DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This LoF is sent to you as a shareholder(s) of SVC Resources Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LoF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

Lorgan Lifestyle Limited ("Acquirer"), having its registered office at Flat No.6, Raghukul Apartments S.No.968/969, Senapati Bapat Road, Pune – 411016 Tel. No. (020) 2566 1234 Fax: (020) 2566 8686

To

Acquire up to 18,078,667 (One Crores Eighty Lakhs Seventy Eight Thousand Six Hundred and Sixty Seven) Equity Shares of face value of Re. 1/- each representing 26% of the Paid up Equity Share Capital

Of

SVC RESOURCES LIMITED

Registered Office: 104, Baba House, 1st Floor, M V Road, Near Cine Magic Cinema, Andheri (E) Mumbai – 400093, Maharashtra

Tel. No. 91-22-40156624, Fax No. 91-22-40156624

At a price of Rs.2.50/- (Rupees Two and Fifty Paisa Only) per fully paid up equity share payable in cash.

Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations, 2011) and subsequent amendments thereto ("SEBI (SAST) Regulations")

1. This voluntary open offer is being made by the Acquirer pursuant to regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (SEBI (SAST) Regulations, 2011) for substantial acquisition of share and voting rights accompanied with change in control and management.
2. The Offer is not subject to any minimum level of acceptance.
3. This Offer is not a Competing Offer.
4. If there is any upward revision in the Offer Price by the Acquirer upto three working days prior to the commencement of the tendering period i.e. up to March 06, 2014, Thursday or in the case of withdrawal of offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the acquirer(s) for all the shares validly tendered anytime during the offer.
5. **If there is competing offer:**
   The public offers under all the subsisting bids shall open and close on the same date.
6. A copy of Public Announcement, Detailed Public Statement, Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NO. 25). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Corporate Professionals WHERE EXCELLENCE IS LAW **CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED** D-28, South Extn., Part-I, New Delhi – 110049 **Contact Person:** Mr. Manoj Kumar/Ms. Ruchi Hans **Ph.:** 91-11-40622228/51 **Fax:** 91-11-40622201 **Email:** manoj@indiacp.com / ruchi@indiacp.com **SEBI Regn. No:** INM000011435	MASS **MAS SERVICES LIMITED** T-34, IInd Floor Okhla Industrial Area, Phase-II New Delhi-110 020 **Contact Person:** Mr. N C Pal **Ph.:** 011-26387281/82/83 **Fax:** 011-26387384 **Email:** info@masserv.com **SEBI Regn. No.:** INR000000049
Offer Opens On: March 12, 2014, Wednesday	**Offer Closes On: March 26, 2014, Wednesday**

SCHEDULE OF ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement	January 08, 2014	Wednesday
Detailed Public Statement	January 16, 2014	Thursday
Filing of draft Letter of Offer with SEBI	January 23, 2014	Thursday
Last date for a competing offer	February 06, 2014	Thursday
Identified Date*	February 25, 2014	Tuesday
Date by which Letter of Offer will be dispatched to the shareholders	March 05, 2014	Wednesday
Upward Revision in Offer	March 06, 2014	Thursday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	On or before March 09, 2014	On or before Sunday
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	March 10, 2014	Monday
Offer Opening Date	March 12, 2014	Wednesday
Offer Closing Date	March 26, 2014	Wednesday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	April 11, 2014	Friday
Filing of Report to SEBI by Manager to the Offer	April 22, 2014	Tuesday

** Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.*

RISK FACTORS

Given below are the risks related to the proposed Offer and those associated with the Acquirer:

(A) Relating to the Offer

1) In the event that either (a) the regulatory approvals are not received in a timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of SVC Resources Limited, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
2) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
3) The tendered Shares and documents submitted therewith would be held by the Registrar to the Offer until the process of acceptance of Shares tendered and payment of consideration to the Shareholders is completed. Shares cannot be withdrawn once tendered, even if the acceptance of Shares under the Offer and dispatch of consideration is delayed. The Shareholders will not be able

to trade in such Shares which are in the custody of the Registrar to the Offer. During such period, there may be fluctuations in the market price of the Shares.

4) Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, or the Manager to the Offer to any new or additional registration requirements.
5) The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.
6) The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement(PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

(B) Relating to Acquirer

1) The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2) The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
3) The Acquirer does not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
4) The Acquirer does not accept the responsibility with respect to the information contained in PA or DPS or LOO that pertains to the Target Company and has been compiled from publicly available resources.

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

INDEX

1. DEFINITIONS

1.	Acquirer or The Acquirer or Lorgan	Lorgan Lifestyle Limited
2.	Board of Directors / Board	The Board of Directors of SVC Resources Limited
3.	Book Value per share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	CDSL	Central Depository Services (India) Limited
6.	Companies Act	The Companies Act, 1956/ The Companies Act, 2013, as may be applicable
7.	Depository Participant or DP	Gogia Capital Services Limited
8.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspaper on January 16, 2014
9.	EPS	Profit after tax / Number of equity shares issued
10.	Escrow Agreement	Escrow Agreement dated January 11, 2014 between the Acquirer, Escrow Agent and Manager to the Offer
11.	Escrow Bank/Escrow Agent	The Development Credit Bank Limited having its branch office at Hansalaya Building, 15, Barakhamba Road, Connaught Place, New Delhi-110001
12.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
13.	Form of Acceptance	Form of Acceptance cum Acknowledgement
14.	LOO or Letter of Offer or LOF	Letter of Offer
15.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
16.	N.A.	Not Available/Not Applicable
17.	NRI	Non Resident Indian
18.	NSDL	National Securities Depository Limited
19.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 18,078,667 fully paid up Equity Shares of face value of Re. 1/- each being 26% of the Paid up Equity Share Capital of the Target Company at a price of Rs.2.50 (Rupees Two and Fifty Paisa Only) per fully paid up Equity Share payable in cash
20.	Offer Period	Wednesday, January 08, 2014 to Friday, April 11, 2014.
21.	Offer Price	Rs.2.50 (Rupees Two and Fifty Paisa Only) per fully paid up Equity Share payable in cash

