LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of **D. D. Leasing Limited** If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in D. D. Leasing Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER BY

1. **Mr. Rajiv Gambhir (Acquirer)**
   N-56, Pancheel Park, New Delhi - 110 017
   Tel No: 011-41833000/41833005, Fax No. 011-41833001
2. **Mr. Kunal Gambhir (Acquirer)**
   N-56, Pancheel Park, New Delhi - 110 017
   Tel No: 011-41833000/41833005, Fax No. 011-41833001
3. **Mrs. Renu Chadda (Acquirer)**
   N-56, Pancheel Park, New Delhi - 110 017
   Tel No: 011-41833000/41833005, Fax No. 011-41833001
4. **Ms.Tanisha Gambhir (Acquirer)**
   N-56, Pancheel Park, New Delhi - 110 017
   Tel No: 011-41833000/41833005, Fax No. 011-41833001
5. **M/s Maya Leasing and Finance Private Limited (Acquirer)**
   B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110 064
   Tel No: 011-41833000/41833005, Fax No. 011-41833001
6. **D. D. Properties Private Limited (PACs)**
   B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110 064
   Tel No: 011-41833000/41833005, Fax No. 011-41833001

To

Acquire upto 189190 equity shares of Rs. 10/- each representing 20% of the total equity/voting share capital of Target Company at a price of 5/- (Rupees One Only) per fully paid equity share payable in Cash.

of

D. D. LEASING LIMITED

Registered Office: B-8, Mayapuri Industrial Area, Phase-I New Delhi-110 064
Tel No. 011-41833000; Fax No. 011-41833001

Pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

ATTENTION:

1. The Offer is not a Conditional Offer.
2. As on the date of Public Announcement, to the best of knowledge of Acquirer's, no Statutory Approvals are required to be obtained for the purpose of this Offer. However, the Offer would be subject to all Statutory Approvals that may become applicable at a later date before the completion of Offer.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of closure of the Offer i.e. March 23, 2011 (Wednesday).
4. If there is any upward revision in the Offer Price by the Acquirers up to seven working days prior to the date of closure i.e. up to March 17, 2011 (Thursday), the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. If there is a Competitive Bid:
   6.1 The Public Offers under all the subsisting bids shall close on the same date
   6.2 As the Offer Price can not be revised during 7 working days prior to the closing date of the Offer, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
6. A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 11 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 23 TO 24)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE 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
D&A **D & A FINANCIAL SERVICES (P) LIMITED** 13, Community Centre, East of Kailash, New Delhi - 110065. Tel .: 011-26419079/ 26218274 Fax : 011 - 26219491 Email: dafspl@gmail.com Contact Person: ***Mr. Priyaranjan*** **SEBI Reg. No. INM000011484**	**Beetal Financial & Computer Services Pvt. Limited** Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetal@rediffmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 **Contact Person: Mr. Punit Mittal** **SEBI Reg. No. INR000000262**
OFFER OPENS ON: March 09, 2011 (Wednesday)	**OFFER CLOSES ON : March 28, 2011 (Monday)**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Schedule Date and Day	Revised Schedule Date and Day
1.	**Date of Public Announcement (PA)**	**Tuesday, August 17, 2010**	**Tuesday, August 17, 2010**
2.	**Specified Date (For the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent)**	**Friday, September 10, 2010**	**Friday, September 10, 2010**
3.	**Last Date for a Competitive Bid(s)**	**Tuesday, September 07, 2010**	**Tuesday, September 07, 2010**
4	Date by which Letter of Offer will be dispatched to the Shareholders	Wednesday, September 29, 2010	Friday March 04, 2011
5.	**Offer Opening Date**	**Friday, October 08, 2010**	**Wednesday, March 09, 2011**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**Monday, October 18, 2010**	**Thursday, March 17, 2011**
7.	Last date to withdraw acceptance tendered by shareholders	Friday, October 22, 2010	Wednesday, March 23, 2011
8.	**Offer Closing Date**	**Wednesday, October 27, 2010**	**Monday, March 28, 2011**
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Thursday, November 11, 2010	Tuesday, April 12, 2011

RISK FACTORS

i. **In the event that either (a) the regulatory approvals are not received in timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirers 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 DDLL, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed.**

ii. **The shares tendered in the offer will be held in trust by the Registrar, till the completion of the offer formalities. Accordingly, the acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.**

iii. **In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.**

iv. **Association of the Company with the Acquirers do not warrant any assurance with respect to the future financial performance of the Company.**

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of DDLL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of DDLL are advised to consult their stock brokers or investment consultants, if any, for further risk with respect to their participation in the offer.

TABLE OF CONTENTS

1. DEFINITIONS

1.	Acquirers or The Acquirers	Mr. Rajiv Gambhir, Mr. Kunal Gambhir, Mrs. Renu Chadda, Ms. Tanisha Gambhir and M/s Maya Leasing & Finance (P) Limited
2	Person Acting in Concert or PACs	M/s D. D. Properties Private Limited
3	Book Value per share	Net worth / Number of equity shares issued
4	DSE	The Delhi Stock Exchange Limited
5	EPS	Profit after tax / Number of equity shares issued
6	Form of Acceptance	Form of Acceptance cum Acknowledgement
7	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
8	DDLL	D. D. Leasing Limited
9	LOO or Letter of Offer	Offer Document
10	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
11	N.A.	Not Available
12	Negotiated Price	Rs.1/- (Rupees One Only) per fully paid up equity share/ voting share capital of face value of Rs.10/- each.
13	Offer or The Offer	Open Offer for acquisition of 189190 equity shares of Rs.10/- each representing 20% of the total voting capital of Target Company at a price of Rs.5.00 (Rupees Five Only) per fully paid equity share, payable in Cash.
14	Offer Price	Rs. 5.00 (Rupees Five Only) per share for fully paid equity shares of Rs.10/- each, payable in Cash.
15	Persons eligible to participate in the Offer	Registered shareholders of D. D. Leasing Limited, and unregistered shareholders who own the equity shares of D. D. Leasing Limited any time prior to the Offer Closure other than the Acquirers and Parties to the Agreement.
16	Public Announcement or "**PA**"	Announcement of the Open Offer by The Acquirers & PACs, which appeared in the newspapers on August 17, 2010.
17	Registrar or Registrar to the Offer	M/s Beetal Financial & Computer Services Private Limited
18	Return on Net Worth	(Profit After Tax/Net Worth) *100
19	SEBI	Securities and Exchange Board of India
20	SEBI (SAST) Regulations, 1997 or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
21	SEBI Act	Securities and Exchange Board of India Act, 1992
22	Sellers	Mrs. Urmila Gambhir, Mrs. Neena Manchanda, Mrs. Bhawna Gambhir, Mrs. Neera Chopra, Mrs. Neeta Anand, Mrs. Pooja Talwar, Mr. Sunil Chopra and Ms. Rishika Chopra
23	SPA	Share Purchase Agreement
24.	Target Company or DDLL	D. D. Leasing Limited

