the DPS and this DLOF.

2.2.3. The Offer is being made to all the Shareholders of the Target Company. The equity shares of the Target Company under the Offer will be acquired by the Acquirers as fully paid-up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

2.2.4. The Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Regulations nor it is a competing offer in terms of Regulation 20 of the Regulations. Further, no competing offer has been made from the date of the PA till the date of this DLOF. Also, there is no differential pricing in this Offer as all the equity shares of the Target Company are fully paid-up.

2.2.5. The Acquirers have not acquired any equity shares of Target Company after the date of PA till the date of this DLOF. Further, the Acquirers undertake that if they acquire any equity shares in the Target Company during the Offer Period, they will inform the BSE and the Target Company within 24 hours of such acquisitions.

2.2.6. The Offer (assuming full acceptances) will not result in the public shareholding to fall below 25% of its outstanding equity share capital of the Target Company in terms of Clause 40A of the Listing Agreement read with Rule 19A(1) of the Securities Contracts (Regulations) Rules, 1957. Hence, the provisions of Regulation 7(4) of the Regulations are not applicable.

2.3. OBJECT OF THE ACQUISITION / OFFER

2.3.1. The Acquirers' objective and intent for acquiring substantial stake and control of the Target Company is primarily to revive the business and to strengthen the competence of the Target Company with their experience and expertise. The acquisition of the Sale Shares by the Acquirers is to capitalize on the favourable long term growth prospects of the Target Company. However, no firm decision in this regard has been taken or proposed so far.

2.3.2. The Acquirers intend to seek a reconstitution of Board of Directors of the Target Company after successful completion of this Offer. However, no firm decision in this regard has been taken or proposed so far.

2.3.3. The Acquirers also do not intend to delist the equity shares of the Target Company in the next two years from the stock exchange where the equity shares are listed.

2.3.4. In terms of Regulation 25(2) of the Regulations, the Acquirers do not currently have any intention to alienate, restructure, dispose off or otherwise encumber any assets of Target Company in the succeeding two years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the shareholders of Target Company through a special resolution, passed by way of postal ballot, the Acquirers undertake that it will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of Target Company other than in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company.

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3. BACKGROUND OF THE ACQUIRERS

3.1. Mr. Maulin Bhavesh Acharya ("Acquirer 1")

3.1.1. Acquirer 1 is a 42 year old Indian national resides at Plot No 267, Ward 12/B, Gandhidham-370201, Gujarat and qualified as B.E. (Civil). Tel. No. +91-2836-231569; Fax No. +91-2836-225168; Email: maulinbacharya@gmail.com. Acquirer 1 is an entrepreneur and experienced in the fields of onshore shipping, logistics, international trade, hospitality and real estate industry in Kutch District of Gujarat for the past 17 years.

3.1.2. Networth of Acquirer 1 as on February 28, 2014 is ₹2,38,99,946 (Rupees Two Crore Thirty-Eight Lac Ninety-Nine Thousand Nine Hundred and Forty-Six only) as certified by Mr. Arun Kothari(Membership No. 107057), Partner of M/s. Lahoti & Lahoti, Chartered Accountants (Firm Registration No. 112076W), having their office located at "Akshat House", Plot No. 220, Sector 1-A, Gandhidham (Kutch) - 370201, Gujarat; Tel. No. +91-2836-226699; Fax No. +91-2836-225386; Email: arun@lahotiandlahoti.com; vide certificate dated March 15, 2014.

3.1.3. Acquirer 1 has acquired 77,600 equity shares (7.76%) of the Target Company on February 3, 2014 @ ₹4.00/- per equity share through off-market mode from the following persons in compliance with the Regulations:

Name of the Sellers	**Details of equity shares / voting rights held by the Selling Shareholders**	
	Number of shares	**% of total fully paid-up share and voting capital**
Natwarlal K. Kawa HUF	10,000	1.00
Sarojben Shambhulal Joshi	10,000	1.00
Rashmi Nimesh Joshi	10,000	1.00
Bharti Mukesh Sampat	10,000	1.00
Mukesh Chatrabhuj Sampat	10,000	1.00
Narendra Chhaganlal Solanki	10,000	1.00
Poonam Narendra Solanki	10,000	1.00
Rajabhai Laljibhai Thumar	7,600	0.76
Total	**77,600**	**7.76**

3.1.4. Acquirer 1 does not hold any positions in any listed companies. However, Acquirer 1 is acting as a whole-time director in a company named Ras Infraport Private Limited.

3.1.5. All the Acquirers are on the Board of "Regal Shipping Private Limited" but none of the Acquirers is on the Board of the Target Company. Also, there is no blood relation amongst the Acquirers.

3.1.6. Acquirer 1 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act, 1992 as amended ("**the SEBI Act**").

3.1.7. Acquirer 1 undertakes that it will not sell the equity shares of the Target Company held by it during the Offer Period in terms of Regulation 25(4) of the Regulations.

3.1.8. Acquirer 1 undertakes that it will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the TP and until the closure of the TP as per the Regulation 18(6) of the Regulations.

3.2. Mr. Narendrasinh D. Rana ("Acquirer 2")

3.2.1. Acquirer 2 is a 39 year old Indian national resides at Plot No. 110, Sector-4, Gandhidham-370201, Gujarat and qualified as B.Com. Tel. No. +91-2836-231569; Fax No. +91-2836-225168; Email: narendrasinhrana1810@gmail.com. Acquirer 2 has been in the fields of transportation and logistics for the past 16 years.

3.2.2. Networth of Acquirer 2 as on February 28, 2014 is ₹1,17,94,193 (Rupees One Crore Seventeen Lac Ninety-Four Thousand One Hundred and Ninety-Three only) as certified by Mr. Arun Kothari (Membership No. 107057), Partner of M/s. Lahoti & Lahoti, Chartered Accountants (Firm Registration No. 112076W), having their office located at "Akshat House", plot No. 220, Sector 1-A, Gandhidham (Kutch)-370201, Gujarat; Tel. No. +91-2836-226699; Fax No. +91-2836-225386; Email: arun@lahotiandlahoti.com; vide certificate dated March 15, 2014.

3.2.3. Acquirer 2 has acquired 38,000 equity shares (3.80%) of the Target Company on February 3, 2014 @ ₹4.00/- per equity share from the following persons in compliance with the Regulations:

Name of the Sellers	Details of equity shares / voting rights held by the Selling Shareholders	
	Number of shares	% of total fully paid-up share and voting capital
Nimesh Shambhulal Joshi HUF	10,000	1.00
Nimesh Shambhulal Joshi	10,000	1.00
Natwarlal Keshavjibhai Kawa	10,000	1.00
Nidhi Sandeep Joshi	5,000	0.50
Beena Sandeep Joshi	3,000	0.30
Total	**38,000**	**3.80**

3.2.4. Acquirer 2 does not hold any positions in any listed companies. Further, he is not acting as a whole-time director in any company.

3.2.5. All the Acquirers are on the Board of "Regal Shipping Private Limited" but none of the Acquirers is on the Board of the Target Company. Also, there is no blood relation amongst the Acquirers.