22.	PAT	Profit After Tax
23.	Persons eligible to participate in the Offer	Registered shareholders of SVC Resources Limited and unregistered shareholders who own the Equity Shares of SVC Resources Limited any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form except the Acquirer.
24.	Public Announcement or PA	Public Announcement submitted to BSE as well as to SEBI on January 08, 2014
25.	Registrar or Registrar to the Offer	MAS Services Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time.
26.	RBI	The Reserve Bank of India
27.	Return on Net Worth	(Profit After Tax/Net Worth) *100
28.	INR or Rs.	Indian Rupees
29.	SEBI Act	Securities and Exchange Board of India Act, 1992
30.	SEBI	Securities and Exchange Board of India
31.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
32.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
33.	Tendering Period	Wednesday, March 12, 2014 to Wednesday, March 26, 2014.
34.	Target Company or SVC	SVC Resources Limited

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF 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 SVC RESOURCES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE

CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER(S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER(S) DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER "CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED" HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 20, 2014 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. This Voluntary Open Offer is being made by Acquirer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights accompanied with change in control and management of Target Company.

3.1.2. At present, the Acquirer holds 17,285,658 Equity Shares representing 24.86% of the paid up equity share capital of the Target Company i.e. 69,533,333 Equity Shares of face value of Re.1 each. Besides this, the Target Company has allotted 10,844,426 Equity Shares and 29,700,000 Equity Shares on May 8, 2013 and August 5, 2013 respectively on which voting rights have been freezed vide CLB order dated June 12, 2013 and Bombay High Court Order dated August 26, 2013. Accordingly, these two allotments have not been considered while calculating the percentage of shareholdings in compliance with Regulation 2(1)(v) of SEBI (SAST) Regulations, 2011 which states that "shares" means shares in the equity share capital of a target company carrying voting rights. The legal text of definition is reproduced hereinbelow:

"shares" means shares in the equity share capital of a target company carrying voting rights, and includes any security which entitles the holder thereof to exercise voting rights;

Explanation.— For the purpose of this clause shares will include all depository receipts carrying an entitlement to exercise voting rights in the target company.

The abovementioned equity shares have been acquired in the following manner:

Date	Price	No. of shares	Consideration
20.12.2013	2.20	15,965,813	35,183,989.75
30.12.2013	2.40	1,319,845	3,172,521.98
Highest Price		**2.40**	
Volume Weighted Average Price		**2.22**	

3.1.3. There is no Person Acting in Concert with the Acquirer.

3.1.4. There is no separate arrangement for the proposed change in control of the Target Company.

3.1.5. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.

3.1.6. The Acquirer proposes to appoint its representatives on the board of the Target Company after the completion of all formalities relating to Open Offer under SEBI (SAST) Regulations, 2011 as it may deem fit.

3.1.7. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 2011, the Board of the Target Company is required to constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published.

3.2. Details of the Proposed offer

3.2.1. In accordance with Regulation 13 and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirer has given a PA on January 08, 2014 to BSE and SEBI and DPS on January 16, 2014 which was published in the following newspapers:

Publication	Editions	Date of Publication
Financial Express (English)	All Editions	January 16, 2014
Jansatta (Hindi)	All Editions	January 16, 2014
Punya Nagari (Marathi)	Mumbai	January 16, 2014

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in; BSE website at www.bseindia.com and the website of Manager to the Offer www.corporateprofessionals.com.

3.2.2. The Acquirer proposes to acquire from the existing shareholder(s) of the Target Company, 18,078,667 (One Crore Eighty Lacs Seventy Eight Thousand Six Hundred and Sixty Seven) Equity Shares of face value of Re. 1 each representing 26% of the paid up equity share capital of the Target Company (i.e. 69,533,333 Equity Shares of face value of Re.1 each. Besides this, the Target Company has allotted 10,844,426 Equity Shares and 29,700,000 Equity Shares on May 8, 2013 and August 5, 2013 respectively on which voting rights have been freezed vide CLB order dated June 12, 2013 and Bombay High Court Order dated August 26, 2013. Accordingly, these two allotments have not been considered while calculating the percentage of shareholdings in compliance with Regulation 2(1)(v) of SEBI (SAST)

Regulations, 2011 which states that "shares" means shares in the equity share capital of a target company carrying voting rights) at a price of Rs. 2.50 (Rupees Two and Fifty Paisa Only) per share **("Offer Price"),** payable in cash subject to the terms and conditions set out in the PA, DPS and this LOF.

Further, the Acquirer undertakes to revise the offer size in accordance with Regulation 7(1) of SEBI (SAST) Regulations, 2011 in case the voting rights on the above mentioned allotments made on May 8, 2013 and August 5, 2013 are unfreezed pursuant to the order of the competent authority and would comply with the other provisions of SEBI (SAST) Regulations, 2011 as may be applicable with respect to such revision in offer size.