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF D. D. LEASING 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 COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 26.08.2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH 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 The Offer is being made under Regulation 10 read with Regulation 12 and as a result of this Offer, the Acquirers along with PACs will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of "D. D. Leasing Limited "

3.1.2 The Acquirers have entered into a Share Purchase Agreement [SPA] on August 12, 2010 to acquire an aggregate of 548250 (Five Lacs Forty Eight Thousand Two Hundred and Fifty Only) fully paid up equity shares of 10/- each representing 57.96%

of the total paid up capital and voting rights of M/s D. D. Leasing Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at B-8, Phase-I, Mayapuri Industrial Area, New Delhi- 110 064 (hereinafter referred to as "DDLL/the Target Company") from among the promoter group of the DDLL, namely, Urmila Gambhir, Neena Manchanda, Bhawana Chopra, Neena Chopra, Neeta Anand, Puja Talwar, Sunil Chopra, Rishika Chopra (hereinafter collectively referred to as Sellers) (169950, 69975, 77950, 57875, 80450, 45000, 40200 and 6850 respectively - Collectively, the "Sale Shares"), at a price of Rs 1.00 (Rupees one Only) per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration for the shares acquired as mentioned above is Rs 548250/- (Rupees Five Lacs Forty Eighty Thousand Two Hundred and Fifty Only) and that resulted the triggering of SEBI (SAST) Regulations, 1997. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

3.1.3 The Details of the sellers are as under:

Sl.No	Name of Shareholders/ Sellers	Address & Phone No.	No. of shares	% to the Paid up Capital	Sale Consideration (In Rs)
1	Mrs. Urmila Gambhir	F-10/8, First Floor, Vasant Vihar, New Delhi - 110 057 Ph No. 011-41833000	169950	17.97	169950
2	Mrs. Neena Manchanda	D-6/35, Vasant Vihar, New Delhi- 110 057 Ph No.011-41833002	69975	7.40	69975
3	Mrs. Bhawna Chopra	F-10/8, First Floor, Vasant Vihar, New Delhi - 110 057 Ph No. 011-41833003	77950	8.24	77950
4	Mrs. Neera Chopra	C-205, Sarvodaya Enclave, New Delhi Ph No. 011-41833000	57875	6.12	57875
5	Mrs. Neeta Anand	Rajab Mahal, Flat No. 7, 3rd Floor, 144, Maharshi Karve Road, Churchgate, Mumbai-400 020 Ph No. 011-41833002	80450	8.50	80450
6	Mrs. Puja Talwar	B-19, Naraina Vihar, New Delhi - 110 028 Ph No. 011-41833003	45000	4.76	45000
7	Mr. Sunil Chopra	C-205, Sarvodaya Enclave, New Delhi Ph No. 011-41833000	40200 6850	4.25 0.72	40200 6850
8	Ms. Rishika Chopra	C-205, Sarvodaya Enclave, New Delhi Ph No. 011-41833000			
	Total		**548250**	**57.96**	**548250**

3.1.4 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirers shall pay total cash consideration of Rs 548250/- (Rupees Five Lacs Forty Eight Thousand Two Hundred and Fifty Only).

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirers and the Acquirers shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirers undertake and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirers with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. In the event the Acquirers fail to comply with the applicable provisions of the Takeover Code relating to the Public Offer, the SPA shall stand terminated and shall be null and void.

3.1.5 As on the date of Public Announcement, Apart from 548250 (Five Lacs Forty Eight Thousand Two Hundred and Fifty Only) fully paid equity shares, which the acquirers agreed to acquire in terms of SPA, the acquirers do not hold any equity shares and resultant voting rights of DDLL. However PACs, M/s D. D. Properties (P) Limited holds 91950 equity shares representing 9.72% of the paid up capital/voting share capital of the Company.

3.1.6 Neither the Acquirers, PACs, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.7 The acquirers may be entitled to appoint persons on the Board of Directors of target company as per Regulation 22 (7) of SEBI (SAST) Regulations, 1997.

3.2 The Offer

3.2.1 The Acquirers have made a Public Announcement, which was published on August 17, 2010 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulations 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions

The Public Announcement is also available on the SEBI website at www.sebi.gov.in.

3.2.2. The Acquirers are making an Offer under the SEBI (SAST) Regulations, 1997 to acquire 189190 equity shares of Rs 10/- each fully paid up representing 20% of the share/voting capital of "DDLL" at a price of Rs 5.00 (Rupees Five Only) per fully paid up equity share ("**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3. There are no partly paid up shares in "D. D. Leasing Limited".

3.2.4. The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirers will accept the equity shares of DDLL those are tendered in valid form in terms of this Offer upto maximum of 189190 equity shares.

3.2.5. Acquirers along with PACs have not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3 Object of the Acquisition/ Offer

3.3.1 The Acquirers are interested in taking over the management and control of DDLL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition.

3.3.2 The acquirer will not continue the existing line of business of Target Company and proposed to undertake new business activities of Real Estate, infrastructure, Trading in Auto Motors, Cars/ Automotive Accessories, Spare Parts etc.,& sale purchase & import and export in steel, metal, scrap etc.

3.3.3 The Offer to the Public shareholders of DDLL is for acquiring 20.00% of the total paid up capital / voting rights. After the proposed Offer, the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.4 The Offer to the shareholders of DDLL is being made in accordance with Regulation 10 & 12 of the SEBI (SAST) Regulations, 1997.