3.2.6. Acquirer 2 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act.

3.2.7. Acquirer 2 undertakes that it will not sell the equity shares of the Target Company held by it during the Offer Period in terms of Regulation 25(4) of the Regulations.

3.2.8. Acquirer 2 undertakes that it will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the TP and until the closure of the TP as per the Regulation 18(6) of the Regulations.

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3.3. Mr. Ashok Kumar Dudi ("Acquirer 3")

3.3.1. Acquirer 3 is a 42 year old Indian national resides at Plot No. 265, Near Swaminarayan Gurukul, Ward-10A, Gandhidham-370201, Gujarat and qualified as B.E. (Civil). Tel. No. +91-2836-231569; Fax No. +91-2836-225168; Email: ashokdudi1971@gmail.com. Acquirer 3 has been in the fields of transportation and logistics for the past 19 years.

3.3.2. Networth of Acquirer 3 as on February 28, 2014 is ₹87,24,477 (Rupees Eighty-Seven Lac Twenty-Four Thousand Four Hundred and Seventy-Seven only) as certified by Mr. Arun Kothari (Membership No. 107057), Partner of M/s. Lahoti & Lahoti, Chartered Accountants (Firm Registration No. 112076W), having their office located at "Akshat House", plot No. 220, Sector 1-A, Gandhidham (Kutch)-370201, Gujarat; Tel. No. +91-2836-226699; Fax No. +91-2836-225386; Email: arun@lahotiandlahoti.com; vide certificate dated March 15, 2014.

3.3.3. Acquirer 3 has acquired 37,150 equity shares (3.72%) of the Target Company on February 3, 2014 @ ₹4.00/- per equity share from the following persons in compliance with the Regulations:

Name of the Sellers	Details of equity shares / voting rights held by the Selling Shareholders	
	Number of shares	% of total fully paid-up share and voting capital
Roopal Hitesh Kawa	10,000	1.00
Hitesh Natwarlal Kawa HUF	10,000	1.00
Sandeep Balchandra Joshi	9,450	0.95
Hitesh Natwarlal Kawa	2,500	0.25
Reena Natwarlal Kawa	5,200	0.52
Total	**37,150**	**3.72**

3.3.4. Acquirer 3 does not hold any positions in any listed companies. Further, he is not acting as a whole-time director in any company.

3.3.5. All the Acquirers are on the Board of "Regal Shipping Private Limited" but none of the Acquirers is on the Board of the Target Company. Also, there is no blood relation amongst the Acquirers.

3.3.6. Acquirer 3 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act.

3.3.7. Acquirer 3 undertakes that it will not sell the equity shares of the Target Company held by it during the Offer Period in terms of Regulation 25(4) of the Regulations.

3.3.8. Acquirer 3 undertakes that it will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the TP and until the closure of the TP as per the Regulation 18(6) of the Regulations.

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4. BACKGROUND OF THE TARGET COMPANY ("SURYAKRUPA FINANCE LIMITED")

4.1. SFL was incorporated on November 6, 1986 under the Companies Act, 1956 (No. I of 1956) in the state of Maharashtra as "Suryakrupa Finance Limited" and received the 'Certificate of Incorporation' bearing number 41487 of 1986 from ROC, Maharashtra.

4.2. There is no change in the name of the Target Company since its incorporation. The CIN of SFL is L99999MH1986PLC041487.

4.3. The Registered and Corporate Office of SFL is situated at 8A, Kapoor Building, Behind Canara Bank, J. P. Road, Andheri (W), Mumbai – 400 056, Maharashtra, India. Tel. No. +91-22-64646411; Email: suryakrupafinance@gmail.com

4.4. The main objects of the Target Company are the business of leasing, hiring, selling, hire-purchase and as a hire-purchase finance company. However, SFL is currently involved in the business of financial consultancy and other allied activities.

4.5. SFL was earlier registered as a Non-Banking Finance Company ("**NBFC**") but its NBFC Registration Certificate was cancelled by the Reserve Bank of India ("**RBI**") on September 25, 2009.

4.6. The equity shares of the Target Company are currently listed on BSE Limited, Mumbai. The equity shares of SFL are infrequently traded within the meaning of Regulation 2(1)(j) of the Regulations on BSE. The Scrip ID and Scrip Code of the equity share of SFL at BSE are "SURYAKR" and "511185" respectively.

4.7. The equity shares of the Target Company were also listed on Ahmedabad Stock Exchange Limited, Ahmedabad ("**ASE**") but SFL has voluntarily delisted its equity shares from ASE w.e.f. July 22, 2013.

4.8. BSE had suspended the trading of the scrip of the Target Company w.e.f. September 10, 2001 due to non-compliance with the Listing Agreement. However, the suspension in trading of equity shares was revoked by BSE with effect from May 15, 2012 as per its Notice No. 20120509-16 dated May 9, 2012.

4.9. Except as mentioned-above, the equity shares of the Target Company have not been suspended and there has been no punitive actions taken by BSE against the Target Company. The entire issued & subscribed equity share capital of the Target Company is listed on the BSE.

4.10. As on date of the PA, the Authorised Share Capital of the Target Company is ₹250.00 Lacs comprising of 25,00,000 equity shares of ₹10/- each. The current issued, subscribed and paid-up capital of the Target Company is ₹100.00 Lacs consisting of 10,00,000 fully paid-up equity shares of ₹ 10/- each. There are no partly paid-up equity shares in the Target Company.

4.11. There are no outstanding convertible instruments (debentures/warrants/ FCDs /PCDs) etc. issued by Target Company which will convert into equity shares on any later date. There is no equity share of the Target Company under lock-in period.

4.12. The share capital structure of the Target Company as on the date of the DLOF is as follows:

Paid-up Equity Shares of Target Company	**No. of Shares / Voting Rights**	**% of Shares / Voting Rights**
Fully paid-up Equity Shares	10,00,000	100
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	10,00,000	100
Total Voting Rights in Target Company	**10,00,000**	**100.00**

4.13. As on the date of this DLOF, the composition of the Board of Directors of the Target Company is as follows:

Sl. No.	Name	Designation	DIN	Date of Appointment in Target Company
1.	Mr. Ravindra K. Palkar	Chairman, Non-Executive Independent Director	01868944	October 18, 2001
2.	Mr. Hemant B. Desai	Executive Director, CFO	03597515	October 18, 2001
3.	Mr. Suresh P. Bhandari	Non-Executive, Independent Director	05186028	January 18, 2012
4.	Mr. Sunil M. Jain	Non-Executive, Independent Director	03563709	January 18, 2012
5.	Mr. Ashvin R. Thumar	Non-Executive, Independent Director	05142024	January 18, 2012

None of the above directors are the representatives of the Acquirers.

4.14. There has been no merger, demerger or spin off during the last three years involving the Target Company. The Target Company does not have any subsidiary or holding company.