3.2.3. There are no partly paid up shares in the Target Company.

3.2.4. There is no differential price offered to the shareholders of the Target Company under the present Open Offer.

3.2.5. This is not a competing Offer under Regulation 20 of SEBI (SAST) Regulations, 2011.

3.2.6. There has been no competing offer as on the date of this draft LOF.

3.2.7. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

3.2.8. The Acquirer has not acquired any shares of Target Company after the date of P.A. i.e. January 08, 2014 and upto the date of this draft LOF.

3.2.9. The Offer is not subject to any minimum level of acceptances from the shareholders i.e., it is not a conditional offer. The Acquirer will accept the equity shares of the Target Company in terms of this Offer upto a maximum of 18,078,667 (One Crore Eighty Lakhs Seventy Eight Thousand Six Hundred and Sixty Seven) Equity Shares representing 26% of the Equity paid up Share Capital of the Target Company.

3.2.10. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of this draft LOF. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

3.3. Object of the Acquisition/ Offer

3.3.1. At present, the Acquirer does not have any plans to make major change to the existing line of business of the Target Company except in the ordinary course of business. The Acquirer would support the existing business of the Target Company. The Acquirer intends to develops the mines available with the Target Company and further integrate into steel business. The Acquirer is interested in substantial acquisition of equity shares of the Target Company and in taking over the management control of the Target Company.

3.3.2. Subject to satisfaction of the provisions of SEBI (SAST) Regulations, 2011, the Companies Act, 1956 or Companies Act, 2013 as may be applicable and/or other Regulation(s), the Acquirer intends to make changes in the management of the Target Company.

3.3.3. The Acquirer does not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. SVC's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRER – LORGAN LIFESTYLE LIMITED

4.1. The Acquirer, **Lorgan Lifestyle Limited** was incorporated and registered under Part IX of the Companies Act, 1956 on August 21, 2012 with Registrar of Companies, Maharashtra, Pune, as a public limited company pursuant to the conversion of a partnership firm, Sri Sidhivinayak Marketing. The name of the Acquirer has not changed since its incorporation.

4.2. The Registered office of the Acquirer is situated at Flat No.6, Raghukul Apartments, S.No.968/969, Senapati Bapat Road, Pune – 411016, Maharashtra, Tel. No. (020) 2566 1234, Fax: (020) 2566 8686.

4.3. The Acquirer is a registered Export House and is engaged in the business of manufacturing and export of textiles, garments, food and agricultural products. The manufacturing facility of the Acquirer is situated at Bhiwandi, Thane. The Company is also into wind energy and windmill is situated at Satara, Maharashtra.

4.4. The promoters and persons in control comprises of Mr. Rajesh Shrivallabh Baheti, Ms. Vidya Deepak Baheti, Ms. Leena Rajesh Baheti, Mr. Shrivallabh Zumberlal Baheti, Mr. Deepak Shrivallabh Baheti, Mr. Rajesh Raghu Shetty and Mr. Anil Jaysingrao Barge.

4.5. The Acquirer is in compliance with the applicable provisions of Chapter V of SEBI (SAST) Regulations, 2011.

4.6. Shareholding pattern of the Lorgan as on the date of this Draft LOF is as under:

Sl. No.	Shareholder's Category	No. and Percentage of shares held
1	**Promoters**	
	Mr. Rajesh Shrivallabh Baheti	265,250 (53.05%)
	Ms. Vidya Deepak Baheti	222,350 (44.47%)
	Ms. Leena Rajesh Baheti	2,480 (0.496%)
	Mr. Shrivallabh Zumberlal Baheti	2,480 (0.496%)
	Mr. Deepak Shrivallabh Baheti	2,480 (0.496%)

	Mr. Rajesh Raghu Shetty	2,480 (0.496%)
	Mr. Anil Jaysingrao Barge	2,480 (0.496%)
	Total of (1)	**500,000 Equity Shares (100%)**
2	FIIs/Mutual-Funds/FIs/Banks	Nil
3	Public	Nil
	Total Paid Up Capital (1+2+3)	**500,000 Equity Shares (100%)**

4.7. The details of Board of Directors of the Lorgan as on the date of draft LOF are as follows:

Name of the Director	Designation	DIN	Qualification and Experience	Date of Appointment	Other Directorship
Rajesh Shrivallabh Baheti	Director	00718018	Diploma in cinematography 25 years of experience in trading/ manufacturing of textiles, photchemical, labs etc.	21/08/2012	• Second Skin Fashions Limited • Lorgan Infratech Private Limited
Vidya Deepak Baheti	Director	01191166	B.Com 10 years of experience in the marketing and trading in textiles etc.	21/08/2012	• Second skin Fashions Limited • Lorgan Infratech Private Limited
Deepak Shrivallabh Baheti	Director	01191207	B.Com 10 years of experience in marketing and trading in textiles	21/08/2012	• Second Skin Fashions Limited • Lorgan Infratech

			etc.		Private Limited
Martin Alex Bernard Correa	Additional Director	00480233	B. Com 22 years of experience in Hotels and Restaurant Industries	27/08/2013	• Correa Hotels Private Limited • Correa Construction Private Limited • Correa Publication Private Limited
Blase Bernard Correa	Additional Director	00480289	SSC 22 years of experience in Air conditioning System of vehicles.	27/08/2013	• Correa Hotels Private Limited

As on the date of this draft LOF, None of the directors of the Acquirer is on the board of the Target Company.