4. BACKGROUND OF THE ACQUIRERS AND PACs

4.1 MR. RAJIV GAMBHIR (ACQUIRER)

4.1.1 Mr. Rajiv Gambhir, son of Shri Surinder Kumar Gambhir, aged 50 years, an Indian National residing at N-56, Pancheel Park, New Delhi - 110 017 , Tel No: 011-41833000/41833005, Fax No. 011-41833001.

4.1.2 He is graduate from Delhi University and having more than 22 years of experience in Automobiles and Leasing & Finance Sector.

4.1.3 Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co. , Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their Certificate dated March 27, 2010 that the Net Worth of Mr. Rajiv Gambhir on 31.12.2009 is Rs 652.89 Lacs and that he has sufficient means to fulfil his part of obligations under this Offer.

4.1.4 As per declaration received, Mr. Rajiv Gambhir holds directorship in the following Companies:

S. No.	Name of the Company	Designation	Listed At
1.	Forgings Limited	Director	Not Listed
2.	D. D. Industries Limited	Managing Director	Not Listed
3.	Daulat Ram Dharma Bir Auto Pvt. Limited	Director	Not Listed
4.	Daulat Leasing & Finance (P) Limited	Director	Not Listed
5.	E. G. Auto Pvt. Limited	Director	Not Listed
6.	Ravish Steel Rolling & Forgings (P) Limited	Director	Not Listed
7.	My Cover Insurance Brokers Pvt. Limited	Director	Not Listed
8.	Dehradun Automobiles (P) Ltd.	Director	Not Listed
9.	D. D. Properties (P) Limited	Director	Not Listed
10.	D. D. I. Motors (P) Limited	Director	Not Listed
11.	Maya Leasing & Finance (P) Limited	Director	Not Listed

4.1.5 As per declaration received, Mr. Rajiv Gambhir has promoted following companies, the details of which are given below.

Sr. No.	Name of the Company	Listed At
1.	Forgings Limited	Not Listed
2.	D. D. Industries Limited	Not Listed
3.	Daulat Ram Dharma Bir Auto Pvt. Limited	Not Listed
4.	Daulat Leasing & Finance (P) Limited	Not Listed
5.	E. G. Auto Pvt. Limited	Not Listed
6.	Ravish Steel Rolling & Forgings (P) Limited	Not Listed
7.	My Cover Insurance Brokers Pvt. Limited	Not Listed
8.	Dehradun Automobiles (P) Ltd.	Not Listed
9.	D. D. I. Motors (P) Limited	Not Listed

The brief details of companies promoted are as under:

Name of The Company	**MY COVER INSURANCE BROKERS PRIVATE LIMITED**
Date of Incorporation	26TH APRIL,2001
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	INSURANCE
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010 (Audited)**
Paid up Equity Share Capital (Rs in Lacs)	25.00	25.00	25.00
Reserves & Surplus (Rs In Lacs)	-	3.26	2.12
Total Income (Rs In Lacs)	6.96	15.06	0.91
Profit After Tax (Rs in Lacs)	(6.26)	6.60	(1.13)
Earning Per Share (In Rs)	(2.50)	2.64	(0.45)
Net Asset Value (In Rs)	8.66	11.30	10.85

Name of The Company	**RAVISH STEEL ROLLING & FORGINGS PVT.LTD**
Date of Incorporation	6TH OCTOBER,1975
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	Manufacturing of Steel Rollings etc.
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010 (Audited)**
Paid up Equity Share Capital (Rs in Lacs)	5.42	5.42	5.42
Reserves & Surplus (Rs In Lacs)	4.94	4.94	4.94
Total Income (Rs In Lacs)	27.10	17.95	18.71
Profit After Tax (Rs in Lacs)	(68.18)	(4.12)	0.76
Earning Per Share (In Rs)	(125.76)	(7.61)	1.40
Net Asset Value (In Rs)	(69.22)	(76.82)	(75.42)

Name of The Company	**DEHRADUN AUTOMOBILES PVT. LTD.**
Date of Incorporation	16TH NOVEMBER,1989
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	AUTOMOBILES
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010 (Audited)**
Paid up Equity Share Capital (Rs in Lacs)	51.00	51.00	51.00
Reserves & Surplus (Rs In Lacs)	10.34	-	-
Total Income (Rs In Lacs)	34.80	36.80	39.60
Profit After Tax (Rs in Lacs)	(0.64)	(12.11)	4.16
Earning Per Share (In Rs)	(0.12)	(2.37)	0.82
Net Asset Value (In Rs)	11.98	8.24	9.06

Name of The Company	**D.D.I. MOTORS PVT. LTD**
Date of Incorporation	17TH JULY,1997
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	Automobiles
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010 (Audited)**
Paid up Equity Share Capital (Rs in Lacs)	1.59	1.59	1.59
Reserves & Surplus (Rs In Lacs)	154.92	192.03	205.59
Total Income (Rs In Lacs)	76.65	77.44	61.86
Profit After Tax (Rs in Lacs)	33.20	37.11	13.55
Earning Per Share (In Rs)	208.70	233.29	85.18
Net Asset Value (In Rs)	983.73	1217.01	1302.19

Name of The Company	**DAULAT RAM DHARAMBIR AUTO PRIVATE LIMITED**
Date of Incorporation	22ND MAY,1990
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	AUTOMOBILES
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010 (Audited)**
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	3.91	3.65	3.44
Total Income (Rs In Lacs)	2034.88	1448.21	0.00
Profit After Tax (Rs in Lacs)	(0.25)	(0.27)	(0.21)
Earning Per Share (In Rs)	(2.5)	(2.7)	(2.09)
Net Asset Value (In Rs)	49.10	46.50	44.36