4.15. The brief audited financial statements for financial years ended March 31, 2014; March 31, 2013 and March 31, 2012 as submitted with BSE and duly certified by the Statutory Auditors of the Target Company, are as below:

(Figures in ₹ **Lacs** except Other Financial Data)

Profit & Loss Account	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**	**For the year ended March 31, 2012**
	Audited	**Audited**	**Audited**
Income from Operations	3.37	-	-
Other Income	-	1.50	8.82
Total Income	**3.37**	**1. 50**	**8.82**
Total Expenditure	2.85	12.00	8.67
PBDIT	**0.52**	**(10.50)**	**0.15**
Depreciation	0.02	0.01	0.04
Interest	-	-	-
Profit/(Loss) Before Tax	**0.50**	**(10.51)**	**0.11**
Provision for Tax	-	-	-
Profit/(Loss) After Tax	**0.50**	**(10.51)**	**0.11**
Balance Sheet			
Sources of Funds			
Capital Account	100.00	100.00	100.00
Reserves and Surplus*	(110.25)	(110.88)	(100.38)
Net worth	**(10.25)**	**(10.88)**	**(0.38)**
Secured Loans	-	-	-
Unsecured Loans	11.00	16.01	6.11
Total	**0.75**	**5.13**	**5.73**
Uses of Funds			
Net Fixed Assets	0.08	0.09	0.11
Investments	-	-	-
Current Assets Loan and Advances	0.82	5.16	5.66
Current Liabilities	0.15	0.12	0.04
Net Current Assets	0.67	5.04	5.62
Total Misc. Exp. Not Written Off	-	-	-
Total	**0.75**	**5.13**	**5.73**

Other Financial Data			
Dividend (%)	Nil	Nil	Nil
Earnings Per Share in ₹	0.05	(1.05)	0.01
Return on Net worth (%)	Nil	Nil	Nil
Book Value Per Share (₹)	(1.03)	(1.09)	(0.04)

*excluding Revaluation Reserves.

4.16. Pre and Post Offer Shareholding Pattern of the SFL as on date of this LOF is and shall be as follows:

Shareholders' Category	Shareholding prior to the Agreement / Acquisition and the Offer		Sale Shares agreed to be acquired pursuant to SPA which triggered off the Regulations		Shares to be acquired in Open Offer (assuming full acceptances)		Shareholding after the acquisition and Offer (assuming full acceptances)	
	A		B		C		A+B+C = D	
	No.	%	No.	%	No.	%	No.	%
(1) Promoters and Promoter Group								
a) Parties to agreement, if any	**1,43,900**	**14.39**	**(1,43,900)**	**(14.39)**	**0**	**0.00**	**0**	**0.00**
b) Promoters other than (a) above – Not Applicable	-	-	-	-	-	-	-	-
Total 1 (a+b)	**1,43,900**	**14.39**	**(1,43,900)**	**(14.39)**	**0**	**0.00**	**0**	**0.00**
(2) Acquirers and PACs								
a) The Acquirers	**1,52,750**	**15.28**	**1,43,900**	**14.39**	**2,60,000**	**26.00**	**5,56,650**	**55.67**
Mr. Maulin B. Acharya	77,600	7.76	71,500	7.15	1,30,000	13.00	2,79,100	27.91
Mr. Narendrasinh D. Rana	38,000	3.80	36,200	3.62	65,000	6.50	1,39,200	13.92
Mr. Ashok Kumar Dudi	37,150	3.71	36,200	3.62	65,000	6.50	1,38,350	13.84
b) PACs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total 2 (a+b)	**1,52,750**	**15.28**	**1,43,900**	**14.39**	**2,60,000**	**26.00**	**5,56,650**	**55.67**
(3) Parties to agreement other than 1 (a) & (b) – Not Applicable	-	-	-	-	-	-	-	-
(4) Public (other than parties to the agreement)								
a) FIs/MFs/FIIs/Banks/NRIs	0	0.00	0	0.00	(2,60,000)	(26.00)	4,43,350	44.34
b) Bodies Corporate	13,300	1.33	0	0.00				
c) Clearing Members	0	0.00	0	0.00				
d) Indian Public	6,90,050	69.01	0	0.00				
Total (4) (a+b+c+d+e+f)	**7,03,350**	**70.34**	**0**	**0.00**	**(2,60,000)**	**(26.00)**	**4,43,350**	**44.34**
Grand Total (1+2+3+4)	**10,00,000**	**100.00**	**0**	**0.00**	**0**	**0.00**	**10,00,000**	**100.00**

Notes:

1. The figure within brackets indicates sale of equity shares.
2. Total numbers of shareholders as on date of LOF are 544.

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5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1. JUSTIFICATION OF OFFER PRICE UNDER DIRECT ACQUISITION

5.1.1. The Offer is made pursuant to the execution of the SPA for the direct acquisition of equity shares and control from the Sellers by the Acquirers.

5.1.2. The equity shares of the Target Company are currently listed on the BSE Limited, Mumbai only. The equity shares of the Target Company are infrequently traded within the meaning of Regulation 2(1)(j) of the Regulations on BSE.

5.1.3. The annualized trading turnover of the equity shares of the Target Company on BSE based on trading volume during twelve calendar months preceding the month of PA (June 2013 to May 2014) is given below:

Name of the Stock Exchange	Total number of equity shares traded during twelve calendar months preceding the month of PA	Total Number of Listed Equity Shares	Trading Turnover (in terms of % to Total Listed Equity Shares)
BSE	20	10,00,000	0.002%

Source: www.bseindia.com

5.1.4. The Offer Price of ₹4.00/- (Rupees Four only) per fully paid-up equity share is justified in terms of Regulation 8(1) and 8(2) of the Regulations as it is higher of the following:

(a)	Highest Negotiated Price per equity share for any acquisition under the Agreement attracting the obligation to make the PA	₹4.00
(b)	The volume-weighted average price paid or payable for acquisition during the 52 week immediately preceding the date of the PA	₹4.00
(c)	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA	₹4.00
(d)	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on BSE	Not Applicable
(e)	**Other Parameters**	**For the year ended March 31, 2014**
(i)	Book Value per Share	₹(1.03)
(ii)	Return on Networth (%)	Nil
(iii)	Earnings Per Share	₹0.05

5.1.5. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

5.1.6. If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the closure of TP at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose equity shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of equity shares of the Target Company in any form.

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5.1.7. The Offer Price of ₹4.00 (Rupees Four only) per share is also justified in terms of the Regulations and in accordance with the Supreme Court's decision in the case of Hindustan Lever Employees' Union vs Hindustan Lever Limited [(1995) 83 CC 30] by an independent chartered accountant firm, M/s D. A. Rupawala & Associates (Firm Registration No. 108902W) duly certified by Mr. D. A. Rupawala (Membership No. 37674) vide the certificate dated June 24, 2014. The address of the said firm is located at 705, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad – 380 006, Gujarat. Tel. No. +91-79-26579201, Email: rupawala_ca@yahoo.co.in

5.1.8. As on date of this DLOF, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers will comply with all the provisions of the Regulation 18(5) of the Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

5.1.9. If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto three working days prior to the date of commencement of the TP in accordance with Regulation 18(4) of the Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared.