4.8. The Brief details of financials of Acquirer are given as under:

(Amount Rs. In Lacs)

Profit & Loss Statement	**Year Ended 31.03.2011 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2013 (Audited)**	**Half Year Ended 30.09.2013 (Provisional)**
Income from operations	5,441.09	10,611.74	15,887.90	8,620.30
Other Income	8.81	246.65	331.99	231.34
Total Income	5,449.90	10,858.39	16,219.89	8,851.64
Total Expenditure	5,306.70	10,497.55	15,621.44	8,512.69
Profit Before Depreciation Interest, and Tax	143.20	360.84	598.45	338.95
Depreciation	2.47	212.14	129.13	22.81
Interest	35.97	83.65	170.28	80.08

Profit Before Tax	**104.76**	**65.05**	**299.04**	**236.06**
Provision for Tax	**-**	**11.49**	**101.40**	**-**
Profit After Tax	**104.76**	**53.56**	**197.64**	**236.06**
			(Amount Rs. In Lacs)	
Balance Sheet Statement	**Year Ended 31.03.2011 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2013 (Audited)**	**Half Year Ended 30.09.2013 (Provisional)**
Sources of Funds				
Paid up share capital	300.44	489.04	50.00	50.00
Reserves and Surplus (excluding revaluation reserves)	0.00	0.00	833.70	1,069.83
Networth	300.44	489.04	883.70	1119.83
Secured loans	299.01	1,139.82	361.35	311.05
Unsecured loans	-	-	110.67	52.35
Deferred Tax Liability	-	-	-	-
Total	**599.45**	**1,628.86**	**1355.72**	**1,483.23**
Uses of funds				
Net Fixed Assets	16.65	359.76	266.05	243.24
Investments	4.99	4.99	-	-
Net Current Assets	577.81	1,264.11	1,089.67	1,239.99
Total Miscellaneous Expenses not written off	-	-	-	-
Total	**599.45**	**1,628.86**	**1355.72**	**1,483.23**
Other Financial Data	**Year Ended 31.03.2011 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2013 (Audited)**	**Half Year Ended 30.09.2013 (Provisional)**
Dividend (%)	NA	NA	NIL	NIL
Earning Per Share (In Rs)	NA	NA	39.53	47.23
Networth (Rs. In Lacs)	300.44	489.04	883.70	1119.83
Return on Networth (%)	34.87	10.95	22.37	21.08
Book Value Per Share(In Rs)	NA	NA	176.74	223.97

Source- As Certified by Navin Gupta (Membership No. 145558), Partner of Baheti & Somani, Chartered Accountants, having office at B&S House, 29/8, Sharad Hsg. Soc Opp. Bhartiya Vidya Bhavan, Off Senapati Bapat Road, Pune -411 016, Tel: 020-25661440, Fax: 020 25661440, website: bandsindia.com vide his certificate dated January 08, 2014.

4.9. There are no contingent liabilities in Lorgan.

4.10. The shares of the Acquirer are not listed on any stock exchange.

5. BACKGROUND OF THE TARGET COMPANY – SVC RESOURCES LIMITED

(*The Information relating to the Target Company has been obtained from the information available in public domain and neither the Acquirer nor the Manager to the Offer has independently verified the same)*

5.1. SVC Resources Limited was incorporated on February 28, 1976 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, with the name Pace Electronics Private Limited. The details of change in the name of Target Company are tabulated below:

Date of certificate	From	To
June 12, 1986	Pace Electronics Private Limited	Pace Electronics Limited
December 14, 2005	Pace Electronics Limited	Pace Electronics & Textiles Limited
January 18, 2008	Pace Electronics & Textiles Limited	Pace Textiles Ltd.
December 16, 2009	Pace Textiles Ltd.	SVC Resources Limited

5.2. The registered office of SVC is situated at 104, Baba House, 1st Floor, M V Road, Near Cine Magic Cinema, Andheri East, Mumbai – 400093, Maharashtra.

5.3. The shares of the Target Company are presently listed on BSE Limited (BSE).

5.4. Based on the information available on BSE, the Equity Shares of the Target Company are frequently traded on BSE (within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations, 2011).

5.5. The authorised share capital of the Target Company is Rs. 150,000,000 (Rupees Fifteen Crore Only) consisting of 150,000,000 (Fifteen Crores) Equity Shares of face value of Re. 1 each.

5.6. Share capital structure of the Target Company is as follows-

Paid up Equity Shares of Target Company	No. of Shares/voting rights	% of shares/voting rights
Fully paid up equity shares	110,077,759 Equity Shares of Re. 1 each	100% of total shares
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	110,077,759 Equity Shares of Re. 1 each	100% of total shares
*Total voting rights in Target company	69,533,333 Equity Shares of Re. 1 each	63.17% of total shares

*Besides this, the Target Company has allotted 10,844,426 Equity Shares and 29,700,000 Equity Shares on May 8, 2013 and August 5, 2013 respectively that have been kept in abeyance vide CLB order dated June 12, 2013 and Bombay High Court Order dated August 26, 2013 and thus do not carry any voting rights. Accordingly, these two allotments have not been considered in compliance with Regulation 2(1)(v) of SEBI (SAST) Regulations, 2011 which states that "shares" means shares in the equity share capital of a target company carrying voting rights.

5.7. The shares of the Target Company are presently listed on BSE. However, in respect of allotment of equity shares on May 8, 2013 and August 5, 2013 as stated in Para 5.6., no listing and trading permission has been granted as on the date of draft LOF.