Name of The Company	**DAULAT LEASING & FINANCE PRIVATE LIMITED**
Date of Incorporation	10TH JANUARY,1983
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	Leasing & Finance
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010* (Unaudited)**
Paid up Equity Share Capital (Rs in Lacs)	25.00	25.00	25.00
Reserves & Surplus (Rs In Lacs)	53.89	52.94	52.94
Total Income (Rs In Lacs)	18.00	8.39	0.47
Profit After Tax (Rs in Lacs)	6.85	(0.95)	0.00
Earning Per Share (In Rs)	2.74	(0.38)	0.00
Net Asset Value (In Rs)	31.55	31.18	31.18

Name of The Company	**D.D. INDUSTRIES LIMITED**
Date of Incorporation	31ST MARCH,1974
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	Automobiles , CNG and Propeller Shafter
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010* (Unaudited)**
Paid up Equity Share Capital (Rs in Lacs)	800.00	800.00	800.00
Reserves & Surplus (Rs In Lacs)	1710.43	1528.48	2009.50
Total Income (Rs In Lacs)	47083.06	55030.11	61830.94
Profit After Tax (Rs in Lacs)	65.01	138.61	481.01
Earning Per Share (In Rs)	0.81	1.73	6.01
Net Asset Value (In Rs)	31.38	29.11	35.12

Name of the Company	**FORGINGS LIMITED**
Date of Incorporation	18TH APRIL,1960
Listed At (name of the Stock Exchanges)	NOT LISTED
Nature of Business	Forging
Whether a Sick Industrial Company (Yes/ No)	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010* (Unaudited)**
Paid up Equity Share Capital (Rs in Lacs)	205.00	205.00	205.00
Reserves & Surplus (Rs In Lacs)	-	-	-
Total Income (Rs In Lacs)	1002.73	936.00	0.00
Profit After Tax (Rs in Lacs)	(0.64)	(14.03)	(0.50)
Earning Per Share (In Rs)	(0.03)	(0.68)	(0.02)
Net Asset Value (In Rs) 6.89 6.21 6.19			

Name of The Company	**E.G.AUTO PRIVATE LIMITED**
Date of Incorporation	16TH FEBRUARY,1987
Listed At (Name of the Stock Exchanges)	NOT LISTED
Nature of Business	AUTOMOBILES
Whether a Sick Industrial Company	NO

	Year ended 31.03.2008 (Audited)	**Year ended 31.03.2009 (Audited)**	**Year ended 31.03.2010* (Unaudited)**
Paid up Equity Share Capital (Rs in Lacs)	2.50	2.50	2.50
Reserves & Surplus (Rs In Lacs)	0.79	2.29	3.77
Total Income (Rs In Lacs)	2.58	2.58	2.58
Profit After Tax (Rs in Lacs)	1.31	1.50	1.48
Earning Per Share (In Rs)	5.25	5.99	5.92
Net Asset Value (In Rs)	13.16	19.14	25.07

*As Certified by Mr. Ankit M. Agarwal (Membership No. 515014), Chartered Accountants, having office at Bishalpur (Pilibhit) (U. P.)- 262201, Ph. No. 05881-223323, 9811881815, vide their certificate dated 25.02.2011.

4.1.6 As per information received from Mr. Rajiv Gambhir no litigation matters are pending by and against him.

4.1.7 The Compliances under Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable to the acquirer as he is not holding any equity shares of Target Company.

4.1.8 The acquirer has not acquired any shares in the target company earlier.

4.2 Mr. KUNAL GAMBHIR (ACQUIRER)

4.2.1 Mr. Kunal Gambhir S/o Rajiv Gambhir, aged 24 years, an Indian National residing at N-56, Pancheel Park, New Delhi - 110 017 Tel No: 011-41833000/41833005, Fax No. 011-41833001.

4.2.2 Mr. Kunal Gambhir is Graduate in Business Administration from Brock University, Canada. Look after DD Motors True Value Division as a Business Head. Achieve higher goals in profession and work with discipline and carry out duties with honesty in any organization. Also would like to make a value-added contribution to organizational growth, productivity, and profitability through new ideas and work spirit, serving the organization.

4.2.3 Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Mr. Kunal Gambhir on 31.12.2009 is Rs 176.09 Lacs and that he has sufficient means to fulfil his part of obligations under this Offer.

4.2.4 As per declaration received, Mr. Kunal Gambhir holds directorship in the following Companies:

Sr. No.	Name of the Company	Designation	Listed At
1.	D. D. Properties (P) Limited	Whole Time Director	Not Listed
2.	D. D. Industries Limited	Director	Not Listed
3.	Ravish Steel Rolling and Forging (P) Limited	Director	Not Listed

4.2.5 As per declaration received, Mr. Kunal Gambhir has not promoted any company as on the date of public Announcement.

4.2.6 As per information received from Mr. Kunal Gambhir no litigation matters are pending by and against the acquirer.

4.2.7 The Compliances under Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable to the acquirer as he is not holding any equity shares of target company.

4.2.8 The acquirer has not acquired any shares in the target company earlier.

4.3 MRS. RENU CHADDA (ACQUIRER)

4.3.1 Mrs. Renu Chadda, w/o Mr. Rajiv Gambhir, aged 45 years, an Indian National residing at N-56, Pancheel Park, New Delhi - 110 017 , Tel No: 011-41833000/41833005, Fax No. 011-41833001. Mrs. Renu Chadda is Law Graduate from Bareilly. She is housewife.

4.3.2 Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Mrs. Renu Chadda on 31.12.2009 is Rs 113.56 Lacs and that she has sufficient means to fulfill his part of obligations under this Offer.

4.3.3 As per declaration received, Mrs. Renu Chadda is not holding directorship in any Company.

4.3.4 As per declaration received, Mrs. Renu Chadda has not promoted any company.

4.3.5 As per declaration received from Mrs. Renu Chadda no litigation matters are pending by and against the acquirer.

4.3.6 The Compliances under Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable to the acquirer as she is not holding any equity shares of Target Company.

4.3.7 The acquirer has not acquired any shares in the target company earlier.

4.4 MS. TANISHA GAMBHIR (ACQUIRER)

4.4.1 Ms. Tanisha Gambhir, D/o Mr. Rajiv Gambhir, aged 25 years, an Indian National residing at N-56, Pancheel Park, New Delhi - 110 017 , Tel No: 011-41833000/41833005, Fax No. 011-41833001.