5.2. FINANCIAL ARRANGEMENTS

5.2.1. The total fund requirement for the Offer (assuming full acceptance) is ₹10,40,000/- (Rupees Ten Lac and Forty Thousand only). In accordance with Regulation 17(1) of the Regulations, the Acquirers have opened a "**Cash Escrow Account**" in the name and style as "**SFL Open Offer Escrow Account**" bearing Account No. 200999583663 with IndusInd Bank Limited ("**Escrow Bank**"), Branch: IndusInd Bank, Premises No. 60, Sonawala Building, Fort, Mumbai – 400 001, Maharashtra and made a cash deposit of ₹2,60,000/- (Rupees Two Lac and Sixty Thousand only) in the account in accordance with the Regulation 17(3)(a) of the Regulations, i.e. 25% of the total consideration payable to the shareholders under the Offer.

5.2.2. A lien has been marked on the said Cash Escrow Account in favour of the Manager to the Offer by the Escrow Bank. The Manager to the Offer has been solely authorised by the Acquirers to operate and realise the value of Cash Escrow Account in terms of the Regulation 17(5) of the Regulations.

5.2.3. The Acquirers have adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their respective networths.

5.2.4. Mr. Arun Kothari, Membership No. 107057, Partner of M/s. Lahoti & Lahoti, Chartered Accountants (Firm Registration No. 112076W) having their office located at "Akshat House", Plot No. 220, Sector 1-A, Gandhidham (Kutch)-370201, Gujarat; Tel. No. +91-2836-226699, Fax No. +91-2836-225386, Email: arun@lahotiandlahoti.com vide certificate dated June 21, 2014 have confirmed that adequate financial resources are available with the Acquirers to fulfil all the obligations under the Offer. On the basis of necessary information and explanation given by the Acquirers and on the verification of their assets, liabilities, and the requirement of the funds, the Acquirers have adequate resources to fulfil the obligations under this Offer in full. The financial obligations of the Acquirers under the Offer have been fulfilled through internal resources of the Acquirers and no borrowings from Banks or NRIs or Financial Institutions are envisaged.

5.2.5. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

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6. TERMS AND CONDITIONS OF THE OFFER

6.1 OPERATIONAL TERMS AND CONDITIONS

6.1.1. The Offer is not subject to any minimum level of acceptances from shareholders of SFL. The Acquirers will acquire all the fully paid-up equity shares of the Target Company that are validly tendered and accepted in terms of this Offer upto 2,60,000 fully paid-up equity shares of ₹10/- each representing 26% of the fully paid-up share capital and voting capital of the Target Company. Thus, the Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares of the Target Company for which this Offer is made.

6.1.2. The Acquirers refrain themselves to send the LOF to non-resident shareholders in accordance with Regulation 18(2) of the Regulations since the local laws or regulations of any jurisdiction outside India may expose them or the Target Company to material risk of civil, regulatory or criminal liabilities in case the LOF is sent in its original form. However, non-resident can participate in the Offer even if LOF is not sent to them.

6.1.3. The Offer is subject to the terms and conditions set out in this DLOF, the PA, the DPS and any other public announcements that may be issued with respect to the Offer.

6.1.4. The DLOF alongwith FOA would also be available at SEBI's website, www.sebi.gov.in and equity shareholders can also apply by downloading such forms from the website.

6.1.5. Accidental omission to dispatch this LOF or any further communication to any person to whom this Offer is made or the non-receipt of this LOF by any such person shall not invalidate the Offer in any way. The instructions, authorisations and provisions contained in the FOA constitute an integral part of the terms of this Offer.

6.1.6. The acceptance of the Offer must be unconditional and should be sent in the enclosed FOA along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centres mentioned in Para 7 under "Procedure for Acceptance and Settlement" on or before the Closure of the TP.

6.1.7. The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

6.1.8. In terms of the Regulation 18(9) of the Regulations, Shareholders who tender their equity shares in acceptance of this Offer shall not be entitled to withdraw such acceptance.

6.1.9. Kindly note that the Registrar and Transfer Agent ("**RTA**") of the Target Company is **M/s. System Support Services** and the Acquirers have appointed them as "**Registrar to the Offer**". For any transfer, issuance of new share certificate, conversion of physical shares into demat or dematerialisation of shares Shareholders are advised to contact to the RTA of the Target Company. No documents should be sent to the Sellers, the Acquirers, the Target Company or the Manager to the Offer.

6.2 LOCKED IN SHARES

There are no equity shares of the Target Company that are "locked-in" as on the date of this DLOF.

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6.3 ELIGIBILITY FOR ACCEPTING THE OFFER

The Offer is made to all the public shareholders (except the Acquirers and the Sellers) whose names appeared in the register of shareholders ("**Physical Holders**") on Identified Date and also to the beneficial owners ("**Demat Holders**") of the equity shares of target Company, whose names appeared as beneficiaries on the records of the respective Depository Participants ("**DP**") at the close of the business hours on the Identified Date and also to those persons who own shares any time prior to the closure of the TP, but are not registered shareholder(s).

6.4 STATUTORY APPROVALS

6.4.1. As on date of this DLOF, to the best of the knowledge of the Acquirers, there are no statutory approvals is required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approvals.

6.4.2. The Acquirers, in terms of Regulation 23(1)(a) of the Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which the DPS has appeared.

6.4.3. The Offer cannot be withdrawn by the Acquirers except the conditions as stipulated at Regulation 23(1) of the Regulations.

6.4.4. In case of delay in receipt of the above statutory approvals, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company whose equity shares have been accepted in the Offer, subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 18(11) of the Regulations.

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7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

7.1. All eligible owners of fully paid-up equity shares of the Target Company, registered or unregistered who wish to avail and accept the Offer can submit the FOA alongwith Original Share Certificate(s) and valid Transfer Deed(s) (wherever applicable) and with all the relevant documents to the Registrar to the Offer by hand deliver or by way of Registered Post on all working days i.e. from Monday to Saturday from 10.00 a.m. to 5.30 p.m. at the below mentioned collection centre in accordance with the procedure as set out in this DLOF. The collection centre will remain closed on Sundays and Public Holidays. Delivery made by Registered Post would be received on all days Sundays and Public Holidays.

Address of Collection Centre	Contact Person, Telephone No., Fax No., Email and Web	Mode of Delivery
System Support Services 209, Second Floor, Shivai Industrial Estate; Near Logitech Park, 89, Andheri-Kurla Road; Sakinaka, Andheri (East), Mumbai - 400 072 Maharashtra, India.	Mr. Mahendra Mehta / Mr. Zoeb Sutarwala Tel. No. +91-22-28500835 Fax No. +91-22-28501438 Email: sysss72@yahoo.com / zoebsss@hotmail.com Web: www.sysss.com	Hand Delivery / Registered Post

Note: The Share Certificate(s), Transfer Deed(s) and FOA should be sent to Registrar to the Offer only.

7.2. **Procedure for equity shares held in dematerialised form**

7.2.1. Beneficial Owners should enclose:

7.2.1.1. The FOA duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein. The FOA has to be tendered by the beneficial holder of equity shares only. In case of non-receipt of the aforesaid documents, but receipt of the equity shares in the Special Depository Account, the Offer shall be deemed to be accepted.