5.8. There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

5.9. The composition of the Board of Directors of SVC is as under::

S.No.	*Name and Address of Director	Designation	Date of Appointment
1.	Mr. Ashok Banwarilal Gupta Gurukripa, 6, Dixit Road, Vile Parle East, Mumbai- 400057	Managing director	26/07/2004
2.	Mr. Vinay Balkishan Poddar Sunita Building, 62-A, Peddar Road, Mumbai- 400036	Director	11/06/2005
3.	Mr. Vinod Jagmohan Bansal 402, Sunita Building, L. T. Road, Dahisar West, Mumbai-400068	Director	11/06/2005
4.	Mr. Akshat Gupta Gurukripa, 6, Dixit Road, Vile Parle East, Mumbai-400057	Director	24/12/2012
5.	Ms. Neha Kiran Gandhi IV-1, Ashirwad, Plot No. 22, 6th Road Friends, Society, J.V.P.D. Scheme, Juhu, Vile Parle (West), Mumbai-400056	Additional director	30/08/2013
6.	Mr. Divesh Shantaram Koli Dharavi Koliwada, Room No. 180-D9, Near Holi Maidan, J J Keni Lane, Dharavi, Mumbai- 400017	Additional director	30/08/2013
7.	Mr. Shrishti Suresh Deora	Additional director	30/08/2013

	Santogen House,18 Hatkesh Soc., 6th Road, J.V.P.D. Vile Parle (West), Mumbai-400056		

None of the above Directors is representative of Acquirer.

Source: www.mca.gov.in

**In accordance with the information as available in public domain, an Extra Ordinary General Meeting was schedule on January 11, 2014 for the removal of directors of Target Company. However, as per the outcome of the meeting as available on www.bseindia.com, no resolution has been passed.*

5.10. There has been no merger/de-merger, spin off during last 3 years involving the Target Company.

5.11. The brief audited financial statements for financial years ended March 31, 2011, March 31, 2012 and March 31, 2013 are as follows:

(Amount Rs. In Lacs)

Profit & Loss Statement	**Year Ended 31.03.2013 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2011 (Audited)**
Income from operations	427.38	1,001.02	573.87
Other Income	-	-	-
Increase/ (Decrease) in Stock	-		-
Total Income	**427.38**	**1,001.02**	**573.87**
Total Expenditure (Excluding Depreciation and Interest)	**2,178.00**	**998.56**	**305.23**
Profit Before Depreciation Interest and Tax	(1,750.62)	2.46	268.64
Depreciation	-	8.34	6.89
Interest	123.52	0.31	0.44
Profit/ (Loss) Before Tax	**(1,874.14)**	**(6.20)**	**261.32**
Provision for Tax	**-**	**-**	**90.93**
Profit/ (Loss) After Tax	**(1,874.14)**	**(6.20)**	**170.39**

(Amount Rs. In Lacs)

Balance Sheet Statement	**Year Ended 31.03.2013 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2011 (Audited)**
Sources of funds			
Paid up share capital	695.33	695.33	695.33
Reserves and Surplus (excluding revaluation reserves)	(984.13)	890.02	896.21
Non Current Liabilities	1,148.45	807.96	540.90
Deferred Tax Liability (Net)	-	-	
Total	**859.65**	**2,393.31**	**2,132.44**
Uses of funds			
Net fixed assets	120.23	465.69	474.03
Investments	-	47.06	47.06
Long term Loans & Advances	95.00	833.11	527.33
Net current assets	644.42	655.45	693.23
Total miscellaneous expenditure not written off	-	392.00	390.79
Total	**859.65**	**2,393.31**	**2,132.44**

Other Financial Data	**Year Ended 31.03.2013 (Audited)**	**Year Ended 31.03.2012 (Audited)**	**Year Ended 31.03.2011 (Audited)**
Dividend (%)	-	-	-
Earning Per Share (In Rs)	-	-	0.32
Networth (Rs. In Lacs)	(288.80)	1,193.35	1,200.74
Return on Networth (%)	-	-	
Book Value Per Share (Rs.)	-	-	-

Source- *www.bseindia.com*

Notes:

- *Non-current liabilities is inclusive of Provisions and is not deducted from net current assets.*
- *Deposits are taken part of Long term loans and advances*

5.12. Pre and Post- Offer share holding pattern of the Target Company as on the date of draft LOF is as follows:

Sr. No	Shareholder Category	Shareholding & Voting rights prior to the Agreement/acquisition and Offer (A)		Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/voting rights after the acquisition and Offer i.e. (A+B+C)=D	
		No.	%	No.	%	No.	%	No.	%
1	**Promoter Group**								
	a. Parties to agreement, if any	NIL	NA	NIL	NA	Nil	NA	Nil	NA
	b. Promoters other than (a) above	4,306,531	6.19	Nil	NA	Nil	NA	4,306,531	6.19
	Total 1 (a+b)	**4,306,531**	**6.19**	**Nil**	**NA**	**Nil**	**NA**	**4,306,531**	**6.19**
2	**Acquirer**								
	Lorgan Lifestyle Limited	17,285,658	24.86	NIL	NA	18,078,667	26.00	**35,364,325**	**50.86**
	Total 2	**17,285,658**	**24.86**	NIL	NA	**18,078,667**	**26.00**	**35,364,325**	**50.86**
3	**Parties to the agreement other than 1(a) & 2**	NA	NA	NA	NA	NA	NA	NA	NA
4	**Public (other than parties to agreement, acquirers & PACs)**								
a.	FIs / MFs / FIIs / Banks, SFIs (indicate names)	Nil	NA	Nil	NA	(18,078,667)	(26.00)	29,862,477	42.95

b.	Others (3787 Equity Shareholders)	47,941,144	68.95	Nil	NA				
	Total (4)(a+b)	47,941,144	68.95	Nil	NA			29,862,477	42.95
	Total (1+2+3+4)	**69,533,333**	**100**					**69,533,333**	**100**

Notes: The data within bracket indicates sale of equity shares.