4.4.2 Ms. Tanisha Gambhir has done B.B.A from Amity Business School and she has experience in Insurance Business.

4.4.3 Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Ms. Tanisha Gambhir on 31.12.2009 is Rs 115.54 Lacs and that she has sufficient means to fulfil his part of obligations under this Offer.

4.4.4 As per declaration received, Ms. Tanisha Gambhir is holding directorship in M/s My Cover Insurance Brokers (P) Limited.

4.4.5 As per declaration received, Ms. Tanisha Gambhir has not promoted any company.

4.4.6 As per declaration received from Ms. Tanisha Gambhir no litigation matters are pending by and against the acquirer.

4.4.7 The Compliances under Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable to the acquirer as she is not holding any equity shares of target company.

4.4.8 The acquirer has not acquired any shares in the target company earlier.

4.5 M/S MAYA LEASING AND FINANCE (P) LIMITED (ACQUIRER)

4.5.1 Maya Leasing & Finance Private Limited, a Company incorporated as a Private Limited Company under the name of Submila Finance Private Limited vide Certificate of Incorporation dated January 10, 1983 with the Registrar of Companies Delhi & Haryana. The name of the company was changed to Maya Leasing & Finance Private Limited vide fresh Certificate of Incorporation dated September 02, 1987 with Registrar of Companies Delhi & Haryana. The company at present has its Registered Office at B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110 064, Tel No.: 011-41833000, Fax No. 011-4183001. The Company does not belong to any group as such.

4.5.2 Maya Leasing & Finance (P) Limited is engaged in the business of Leasing and Finance.

4.5.3 Maya Leasing and Finance (P) Limited being a Private Limited Company is not a Listed Company.

4.5.4 The Compliances under Chapter II of the SEBI (SAST) Regulations, 1997 are applicable to the acquirer since 1997 up to a period of 15.09.2007 and it has made timely disclosures to the company and stock exchange.

4.5.5 The Authorized Share Capital of Maya Leasing & Finance (P) Limited as on March 31, 2009 is Rs 5.00 lacs divided in to 50,000 equity shares of Rs 10/- each and Issued, Subscribed and Paid up Share Capital comprised of Rs 5.00 lacs divided in to 50,000 equity shares of Rs 10/- each

4.5.6 As on the date of Public Announcement, the shareholding details of the Maya Leasing & Finance (P) Limited are as under:

S. No.	Name	No. of Shares
1	Mr. Rajiv Gambhir	25000
2	Mr. Surinder Gambhir	25000
	Total	**50000**

4.5.7 The Board of Directors of "M/s Maya Leasing & Finance (P) Limited" as on P.A date consists of following members:-

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	DIN No.	Qualification & Field of Experience
1	Mr. Surinder Kumar	Director	N-56, Pancsheel Park, New Delhi-110 017	23.07.2009	00010433	He is a Graduate and having more than 40 years of experience in Automobiles and Leasing & Finance Sector.
2	Mr. Rajiv Gambhir	Director	N-56, Pancsheel Park, New Delhi-110 017	23.07.2009	00011771	He is graduate from Delhi University and having more than 22 years of experience in Automobiles and Leasing & Finance Sector.

None of the above directors are on the board of the Target Company

4.5.8 The brief financials of "Maya Leasing & Finance (P) Limited" are as under:-

(Amount in Lacs)

Profit & Loss Statement	Year ended 31.03.2007 (Audited)	Year ended 31.03.08 (Audited)	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)
Income from operations	0.25	0.20	1.07	1.25
Other Income	-	-	-	-
Increase/Decrease	(0.50)	(0.22)	-	-
Total Income	**(0.25)**	**(0.02)**	**1.07**	**1.25**
Total Expenditure	0.11	0.11	0.17	0.14
Profit Before Depreciation Interest and Tax	**(0.36)**	**(0.13)**	**0.90**	**1.11**
Depreciation	-	-	-	-
Interest	-	-	-	-
Profit/ (Loss) Before Tax	**(0.36)**	**(0.13)**	**0.90**	**1.11**
Provision for Tax	-	-	(0.24)	0.51
Profit / (Loss) After Tax	**(0.36)**	**(0.13)**	**0.66**	**0.60**

(Amount in Lacs)

Balance Sheet Statement	Year ended 31.03.2007 (Audited)	Year ended 31.03.08 (Audited)	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)
Sources of funds				
Paid up equity share capital	5.00	5.00	5.00	5.00
Reserves and Surplus (excluding revaluation reserves)	10.72	10.58	11.24	11.85
Secured loans	-	-	-	-
Unsecured loans	-	-	-	1.50
Current Liabilities	-	-	-	-
Deferred Tax Liability	-	-	-	-
Total	**15.72**	**15.58**	**16.24**	**18.35**
Uses of funds				
Net fixed assets	-	-	-	-
Investments	-	-	-	-
Net Current assets	15.72	15.58	16.24	18.35
Misc. Expenses (Not Written Off)	-			
Total	**15.72**	**15.58**	**16.24**	**18.35**

Balance Sheet Statement	Year ended 31.03.2007 (Audited)	Year ended 31.03.08 (Audited)	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)
Other Financial Data				
Dividend (%)	-	-	-	-
Earning Per Share (In Rs)	(0.72)	(0.26)	1.32	1.20
Net worth	15.72	15.58	16.24	16.85
Return on Net worth (%)	(2.32)	(0.86)	4.06	3.56
Book Value Per Share (In Rs)	31.44	31.16	32.48	33.70

*Source: Balance Sheet

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100

Earning Per Share=Profit After Tax/No. of Equity Shares issued

Return on Net worth (%) = (Profit after Tax/Net worth)*100

Net Asset Value per Share=Net worth/ No. of Equity shares issued

4.5.9 Reasons for Fall & Rise in Income/PAT in relevant years are given as under:

The income of the company was increased during the year ended March 31, 2009 as compared to its previous year ended March 31, 2008 is mainly due to receipt of interest on FDR amounts to Rs 1.07 lacs and which also affects its profitability.