7.2.1.2. A photocopy or counterfoil of the Delivery Instructions in "Off-market" mode duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

7.2.1.3. Shareholders desirous of participating in the Offer are required to send their application along with the duly filled FOA to the Registrar to the Offer, such that the applications are received by the Registrar to the Offer, on or before the closure of the TP, stating the name, address, number of equity shares held, number of equity shares offered, DP name, DP ID number, beneficiary account number along with a photocopy of the delivery instruction in 'off-market' mode, duly acknowledged by the DP as per instructions given below:

Name of the Escrow Account	**Suryakrupa Finance Limited - Open Offer - Operated by - System Support Services**
Depository Name	Central Depository Services (I) Limited ("**CDSL**")
Depository Participant (DP) Name	Sunteck Wealthmax Capital Private Limited
DP ID	12036300
Beneficiary Account Number / Client ID	00073731
ISIN	INE381N01019
Mode of Instruction	Off-Market

7.3. Shareholders who tender their equity shares in electronic form are requested to attach their respective counterfoils of the transaction duly stamped by their respective DPs along with the FOA which will be sent along with LOF to them. Shareholders of the Target Company having their beneficiary account with National Securities Depository Limited ("**NSDL**") shall use the inter-depository delivery instruction slip and send the same (duly stamped by their Depository Participants) for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

7.3.1. Shareholders who have sent their equity share certificates for dematerialization should enclose:

7.3.1.1. The FOA shall be duly completed and signed in accordance with the instructions contained therein by the sole/joint equity shareholders whose name appears on the equity share certificate and in the same order and as per the specimen signature lodged with the Target Company.

7.3.1.2. A copy of the dematerialisation request form duly acknowledged by the equity shareholders depository participant. Such equity shareholders should ensure that the credit of their equity shares tendered under Offer to the Special Depository Account is made on or before the date of closing of the TP, otherwise the same are liable to be rejected. Alternatively, if the equity shares sent for dematerialisation are yet to be processed by the equity shareholders depository participants, the equity shareholders can withdraw their dematerialization request and tender the equity share certificates in the Offer as per procedure mentioned in this DLOF.

7.4. **Procedure for equity shares held in physical form**

7.4.1 Registered shareholders of the Target Company should enclose:

7.4.1.1. The FOA shall be duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;

7.4.1.2. Original equity share certificate(s); Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor’s bank. A blank share transfer form is enclosed along with this LOF.

7.4.1.3. In case of registered shareholder, non receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, shall be deemed that the Offer has been accepted.

7.4.1.4. Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such equity shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such equity shares.

7.4.2. Unregistered owners of equity shares of the Target Company should enclose:

7.4.2.1. Form of Acceptance duly completed and signed in accordance with the instructions contained therein;

7.4.2.2. Original equity share certificate(s);

7.4.2.3. Original broker contract note;

7.4.2.4. Valid share transfer deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.

7.4.2.5. The acknowledgement received, if any, from the Target Company in case the equity shares have been lodged with the Target Company. Such persons should instruct the Target Company and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection centre as mentioned in Para 7.1 above of this DLOF. The applicant should ensure that the certificate(s) reach the designated collection centres before the date of closure of the TP.

7.5. Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer at any one of the collection centre as mentioned in Para 7.1 above of this DLOF, on plain paper stating name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form. No indemnity is required from the unregistered owners. Unregistered owners if they so desire may also apply on the FOA downloaded from the SEBI's website (www.sebi.gov.in).

7.6. **Procedure to be adopted in case of non-receipt of the LOF**

7.6.1. By equity shareholders holding equity shares in physical form

7.6.1.1. In case of non-receipt of the LOF, Eligible Persons may send their acceptance of the Offer in writing to the Registrar to the Offer at any one of the collection centres as mentioned in Para 7.1 above of this LOF, on plain paper stating their name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form, so as to reach the Registrars to the Offer on or before the date of closure of the TP.

7.6.1.2. Shareholders who have lodged their equity shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of equity shares. Shareholders who have sent their equity share certificates for dematerialisation should send a copy of the dematerialised request form duly acknowledged by their depository participant.

7.6.2. By equity shareholders holding equity shares in dematerialised form

7.6.2.1. Beneficial Owners may send the acceptance of the Offer in writing to the Registrar to the Offer at any one of the collection centre as mentioned in Para 7.1 above of this LOF, on plain paper, stating name, address, number of equity shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account, the details of which are mentioned in Para 7.2 above of Offer.

7.6.2.2. Shareholders, having their beneficial account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account with NSDL. No indemnity is required while sending the acceptance of the Offer on plain paper.

7.6.2.3. Shareholders who do not receive the LOF and hold equity shares of the Target Company may also apply by downloading the FOA from SEBI's website (www.sebi.gov.in), if they desired to do so.

7.7. The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the equity shares in respect of which the acceptance is being sent in connection with the Offer. Such documents may include, but are not limited to:

7.7.1. duly attested death certificate and succession certificate in case of single shareholder;

7.7.2. duly attested Power of Attorney if any person apart from the shareholder has signed the FOA and/or transfer deed(s);

7.7.3. in case of companies, the necessary corporate authorization (including applicable resolutions, consents and approvals of the applicable governing bodies of such companies);

7.7.4. any other relevant documentation.

7.8. The Registrar to the Offer will hold in trust the FOA, equity share certificates, transfer deeds and other documents on behalf of the shareholders of the Target Company who have tendered in the Offer, until the cheques/drafts for the consideration and/or the unaccepted equity shares/equity share certificates are dispatched/returned, the Acquirers would not have access to these equity shares until such time.

7.9. The Acquirers shall accept all valid fully paid up equity shares tendered up to the Offer Size. Equity shares will be acquired by the Acquirers free from lien, charges and encumbrances of any kind whatsoever and together with all the rights attached thereto including the right to dividend, bonus and rights issue thereafter.

7.10. The consideration for the equity shares of the Target Company accepted by the Acquirers will be paid by crossed account payee cheques/demand drafts. Such cheques/demand drafts or unaccepted equity share certificates, transfer deeds and other documents, if any, will be returned by registered post/speed post at the shareholders'/unregistered owners' sole risk, to the sole/first shareholder/unregistered owner. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint registered holders.

7.11. If the number of equity shares tendered by the Shareholders in connection with the Offer is more than the Offer Size, the acquisition from each Shareholder will be on a proportionate basis which would be determined in consultation with the Manager to the Offer so as 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. As the equity shares of the Target Company trade in the compulsory dematerialized segment, the minimum marketable lot for the equity shares is 1 (One) whereas in case of physical shares the lot size is 100 (One Hundred).

7.12. Unaccepted equity share certificate(s), transfer deed(s) and other documents, if any, will be returned by Registered Post at the Shareholders' / unregistered owners' sole risk to the sole / first named Shareholder / unregistered owner. Except that, in case the share certificates tendered have to be split, the Acquirers will arrange to split the share certificates and send the balance share certificates (for equity shares not accepted in the Offer) by Registered Post at the Shareholders' / unregistered owners' sole risk to the sole / first named Shareholder / unregistered owner. Unaccepted equity shares held in dematerialised form 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 FOA or otherwise.