After the completion of Open Offer, the Acquirer would be classified as promoter of the Target Company.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. This Voluntary Offer is made for the direct acquisition of Equity Shares and control of the Target Company by the Acquirer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

6.1.2. The Equity Shares of the Target Company are listed on BSE.

6.1.3. The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (January 1, 2013 to December 31, 2013) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of DPS	Total No. of Listed Equity Shares*	Annualised Trading Turnover (as % of Total equity shares Listed)
BSE	52,601,157	69,533,333	75.65

(Source: www.bseindia.com)

** Besides this, the Target Company has allotted 10,844,426 Equity Shares and 29,700,000 Equity Shares on May 8, 2013 and August 5, 2013 respectively on which voting rights have been freezed vide CLB order dated June 12, 2013 and Bombay High Court Order dated August 26, 2013. Accordingly, these two allotments have not been considered in compliance with Regulation 2(1)(v) of* SEBI (SAST) Regulations, 2011 *which states that "shares" means shares in the equity share capital of a target company carrying voting rights. The legal text of definition is reproduced hereinbelow:*

> *"shares" means shares in the equity share capital of a target company carrying voting rights, and includes any security which entitles the holder thereof to exercise voting rights;*

Explanation — For the purpose of this clause shares will include all depository receipts carrying an entitlement to exercise voting rights in the target company.

6.1.4. Based on the information available on the websites of the Stock Exchange, the Equity Shares of the Target Company are frequently traded on the BSE (within the meaning of definition "frequently traded shares" under clause (j) Sub-Regulation (1) and Regulation 2 of the SEBI (SAST) Regulations, 2011.

6.1.5. The Offer Price of Rs. 2.50/- (Rupee Two and Fifty Paisa Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

(a)	Negotiated Price	NA
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA	Rs. 2.22 per share
(c)	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA	Rs. 2.40 per share
(d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE	Rs. 2.18 per share

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 2.50/- (Rupee Two and Fifty Paisa) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.6. Calculation of volume-weighted average price paid for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA as per Regulation 8 (2) (b) of the SEBI (SAST) Regulations, 2011 is as follows:

Date	Price	No. of shares	Consideration
20.12.2013	2.20	15,965,813	35,183,989.75
30.12.2013	2.40	1,319,845	3,172,521.98
Total		**17,285,658**	**38,356,511.73**
VWAP for 52 weeks		**2.22**	

6.1.7. Calculation of highest price paid for acquisition by the acquirer during 26 weeks immediately preceding the date of the PA as per Regulation 8 (2) (c) of the SEBI (SAST) Regulations, 2011 is as follows:

Date	Price	No. of shares	Consideration
20.12.2013	2.20	15,965,813	35,183,989.75
30.12.2013	2.40	1,319,845	3,172,521.98
Highest Price		**2.40**	

6.1.8. Calculation of volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE as per Regulation 8 (2) (d) of the SEBI (SAST) Regulations, 2011 is as follows:

Date	WAP	No. of Shares traded	VWAP
7-Jan-14	2.53	2,854	7,220.62
6-Jan-14	2.49	583,053	1,451,801.97
3-Jan-14	2.44	578,386	1,408,527.00
2-Jan-14	2.45	231,832	567,238.00
1-Jan-14	2.42	302,044	730,846.00
31-Dec-13	2.38	234,952	559,185.00
30-Dec-13	2.34	2,327,166	5,439,588.00
27-Dec-13	2.30	482,305	1,109,301.00
26-Dec-13	2.26	363,333	821,132.00
24-Dec-13	2.22	312,800	694,416.00
23-Dec-13	2.18	305,283	665,516.00
20-Dec-13	2.14	16,394,111	35,083,397.00
19-Dec-13	2.04	1,090	2,223.00
18-Dec-13	1.95	228	444.00
17-Dec-13	1.86	6,300	11,718.00
16-Dec-13	1.78	1,933	3,440.00
13-Dec-13	1.70	400	680.00
12-Dec-13	1.62	3,650	5,913.00
11-Dec-13	1.55	21,552	33,405.00
10-Dec-13	1.48	11,310	16,738.00
9-Dec-13	1.41	2,411	3,393.00
6-Dec-13	1.00	1	1.00
5-Dec-13	1.29	3,001	3,871.00
4-Dec-13	1.23	20,995	25,813.00
3-Dec-13	1.17	77	90.00
2-Dec-13	1.06	586	622.00
29-Nov-13	1.09	1,842	2,004.00
28-Nov-13	1.00	1	1.00
27-Nov-13	1.18	11	13.00
26-Nov-13	1.22	10,700	13,083.00
25-Nov-13	1.24	6,400	7,926.00
22-Nov-13	1.00	1	1.00
21-Nov-13	1.31	767	1,005.00
20-Nov-13	1.36	7,355	9,999.00
19-Nov-13	1.42	6,635	9,438.00
18-Nov-13	1.33	40	53.00
14-Nov-13	1.30	10	13.00
13-Nov-13	1.24	37	46.00
12-Nov-13	1.31	6,932	9,065.00
11-Nov-13	1.30	373	484.00
8-Nov-13	1.25	1,767	2,217.00