4.5.10 There has been no merger / de-merger, spin-off in Maya Leasing & Finance (P) Limited during the past three years.

4.6.11 There is no change in Accounting Policies adopted by Maya Leasing & Finance (P) Limited during last three years.

4.5.12 "Maya Leasing & Finance (P) Limited" has not promoted any Company(s) / Firm(s) since its inception.

4.5.13 As per declaration received from Maya Leasing & Finance (P) Limited, there is no any Litigation pending against the Maya Leasing & Finance (P) Limited.

4.5.14 Mr. Vikas Modi, Partner of M/s Doogar & Associates., Chartered Accountants, having Office at 13, Community Centre, East of Kailash, New Delhi - 110 065 (Membership No. 505603) has certified vide their certificate dated October 29, 2010 that the Net Worth of M/s Maya Leasing & Finance (P) Ltd as on 31.03.2010 is Rs 16.85 Lacs and the letter also confirms that it has sufficient means to fulfil its part of obligations under this Offer.

4.5.15 The details of earlier acquisition of shares in target company by M/s Maya Leasing & Finance (P) Ltd are as under.

Date of transaction (allotment / purchase / transfer)	Particulars	Shares allotted / acquired / purchased	Shares Sold / transferred	Share Capital of the Company at the time of transaction	% of total Share Capital of the Company (3) or (4) / (5)	Total number of shares held after the transaction	Shares at Column (7) as a % of total share capital of the Company	Applicabl provisions of the SEBI (SAST) Regulations other applicable regulations and Status of Compliance	Compliance Status
20.05.1997 to 31.03.2003	Nil	Nil	1000000	-	11100	1.11		Disclosure under Regulation 8 required to be filed	Complied
30.03.2004	Inter Se Transfer	5000		1000000	0.5	16100	1.61	Report under Regulation 3(4) Required to be filed	Report under Regulation 3(4) filed vide letter dated 25.08.2010 i. e. after due date prescribed under the Regulations
30.03.2004	Off Market Purchase	4000		1000000	0.40	20100	2.01	-	-
15.09.2007	Inter Se Transfer		20100	1000000	2.01	Nil	NA	-	-

The details of non compliances by M/s Maya Leasing & Finance (P) Ltd are as under:

A delay of 2316 days in filing report under Regulation 3(4) for the year 2004 and the due date of filing of report with SEBI under the provisions of SEBI (SAST) Regulations, 1997 was 21.05.2005 and SEBI may initiate suitable action for the said non compliance at a later date.

4.5.16 SIGNIFICANT ACCOUNTING POLICIES AS ON 31.03.2009

BASIS OF ACCOUNTING

The accounts are being prepared on Historical Cost Convention basis using accrual method of accounting except dividend income which is recognized on receipt of dividend warrant.

STOCK OF SHARES/DEBENTURES

(A) Quoted stocks of shares/debentures are traded as stock in trade, valued at cost or market price whichever is lower. For ascertaining market value, aggregate cost is compared with aggregate market value (Category-wise)

(B) Unquoted shares are valued at cost & provision has been made for estimated impairment in value of such investment.

4.6 M/S D. D. PROPERTIES PRIVATE LIMITED (PACs)

4.6.1 D. D. Properties Private Limited, a Company incorporated as a Private Limited Company under the name of D. D. Properties Private Limited vide certificate of incorporation dated May 03, 1991 with the Registrar of Companies Delhi & Haryana. The company at present has its Registered Office at B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110 064, Tel No.: 011-41833000, Fax No. 011-4183001. The Company does not belong to any group as such.

4.6.2 D. D. Properties Private Limited is engaged in the business of Real Estate Development.

4.6.3 D. D. Properties Private Limited being a Private Limited Company is not a Listed Company.

4.6.4 The Authorized Share Capital D. D. Properties Private Limited as on March 31, 2009 is Rs 500.00 lacs divided in to 50,00,000 equity shares of Rs 10/- each and Issued, Subscribed and Paid up Share Capital comprised of Rs 400.00 lacs divided in to 40,00,000 equity shares of Rs 10/- each

4.6.5 As on the date of Public Announcement, the shareholding details of the D. D. Properties Private Limited are as under:

S. No.	Name	No. of Shares
1	Mr. Rajiv Gambhir	6,62,653
2	Mr. Surinder Kumar	53,673
3	Mrs. Uma Kumari	23,674
4	Mrs. Renu Gambhir	2,96,200
5	Ms. Tanisha Gambhir	4,58,200
6	Mr. Kunal Gambhir	3,25,600
7	M/s D. D I. Motors Private Limited	6,91,000
8	M/s My Cover Insurance Brokers Private Limited	99,000
9	M/s Ravish Steel Rolling & Forging Private Limited	13,90,000
	Total	**40,00,000**

4.6.6 The Board of Directors of "M/s D. D. Properties Private Limited" as on P.A date consists of following members:-

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	DIN No.	Qualification & Field of Experience
1	Mr. Surinder Kumar	Director	N-56, Pancheel Park, New Delhi-110 017	11.04.2005	00010433	He is a Graduate and having more than 40 years of experience in Automobiles and Leasing & Finance Sector.
2	Mr. Rajiv Gambhir	Director	N-56, Pancheel Park, New Delhi-110 017	11.04.2005	00011771	He is graduate from Delhi University and having more than 22 years of experience in Automobiles and Leasing & Finance Sector.
3	Kunal Gambhir	Whole Time Director	N-56, Pancheel Park, New Delhi-110 017	04.01.2007	00011748	Graduate in Business Administration from Brock University, Canada. He is having around 3 years of experience in sales and marketing in Automobile Industry. Presently he is acting as business development head of DD Motors.
4	Anil Kumar	Director	A-122, Sarita Vihar, New Delhi-110 044	15.07.2005	00709329	Under Graduate & having 40 Years Experience in Automobiles & Real Estate

None of the above directors are on the board of the Target Company

4.6.7 The brief financials of " D. D. Properties (P) Limited" are as under:-

(Amount in Lacs)