7.13. In case of dematerialised equity shares, the equity shares would reside in the Special Depository Account as mentioned above. The Registrar to the Offer will debit the Special Depository Account to the extent of payment of consideration made by the Acquirers and give instructions for the credit to the beneficial account of the Acquirers.

7.14. The equity shares held in dematerialised form to the extent not accepted as a result of non-payment/part payment of consideration by the Acquirers under the Offer will be released to the beneficial owner's depository account with the respective beneficial owners depository participant as per details furnished by the beneficial owner in the FOA, at the sole risk of the beneficial owners.

7.15. No indemnity is needed from the unregistered equity shareholders.

7.16. **Compliance with Tax requirements w.r.t. the Offer**

General:

7.16.1. As per the provisions of Section 195(1) of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2013, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the Offer would be chargeable to capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, the Acquirers are required to deduct taxes at source (including surcharge and education cess).

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7.16.2. In case of non-receipt of statutory / regulatory approvals, if any, within time, SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to Public Shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under Regulation 18(11) of the Regulations. In terms of RBI Circular No.: RBI/2011-12/247 [A.P. (DIR Series) Circular No. 43] dated November 04, 2011, prior approval of RBI is not required for transfer of shares from Non Resident to Resident pursuant to Takeover open offer, if the pricing of the shares is computed as per SEBI Takeover Regulations. Further, post acquisition the Acquirers will comply with disclosure requirements under FEMA Regulations for equity shares tendered in the Offer by non-resident shareholders.

7.16.3. As per the provisions of Section 194A and 195 of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2013, a body corporate responsible for paying to residents and non-residents (including FII) any income by way of interest is required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable). Since the interest payable to the Public Shareholders on being directed by SEBI under Regulation 18(11) of the Regulations will be chargeable to income tax under the Income Tax Act, the Acquirers, under Section 194A and 195 of the Income Tax Act, will be required to deduct tax at source (including, in the case of non-residents, surcharge and education cess as applicable) on such interest income.

7.16.4. In view of provisions of section 206AA of Income Tax Act, resident and non-resident shareholders (including FIIs) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the Public Shareholder, the Acquirers will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.

7.16.5. In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirers, it would be assumed that the Public Shareholder is a non-resident shareholder and taxes shall be deducted at the maximum rate as may be applicable to the relevant category to which the Public Shareholder belongs under the Income Tax Act, on the entire consideration and interest if any, payable to such Public Shareholder.

7.16.6. Securities transaction tax will not be applicable to the equity shares accepted in this Offer. Accordingly, exemption of Long Term Capital Gain from payment off Income Tax thereon as envisaged in section 10 (38) of the Income Tax Act, 1961 will not apply to the gain arising on consideration paid against shares accepted under this Offer.

7.16.7. Any shareholder claiming benefit under any Double Taxation Avoidance Agreement between India and any other foreign country should furnish Tax Residence Certificate ("**TRC**") provided to him / it by the Income Tax Authority of such other foreign country of which he / it claims to be a tax resident.

7.17. **Tax to be deducted in case of Non-resident Shareholders (other than FII)**

7.17.1. All non-resident Public Shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the Income-tax Authorities under Section 195(3) or Section 197 of the Income Tax Act along with the Form of Acceptance indicating the extent to which the tax is required to be deducted at source by the Acquirers before remitting the consideration. The Acquirers will arrange to deduct taxes at source in accordance with such certificate. In absence of certificate u/s. 195 (3) or u/s. 197, paragraph 7.17.2 and 7.17.3 below will apply.

7.17.2. Except in the case falling under paragraph 7.17.3 below, the Acquirers will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the Public Shareholder belongs under the Income Tax Act, on the entire gross consideration and interest if any, payable to such Public Shareholder.

7.17.3. The Acquirers will not take into consideration any other details and documents (including self certified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountants etc.) submitted by the Public Shareholder for deducting lower amount of tax at source.

7.17.4. In case of an individual non-resident Public Shareholder, who is either a Citizen of India or a person of Indian Origin, who has himself/ herself acquired equity shares with convertible foreign exchange and has also held such equity shares for at least 12 months prior to the date on which the equity shares, if any, are accepted under the Offer, the applicable rate of tax deduction at source would be 10.30% on entire gross consideration.

7.17.5. However, to be eligible for this lower rate of tax deduction at source, the Public Shareholder will have to furnish a copy of his/ her demat account clearly reflecting the fact that equity shares held in that account are in repatriable mode. Further, copy of the demat account should also reflect that the equity shares were held for more than 12 months prior to the date on which the equity shares, if any, are accepted under the Offer.

7.17.6. In case of equity shares being held in physical mode, the Public Shareholder will have to furnish certificate from his/ her bank to the effect that the purchase consideration of these equity shares was paid out of non-resident external account of the Public Shareholder concerned.

7.18. **Withholding tax implications for FII**

7.18.1. As per provisions of section 196D(2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act to an FII as defined in Section 115AD of the Income Tax Act.

7.18.2. An FII should certify ("**FII Certificate**") the nature of its income arising from the sale of equity shares as per the Income Tax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Form of Acceptance for this purpose.

7.18.3. In the absence of FII Certificate to the effect that their income from sale of equity shares is in the nature of capital gains, the Acquirers will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e. a company or a trust) on the entire consideration payable to such FII.

7.18.4. In any case, if the FII submits a certificate under Section 195(3) or Section 197 of the Income Tax Act from the Income-tax authorities while tendering the equity shares, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, the Acquirers will deduct tax in accordance with the same.

7.18.5. In respect of interest income, if the FII submits a certificate under Section 195(3) or Section 197 from the Income Tax Authorities indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, the Acquirers will deduct tax in accordance with the certificate under Section 195(3) or Section 197 so submitted. In absence of such certificate under Section 195(3) or Section 197 of the Income Tax Act, the Acquirers will arrange to deduct tax at the rate applicable to the category to which such FII belongs (i.e. a company or a trust).

7.19. **Tax to be deducted in case of resident Shareholders**

7.19.1. In absence of any specific provision under the Income Tax Act, the Acquirers will not deduct tax on the consideration payable to resident Public Shareholders for acquisition of equity shares.

7.19.2. The Acquirers will deduct the tax at the stipulated rates on interest, if any, payable to resident Public Shareholders, if the amount of interest payable is in excess of ₹5,000 (Rupees Five Thousand Only).

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7.19.3. The resident Public Shareholder claiming no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit along with the Form of Acceptance a certificate under Section 197 of the Income Tax Act from the Income Tax Authorities indicating the amount of tax to be deducted by the Acquirers or, in the case of resident Public Shareholder not being a company or firm, a self declaration in Form 15G or Form 15H as may be applicable. The self declaration in Form 15G or Form 15H would not be valid unless the Public Shareholder furnishes PAN in such declaration. In case the aforesaid certificate under Section 197 of the Income Tax Act or Form 15G or 15H, if applicable, is not submitted, the Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the Public Shareholder under the Income Tax Act.

7.19.4. No tax is to be deducted on interest amount in the case of resident Public Shareholder being a Mutual Fund as per Section 10(23D) of the Income Tax Act or a Bank / an entity specified under Section 194A(3)(iii) of the Income Tax Act if it submits a copy of the relevant registration or notification along with the Form of Acceptance.