7-Nov-13	1.24	28,036	34,887.00
6-Nov-13	1.20	10	12.00
5-Nov-13	1.21	23,861	28,879.00
3-Nov-13	1.20	5	6.00
1-Nov-13	1.20	102	122.00
31-Oct-13	1.22	13,528	16,504.00
30-Oct-13	1.24	16,747	20,766.00
29-Oct-13	1.26	22,825	28,759.00
28-Oct-13	1.28	30,206	38,663.00
25-Oct-13	1.30	23,509	30,591.00
24-Oct-13	1.31	22,404	29,374.00
23-Oct-13	1.32	2,475	3,257.00
22-Oct-13	1.33	24,704	32,941.00
21-Oct-13	1.35	22,020	29,727.00
18-Oct-13	1.37	29,420	40,305.00
17-Oct-13	1.39	47,430	65,947.00
14-Oct-13	1.41	1,710	2,404.00
11-Oct-13	1.41	12,027	16,941.00
10-Oct-13	1.38	43,300	59,787.00
Total		**22,595,989**	**49,174,518.97**
Volume weighted average price			**2.18**

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

6.1.10. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. However, it shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

6.1.11. If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in 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 an open offer under the SEBI (SAST) Regulations, 2011, 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 shares of the Target Company in any form.

6.1.12. As on date there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer shall comply with Regulation 18 of

SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

6.1.13. The Acquirer is permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the tendering period. If there is any such upward revision in the Offer Price by the Acquirer or in the case of withdrawal of offer, the same would be informed by way of Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the acquirer(s) for all the shares validly tendered anytime during the Offer.

6.1.14. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders.

6.2. Financial Arrangement

6.2.1. The total fund requirement for the acquisition of 18,078,667 Equity Shares (assuming full acceptance of the Open Offer) representing 26% of the paid up equity share capital of the Target Company at a offer price of Rs. 2.50/- per share is Rs. 45,196,668 (Rupees Four Crores Fifty One Lakhs Ninety Six Thousand Six hundred Sixty Eight Only) (the **“Maximum Consideration”**).

6.2.2. The Acquirer has adequate financial resources to meet the financial requirements of the Open Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition will be financed through internal resources.

6.2.3. The Acquirer, the Manager to the Offer and The Development Credit Bank Limited, a banking corporation incorporated under the Companies Act, 1956, and having one of its branch offices at 15 G, Hansalaya Building, Barakhamba Road, New Delhi-110001 have entered into an escrow agreement dated January 11, 2014 for the purpose of the Offer (the **" Escrow Agreement"**) in accordance with Regulation 17 of the SEBI (SAST) Regulations, 2011. In terms of the Escrow Agreement, the acquirer has opened an Escrow Account bearing name and style as **“CPCPL – SVCRL - Open Offer Escrow Account”,** (the **“Escrow Account**”) and deposited cash of Rs. 11,300,000 (Rupees One Crore Thirteen Lacs Only) being more than 25% of the Maximum Consideration.

6.2.4. The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5. Mr. Navin Gupta (Membership No. 145558), Partner of Baheti & Somani, Chartered Accountants, has vide its certificate dated January 8, 2014 certified that the Acquirer has sufficient resources to meet the fund requirement for the takeover of Target Company.

6.2.6. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill the Acquirer’s obligations through verifiable means in relation to the Offer in accordance with the Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. Operational terms and conditions

7.1.1. The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2. LoF will be dispatched to all the equity shareholders of the Target Company, whose names appear in its Register of Members on February 25, 2014, Tuesday, the Identified Date.

7.1.3. The Offer is subject to the terms and conditions set out in this LOF, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.4. The LOF alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, *www.sebi.gov.in*, and shareholders can also apply by downloading such forms from the website.

7.1.5. As of the date of this draft LOF, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.1.6. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.7. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).

7.1.8. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

7.2. Locked in shares: There are no locked in shares in the Target Company except the allotment made on May 08, 2013 and August 05, 2013.

7.3. Persons eligible to participate in the Offer

Registered shareholders of the Target Company and unregistered shareholders who own the Equity Shares of the Target Company any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form except the Acquirer.

7.4. Statutory and other Approvals:

7.4.1. Shareholder of the Target Company who are either Non–Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.

7.4.2. As of the date of this offer, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.4.3. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

7.4.4. The Acquirer does not require any approval from financial institutions/banks in India for the Offer.

7.4.5. The Acquirer shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

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

Name and Address of the Collection Centre	Working days and timings	Mode of delivery
MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area,	During the Business Hours	Regd. Post/ Courier Hand

Phase - II, New Delhi - 110 020 **Contact Person:** Mr. N C Pal **Ph.:** 011-26387281/82/83 **Fax:** 011-26387384 **Email:** info@masserv.com	from Monday to Saturday	Delivery.

8.2. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. March 26, 2014, Wednesday.

8.3. The Registrar to the Offer, **M/s MAS Services Limited** has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

8.4. For shareholders holding equity shares in dematerialize form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. March 26, 2014, Wednesday, along with a photocopy of the delivery instructions in **"Off market"** mode or counterfoil of the delivery instructions in **"Off-market"** mode, duly acknowledged by the Depository Participant (**"DP"**), in favour of **"SVCRL - Open Offer – MAS Escrow " ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name :	Gogia Capital Services Limited
DP ID :	IN300589
Client ID :	10229625
Depository:	National Securities Depository Limited ("NSDL")

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

8.5. The shares and other relevant documents should not be sent to the Acquirer/ Target Company.

8.6. In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with SVC), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. March 26, 2014, Wednesday. Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

8.7. In case of shareholders who have not received the LOF and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 8.4. above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. March 26, 2014, Wednesday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.8. Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. March 26, 2014, Wednesday, else the application would be rejected.

8.9. No indemnity is needed from unregistered shareholders.

8.10. Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of SVC is 1{One} Equity Share.