Profit & Loss Statement	Year ended 31.03.2008 (Audited)	Year ended 31.03.09 (Audited)	Year ended 31.03.10 Unaudited)*	Year ended 30.06.2010 (Unaudited)*
Income from operations	-	-	-	-
Other Income	2.50	3.00	0.33	0.008
Total Income	2.50	3.00	0.33	0.008
Total Expenditure	2.98	3.89	37.69	1.31
Profit Before Depreciation Interest and Tax	(0.48)	(0.89)	(37.36)	(1.30)
Depreciation	0.08	0.15	0.18	0.05
Interest	0.35	0.18	0.05	0.01
Profit/ (Loss) Before Tax	(0.91)	(1.22)	(37.59)	(1.36)
Provision for Tax	0.24	0.15	0.05	-
Profit / (Loss) After Tax	(1.15)	(1.37)	(37.64)	(1.36)

(Amount in Lacs)

Balance Sheet Statement	Year ended 31.03.2008 (Audited)	Year ended 31.03.09 (Audited)	Year ended 31.03.10 Unaudited)*	Year ended 30.06.2010 (Unaudited)*
Sources of funds				
Paid up equity share capital	400.00	400.00	400.00	400.00
Reserves and Surplus (excluding revaluation reserves)	-	-	-	-
Secured loans	97.50	342.00	1120.44	1323.44
Unsecured loans	993.95	1712.36	1450.77	4252.16
Current Liabilities	2654.74	2547.84	2945.91	213.56
Deferred Tax Liability	0.19	0.31	0.36	0.36
Total	4146.38	5002.51	5917.48	6189.52
Uses of funds				
Net fixed assets	8.83	8.68	8.81	8.76
Investments	147.92	98.92	50.92	50.92
Net Current assets	3956.57	4860.48	5785.68	6055.41
Misc. Expenses (Not Written Off)	33.06	34.43	72.07	74.43
Total	**4146.38**	**5002.51**	**5917.48**	**6189.52**

Balance Sheet Statement	Year ended 31.03.2008 (Audited)	Year ended 31.03.09 (Audited)	Year ended 31.03.10 Unaudited)*	Year ended 30.06.2010 (Unaudited)*
Other Financial Data				
Dividend (%)	-	-	-	-
Earning Per Share (In Rs)	(0.03)	(0.03)	(0.94)	(0.03)
Net worth	366.94	365.57	327.93	325.57
Return on Net worth (%)	(0.31)	(0.38)	(11.48)	(0.42)
Book Value Per Share (In Rs)	9.17	9.14	8.20	8.14

*As Certified by Mr. S. K. Mittal (Membership No. 008506), Partner of S. K. Mittal & Company, Chartered Accountants, Statutory Auditor of the company having office at E-29, South Extension Part-II, New Delhi - 110 049 vide their certificate dated 02.08.2010.

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100

Earning Per Share=Profit After Tax/No. of Equity Shares issued

Return on Net worth (%)=(Profit After Tax/Net worth)*100

Net Asset Value Per Share=Net worth/ No. of Equity shares issued

4.6.8 D. D. Properties (P) Limited holds 91950 equity shares representing 9.72% of the total paid up capital/ voting share capital of the company. The Compliances under Chapter II of the Regulations are applicable to it since 1997 to 19.04.2005 and it has made timely disclosures to the company and stock exchanges.

4.6.9 Reasons for Fall & Rise in Income/PAT in relevant years are given as under:

The Company has been operating at very low levels and hence minor changes in the earnings affect the final income and profitability of the Company.

4.6.10 There has been no merger / de-merger, spin-off in D. D. Properties (P) Limited during the past three years.

4.6.11 There is no change in Accounting Policies adopted by D. D. Properties (P) L during last three years.

4.6.12 "D. D. Properties (P) Limited" has not promoted any Company(s) / Firm(s) since its inception.

4.6.13 As per declaration received from D. D. Properties (P) Limited, there is no any Litigation pending against the D. D. Properties (P) Limited.

4.6.14 SIGNIFICANT ACCOUNTING POLICIES AS ON 31.03.2009

1. The Accounts are being maintained on historical cost convention basis using accrual method of accounting.
2. Depreciation on fixed assets is provided on straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
3. Long term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than tempory in the opinion of the management.
4. Expenditures identified of capital nature are capitalized.
5. Inventories are valued at cost.

4.6.15 M/s D. D. Properties (P) Limited had not acquired any shares of target company since 1997 to till date except 91950 equity shares allotted by way of Public Issue at Rs 10/- per share.

Disclosure in terms of Regulation 16(ix)

The Acquirer does not have any plan to sell, dispose of or otherwise encumber any significant assets of target company in the next three years, except in the ordinary course of business of target company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments.

Otherwise than in ordinary course of business, the acquirer undertakes that it will not sell, dispose off or otherwise encumber any substantial assets of target company except with the prior approval of the shareholders of target company.

4.6.16 There is no any agreement is entered between the acquirers in respect of acquisition of shares through open offer for the instant offer.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the listing agreement entered with the Stock Exchange for the purpose of listing on continuous basis. The Acquirers in Compliance with clause 40A (ii) (c) of the listing agreement will facilitate the Target Company to raise the level of public shareholding up to minimum of 25% as the level specified for continuous listing in the listing agreement entered with the stock exchange. The acquirers vide their letter dated February 24, 2011 undertakes that they will not take steps to delist the target company for next period of 3 years.

6. BACKGROUND OF THE TARGET COMPANY

D. D. LEASING LIMITED (DDLL)

6.1 DDLL was incorporated on March 31, 1984 under the existing name of D. D. Leasing Limited vide certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. The Company obtained the Certificate of Commencement of Business on May 02, 1985. The Company at present has its Registered Office situated at B-8, Phase-I, Mayapuri Industrial Area, New Delhi-110064 Ph.: 011-41833000, Fax: 011-41833001.

6.2 DDLL has been engaged in the business of Leasing and Finance. However the DDLL is not registered under Reserve Bank of India ("RBI") as Non- Banking Financial Company ("NBFC").

6.3 The Authorised Share Capital of DDLL as on the date of Public Announcement is Rs 100.00 Lacs, comprising of 10, 00,000 equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 94.60 Lacs comprising of 9,45,950 equity shares of Rs 10/- (Rupees Ten Only) each.