7.20. **Issue of Withholding Tax Certificate**

The Acquirers will issue a certificate in the prescribed form to the Public Shareholders (resident and non-resident) who have been paid the consideration and interest, if any, after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

7.21. **Withholding taxes in respect of overseas jurisdictions**

7.21.1. Apart from the above, the Acquirers will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes ("**Overseas Tax**").

7.21.2. For this purpose, the non-resident Public Shareholder shall duly represent in the Form of Acceptance the quantum of the Overseas tax to be withheld as per the relevant tax laws of the country in which the non-resident Public Shareholder is a tax resident, and the Acquirers will be entitled to rely on this representation at their/its sole discretion.

7.22. **Payment Consideration**

Payment to those shareholders whose certificates and/or other documents are found valid and in order and are approved by Manager and Registrar will be paid by way of a crossed account payee Cheque/Demand Draft/Pay Order through Direct Credit ("**DC**") / National Electronic Fund Transfer ("**NEFT**") / Real Time Gross Settlement ("**RTGS**") / National Electronic Clearing Services ("**NECS**"). Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS are requested to give the authorisation for the same in the Form of Acceptance cum Acknowledgement and enclosed a photocopy of cheque along with form of Form of Acceptance cum Acknowledgement. The consideration to the shareholders will be paid as per the option selected by the shareholders while providing their bank account details mentioned in the Form of Acceptance cum Acknowledgement.

7.23. **Mode of making Payment to the Shareholders whose shares are accepted in the Open Offer**:

7.23.1. **National Electronic Clearing Services ('NECS')** – Payment would be done through NECS for Shareholders having an account at any of the centres where such facility is available. This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through NECS is mandatory for Shareholders having a bank account at any of the centers where such facility is available, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS.

7.23.2. **Direct Credit ('DC')** – Shareholders having bank accounts with the Escrow Banker, as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirers.

7.23.3. **Real Time Gross Settlement (‘RTGS’)** – Shareholders having a bank account and whose amount exceeds ₹2.00 Lac, have the option to receive the payment through RTGS at any of the centres where such facility is available. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the FOA. In the event the same is not provided, payment shall be made through NECS. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirers. Charges, if any, levied by the Shareholder’s bank receiving the credit would be borne by the Shareholder.

7.23.4. **National Electronic Fund Transfer (‘NEFT’)** – Payment shall be undertaken through NEFT wherever the Shareholder’s bank has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers.

7.23.5. Wherever the Shareholders have registered their nine digit MICR Number and their Bank Account Number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

7.23.6. For all other Shareholders, and those who have not updated their bank particulars with the MICR code, the payments will be dispatched through Speed Post/ Registered Post. Such payments will be made by cheques, pay orders or demand drafts drawn on the Escrow Bank and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders.

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8. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of the Target Company at the Corporate Office of the Manager to the Offer situated at The Capital, A-Wing, No. 603-606, 6th Floor, Plot No. C-70, G-Block, Bandra Kurla Complex (BKC), Bandra (East), Mumbai – 400 051, Maharashtra, India during the TP from Monday to Friday except SEBI Holidays between 10.00 a.m. to 5.00 p.m.

8.1. Networth Certificates of each of the Acquirers and a certificate stating that the Acquirers have adequate resources to fulfil the total obligation of the Offer by a Chartered Accountant.

8.2. Audited Balance Sheet and Profit & Loss Account and annual reports of the Target Company for the year ending March 31, 2014, 2013 and 2012 as certified by the Auditors.

8.3. Certificate from Escrow Bank confirming the amount kept in Escrow Account opened as per the Regulations and a lien is marked in favour of Manager to the Offer.

8.4. Copy of PA, Published copy of the DPS, Offer Opening PA and Post-Offer PA which appeared in the Newspapers and any other Public Announcement / Corrigendum to these in relation to the Offer.

8.5. Copy of the SPA for the sale and acquisition of the equity shares/sale shares of the Target Company dated June 20, 2014 entered into between the Acquirers and the Sellers which triggered the Offer.

8.6. A copy of the recommendation made by independent members of the Board of Target Company in terms of Regulation 27(7) of the Regulations.

8.7. A copy of the final observations letter from SEBI, as may be received in accordance with regulation 16 (4) of the Regulations.

8.8. A copy of justification of Offer Price in terms of the Regulations from an Independent Chartered Accountant in relation to the Offer.

8.9. Memorandum of Understanding between the Acquirers and Systematix Corporate Services Limited.

8.10. Memorandum of Understanding between the Acquirers and System Support Services.

8.11. Memorandum of Understanding between the Acquirers and Systematix Corporate Services Limited and the Escrow Banker, IndusInd Bank Limited.

8.12. Undertaking from the Acquirers for unconditional payment of the considerations within 10 days of closure to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.

8.13. Copy of the agreement entered between the Registrar to the Offer with Sunteck Wealthmax Capital Private Limited (DP) for opening Special Depository Account for the purpose of the Open Offer.

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9. DECLARATION

We have made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF 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.

We are responsible for ensuring compliance with the Regulations and the obligations as stated under the Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this DLOF, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956/2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956/2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Sd/-	Sd/-	Sd/-
Maulin Bhavesh Acharya	**Narendrasinh D. Rana**	**Ashok Kumar Dudi**

Date: August 12, 2014
Place: Gandhidham.

Enclosures:

(1) Form of Acceptance-cum-Acknowledgement (FOA)

(2) Blank Share Transfer Deed (Only for Physical Share Folios)

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FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOA)

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

All terms and expressions used herein shall have the same meaning as described thereto in this LOF.

Offer Opens / Tendering Period Starts on: August 27, 2014 (Wednesday)
Offer Closes / Tendering Period Ends on: September 10, 2014 (Wednesday)

FOR OFFICE USE ONLY

Acceptance Number	
Number of equity shares offered	
Number of equity shares accepted	
Purchase Consideration in Rupees (₹)	
Cheque No. / Pay Order No. / Demand Draft No.	

Shareholder(s) Details:

Name:____

Full Address:

____

____

Dist:____________________; State:____________________; PinCode:________________

Tel. No. with STD Code: ____________________; Mobile No.____________________

Fax No. with STD Code: ________________; Email:____________________

To,

System Support Services

Unit : Suryakrupa Finance Limited – Open Offer

209, Shivai Industrial Estate; Near Logitech Park

89, Andheri-Kurla Road; Sakinaka,

Andheri (East), Mumbai - 400 072, Maharashtra.

Sub.: Open Offer for acquisition of 2,60,000 Equity Shares of "Suryakrupa Finance Limited" representing 26% of the fully Paid-up Equity Shares & Voting Capital at a price of ₹4.00/- (Rupees Four Only) per Equity Share by the Acquirers under SEBI (SAST) Regulations, 2011.

Dear Sir/Madam,

I/We refer to the LOF dated August 12, 2014 for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the LOF and understood its contents including the terms and conditions as mentioned therein.