8.11. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

8.12. The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.

8.13. Unaccepted share certificate(s) , transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

8.14. The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi-110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

9.1. Certificate of Incorporation, Memorandum & Articles of Association of Acquirer.

9.2. Certificate dated January 08, 2014 issued by Mr. Navin Gupta (Membership No. 145558), Partner, Baheti & Somani, Chartered Accountants, having office at *B&S House, 29/8, Sharad Hsg. Soc Opp. Bhartiya Vidya Bhavan, Off Senapati Bapat Road, Pune -411 016, Tel: 020-25661440, Fax: 020 25661440, website: bandsindia.com*, certifying the adequacy of financial resources with the Acquirer to fulfill its part of open Offer obligations.

9.3. Audited Annual Reports of Acquirer and SVC for the years ended March 31, 2013, 2012 and 2011.

9.4. Copy of Escrow Agreement between the Acquirer, The Development Credit Bank Limited and Manager to the Offer.

9.5. Certificate from The Development Credit Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011 and a lien in favour of Manager to the Offer.

9.6. Copy of Public Announcement, Published copy of the Detailed Public Statement, which appeared in the Newspapers on January 16, 2014, Issue Opening PA and any corrigendum to these.

9.7. A copy of the recommendation made by the Board of SVC.

9.8. A copy of the comments letter from SEBI, as may be received.

9.9. Copy of agreement between the Acquirer and the Registrar to the issue.

10. DECLARATION BY THE ACQUIRER

The Acquirer accepts full responsibility for the information contained in this LOF and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirer would be responsible for ensuring compliance with the concerned Regulations.

Lorgan lifestyle Limited

(Authorised Signatory)

Place: New Delhi

Date: January 22, 2014

11. ENCLOSURES

11.1. Form of Acceptance cum Acknowledgement

11.2. Blank Share Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
OFFER OPENS ON	**:**	**March 12, 2014, WEDNESDAY**
OFFER CLOSES ON	**:**	**March 26, 2014, WEDNESDAY**
Please read the Instructions overleaf before filling-in this Form of Acceptance		

FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No.	

From:

Tel. No.: Fax No.: E-mail:

To,

M/s Lorgan Lifestyle Limited

C/o MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase-II,

New DelhI-110 020

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S SVC RESOURCES LIMITED (SVC) BY M/S LORGAN LIFESTYLE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

I / we, refer to the Letter of Offer dated ______________for acquiring the equity shares held by me / us in **M/s SVC RESOURCES LIMITED.**

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

I / We, unconditionally Offer to sell to the Acquirer the following equity shares in SVC held by me/ us at a price of Rs. 2.50/- (Rupees Two and Fifty Paisa Only) per fully paid-up equity share.

For shares held in physical form

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

Ledger Folio No……………………………Number of share certificates attached……………….. Representing ……………………….. equity shares			
Number of equity shares held in SVC		**Number of equity shares Offered**	
In figures	**In words**	**In figures**	**In words**

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

For shares held in Demat form:

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

DP Name	**DP ID**	**Client ID**	**Beneficiary Name**	**No. of equity shares**

DP Name	: Gogia Capital Services Limited
ID	: IN300589
Client ID	: 10229625
Depository	: National Securities Depository Limited (“NSDL”)
Depository Escrow Account	: SVCRL - Open Offer – MAS Escrow

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

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

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

Place: ---------------------------------- Date: ----------------------------

Tel. No(s). : -------------------------- Fax No.: ------------------------

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

Bank Account No.: -------------------------------- Type of Account: ---------------------

(Savings /Current /Other (please specify))

Name of the Bank: ---

Name of the Branch and Address: --

MICR Code of Bank-------------------------------------

IFCS Code of Bank--

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

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

Yours faithfully,

Signed and Delivered:

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

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

INSTRUCTIONS

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

2 The Form of Acceptance should be filled-up in English only.

3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.

4 **Mode of tendering the Equity Shares Pursuant to the Offer:**

I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of SVC.

II. Shareholders of SVC to whom this Offer is being made, are free to Offer his / her / their shareholding in SVC for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S SVC RESOURCES LIMITED (SVC) BY M/S LORGAN LIFESTYLE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Received from Mr. / Ms……………………..………………………………………………..................

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

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

Stamp

Authorised Signatory

Date

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

MAS SERVICES LIMITED

T-34, 2nd Floor, Okhla Industrial Area, Phase-II,

New Delhi-110020

Contact Person: Mr. N C Pal

Ph.: 011-26387281/82/83

Fax: 011- 26387384

Email: info@masserv.com.

SEBI Regn. No.: INR000000049

ACKNOWLEDGEMENT SLIP

SHARES IN DEMATERIALISED FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S SVC RESOURCES LIMITED (SVC) BY M/S LORGAN LIFESTYLE LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Received from Mr. / Ms. ……………………..…………………………………………….................

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

DP Name	DP ID	Client ID	Beneficiary Name	No. of equity shares

DP Name	: Gogia Capital Services Limited
ID	: IN300589
Client ID	: 10229625
Depository	: National Securities Depository Limited (“NSDL”)
Depository Escrow Account	: SVCRL - Open Offer – MAS Escrow

Stamp

Authorised Signatory

Date:

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

MAS SERVICES LIMITED

T-34, 2nd Floor, Okhla Industrial Area, Phase-II,

New Delhi-110020

Contact Person: Mr. N C Pal

Ph.: 011-26387281/82/83

Fax: 011- 26387384

Email: info@masserv.com.

SEBI Regn. No.: INR000000049