<u>For Equity Shares held in Physical Form:</u>

I/We accept the Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sl. No.	Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
Total Number of Equity Shares					

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We note and understand that the original equity share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers pay the purchase consideration as mentioned in the LOF.

I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

For Equity Shares held in Demat Form:

I/We hold Equity Shares in demat form and accept the Offer and enclosed photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our Equity Shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

I/We have done an off-market transaction for crediting the Equity Shares to the depository account with Sunteck Wealthmax Capital Private Limited as the DP in CDSL styled as:

Depository Participant (DP) Name	**Sunteck Wealthmax Capital Private Limited**
Depository Participant (DP) ID	**12036300**
Client ID/Beneficiary Account Number	**00073731**
Depository	**Central Depository Services (I) Limited ("CDSL")**
Escrow Account Name	**Suryakrupa Finance Limited - Open Offer - Operated by - System Support Services**

Shareholders whose Equity Shares are held in beneficiary Account with NSDL have to use an "inter-depository delivery instruction slip" for the purpose of crediting their Equity Shares in favour of the Escrow Account with CDSL.

I/We have done an off market transaction for crediting the Equity Shares to the Escrow Account opened with CDSL named "**Suryakrupa Finance Limited - Open Offer - Operated by - System Support Services**".

I/We note and understand that the Equity Shares would lie in the Escrow Account until the time the Acquirers make payment of purchase consideration as mentioned in the LOF.

I/We confirm that the Equity Shares of SFL, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers to accept the Equity Shares so Offered which he may decide to accept in consultation with the Registrar to the Offer and in terms of the LOF and I/We further authorize the Acquirers to return to me/us, Equity Share Certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorize the Acquirers or the Registrar to the Offer to send by Registered Post/Courier the draft/cheque in settlement of the amount to the sole/first holder at the address mentioned in the FOA.

So as to avoid fraudulent encashment in transit, Shareholder(s) may provide details of Bank Account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration. (Please (✓) tick at appropriate places)

1.) Electronic Mode: (   ) ***2.) Physical Mode: (   )***

Sl. No.	Particulars required	Details
i.	***Bank Name***	
ii.	***Complete Address of the Bank Branch***	
iii.	***Account Type***	**Current Account ( ) / Savings Account ( ) / NRE ( ) / NRO ( ) / Others ( )**
iv.	***Account No.***	
v.	***9 digit MICR Code (for NECS / DC)***	
vi.	***IFSC Code (for RTGS / NEFT)***	

Yours faithfully,

Signed & Delivered by	Full Name(s) of the Shareholder(s)	Signature(s)	PAN
Sole / First Shareholder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the rubber stamp should be affixed and necessary board resolution must be attached.

Place: ____________________

Date: _____________________

GENERAL INSTRUCTIONS FOR SHAREHOLDERS WHO WISH TO PARTICIPATE IN THE OFFER

Public Shareholders of SFL to whom this Offer is being made, are free to Offer his / her / their shareholding in SFL for sale to the Acquirers and/or the PAC, in whole or part, while tendering his / her / their Equity Shares in the Offer.

For all Shareholders*

I / We confirm that our residential status for the purposes of tax is: *(Please (✓) tick at appropriate places)*

	Resident
	Non-resident. If yes, please state country of tax residency:
I / We confirm that our status is:	
	Individual
	Firm
	Company
	Association of Person / Body of Individual
	Trust
	Any other; please specify:

I/We confirm that the Equity Shares of SFL which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and the valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the Acquirers make payment of the purchase consideration as mentioned in the Letter of Offer.

I/We note and understand that the Acquirers will pay the consideration only after verification of the documents.

I/We note and understand that the Shares would lie in the said A/c. i.e. "**Suryakrupa Finance Limited - Open Offer - Operated by - System Support Services**" until the Acquirers make payment of the purchase consideration as mentioned in the Letter of Offer.

I/We authorize the Acquirers to accept the shares so offered, which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer.

I/We confirm that in case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by me/us.

I/We further authorize the Acquirers to return to me/us, the Equity Share Certificate(s) in respect of which the offer is not found valid / not accepted, specifying the reasons thereof and in the case of dematerialized shares, to the extent not accepted will be released to my Depository Account at my sole risk.

I/We authorize the Acquirers or the Manager to the Offer or the Registrar to the Offer to send by Registered Post / Speed Post, the draft/cheque, in settlement of the amount to the sole/first at the address mentioned above.

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For FII Shareholders

I/We confirm that the income arising from the transfer of shares tendered by me/us is in the nature of
(Please (✓) tick at appropriate places which are applicable to you)

	Capital Gains
	Any other Income

I / We have enclosed the following documents:

	Self attested copy of PAN card
	SEBI registration certificate for FII (including sub – account of FII)
	Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FII claims to be a tax resident, all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962, wherever applicable
	Certificate from the Income-tax Authorities under Section 195 (3) / 197 of the I-T Act, wherever applicable
For Non-resident shareholders (other than FII) **I / We, have enclosed the following documents:**	
	Self attested copy of PAN card
	Copy of relevant pages of Demat Account in case of Non-Resident (other than FII) if the equity shares are claimed to have been held for more than twelve months prior to the date of acceptance, if any, of share under the Offer.
	Copy of relevant pages of Demat Account in case of a shareholder claiming benefit in case of an individual non-resident Public Shareholder, who is either a Citizen of India or a person of Indian Origin, who has himself/ herself acquired Equity Shares with convertible foreign exchange and has also held such Equity Shares for at least 12 months prior to the date on which the Equity Shares, if any, are accepted under the Offer. Also Banker's Certificate related to payment for acquisition of shares in convertible foreign exchange in case shares are held in physical form.
	Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the shareholder claims to be a tax resident, all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962, wherever applicable
	Certificate from the Income-tax Authorities under Section 195 (3) / 197 of the I-T Act, wherever applicable
For Resident shareholders **I / We, have enclosed the following documents:**	
	Self attested copy of PAN card
	Certificate from the Income-tax Authorities under Section 197 of the I-T Act, wherever applicable.
	Self declaration form in Form 15G / Form 15H, if applicable
	For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any).

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ACKNOWLEDGEMENT

For Physical Shares

Received from Mr./Ms./Mrs./M/s. ____

I / We, holding Equity Shares in the physical form, accept the Offer and enclose duly filled signed and or stamped the original share certificate(s), transfer deed(s) and Form of Acceptance in "Off-market" mode, duly acknowledged by me/us in respect of my shares as detailed below:

Sl. No.	Folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
Total Number of Equity Shares					

For Demat Shares

Received from Mr. / Ms. / Mrs. / M/s.____

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 my/our Depository Participant in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

Stamp of Collection Centre	Signature of Official	Date of Receipt

Instructions:

i. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.

ii. The Form of Acceptance cum Acknowledgement should be filled-up in English only.

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

System Support Services

Unit: Suryakrupa Finance Limited – Open Offer

209, Shivai Industrial Estate; Near Logitech Park,
89, Andheri-Kurla Road; Sakinaka,
Andheri (East), Mumbai - 400 072, Maharashtra.
Tel. No. +91-22-28500835; Fax No. +91-22-28501438
Email: sysss72@yahoo.com

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