6.4 As on the date of PA, the Equity Share Capital Structure of the target company is as given under:

Paid up Equity Shares of DDLL	No. of Equity shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	9,45,950	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	9,45,950	100.00
Total voting rights in the Target Company	9,45,950	100.00

6.5 There are no partly paid up shares in the target company.

6.6 The Current Capital Structure of the company has been build up since inception as under:

Date of allotment	No of shares issued	% of shares issued	Cumulative paid up capital (in Rs.)	Mode of allotment	Identity of allottees (promoters/ ex-promoters/ others)	Status of compliance
31.03.1984	700	0.70	7000	Subscription to MOA	Subscribers	Complied
06.01.1985	9,93,300	99.30	99,93,000	Public Issue	Promoters & Public	Complied
TOTAL	**10,00,000***	**100.00**	**1,00,00,000**			

*Out of 1000000 equity shares 54050 equity shares were forfeited for non payment of Calls in Arrears vide Board Resolution dated 23.02.2010.

6.7 There are no outstanding convertible instruments / warrants.

6.8 The Composition of the Board of Directors of DDLL as on the date of Public Announcement are as follows:

S. No.	Name of the Director	Director Identification No.	Designation	Qualification and Experience in No. of years and filed of experience	Residential Address	Date of Appointment
1.	Mrs. Urmila Gambhir	00347064	Director	Under Graduate And Housewife	F-10/8,Ist Floor, Vasant Vihar, New Delhi-110057	24.08.2002
2.	Mrs. Puja Talwar	00347061	Director	Graduate And House Wife	B-19,Naraina Vihar, New Delhi-110028	27.01.2004
3.	Neeta Anand	00347071	Director	Graduate And House Wife	Rajab Mahal, Flat No.7, IIIrd Floor 144, Maharishi Karve Road Churchgate, Mumbai	27.01.2004

6.9 There has been no merger / de-merger during the past three Years in DDLL.

6.10 The Target Company is not fully complied with the provisions of Chapter II of the SEBI (SAST) Regulations, 1997 and disclosures under Regulation 6(2) & 6(4) for the year 1997 and disclosures under Regulation 8(3) for the year 1998 to 2002 were filed with the stock exchange after the due date as prescribed under the Regulations. Sellers and promoters of target company are also not fully complied with the provisions of Chapter II of the SEBI (SAST) Regulations, 1997 and SEBI may initiate suitable action for all non compliances at a later date.

The details of non compliances by the target company are as under.

1. A delay of 2139 days in filing disclosure under Regulation 6(2) & 6(4) by the target company for the year 1997 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 20.05.1997.
2. A delay of 1918 days in filing disclosure under Regulation 8(3) by the target company for the year 1998 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.04.1998.
3. A delay of 1553 days in filing disclosure under Regulation 8(3) by the target company for the year 1999 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.04.1999.
4. A delay of 1188 days in filing disclosure under Regulation 8(3) by the target company for the year 2000 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.04.2000.
5. A delay of 823 days in filing disclosure under Regulation 8(3) by the target company for the year 2001 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.04.2001.
6. A delay of 458 days in filing disclosure under Regulation 8(3) by the target company for the year 2002 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.04.2002.

The details of Non Compliance by Promoters/Sellers/ Major shareholders of target company are as under:

1. A delay of 1290 days in filing disclosure under Regulation 7(1A) by the Promoter namely M/s Jasjeet Films (P) Limited during the year 2007 and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 30.12.2007.
2. A delay of 1217 days in filing disclosure under Regulation 7(1A) by the Promoter namely Puja Talwar, Neena Manchanda and Bhawana Gambhir and the due date of filing of disclosures under the provisions of SEBI (SAST) Regulations, 1997 was 17.09.2007.
3. A delay of 1186 days in filing report under Regulation 3(4) by the promoters namely acquirer namely Puja Talwar, Neena Manchanda and Bhawana Gambhir for the inter se transfer of shares on 15.09.2007 and the due date of filing of report with SEBI under the provisions of SEBI (SAST) Regulations, 1997 was 06.10.2007.

6.11 Clause 49 of Listing Agreement is not applicable to the target company because paid up capital of the target company never exceeds Rs. 3.00 Crore in the life time of the company.

6.12 DDLL has complied with the requirements of the Listing Agreement and as per declaration received no punitive action has been taken against the DDLL by the stock exchange where its equity shares are listed.

6.13 The Brief details of financials of DDLL are given as under:

(Rs in Lacs)

Profit & Loss Statement	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Year Ended 31.03.2009 (Audited)**	**Year Ended 31.03.2010 (Audited)**
Income from Operations	Nil	Nil	Nil	Nil
Other Income	Nil	Nil	Nil	0.11
Total Income	Nil	Nil	Nil	0.11
Total Expenditure	0.10	0.12	0.11	1.06
Profit/ (Loss) Before Depreciation Interest and Tax	**(0.10)**	**(0.12)**	**(0.11)**	**(0.95)**
Depreciation	(0.002)	(0.001)	(0.001)	0.001
Interest	Nil	Nil	Nil	Nil
Profit/ (Loss) Before Tax	**(0.10)**	**(0.12)**	**(0.11)**	**(0.95)**
Provision for Tax	Nil	Nil	Nil	Nil
Profit/ (Loss) After Tax	**(0.10)**	**(0.12)**	**(0.11)**	**(0.95)**

(Rs in Lacs)

Balance Sheet Statement	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Year Ended 31.03.2009 (Audited)**	**Year Ended 31.03.2010 (Audited)**
Sources of funds				
Paid-up Equity Share Capital	97.22	97.22	97.22	94.59
Forfeited Shares	-	-	-	2.63
Reserves and Surplus (excluding revaluation reserve)	Nil	Nil	Nil	Nil
Secured Loan	Nil	Nil	Nil	Nil
Unsecured Loan	3.32	3.32	3.32	4.39
Current Liabilities	Nil	Nil	Nil	0.15
Deferred Tax Liability	Nil	Nil	Nil	Nil
Total	**100.54**	**100.54**	**100.54**	**101.76**
Uses of Funds				
Net Fixed Assets	0.007	0.005	0.004	0.003
Investments	Nil	Nil	Nil	Nil
Current Assets	8.80	8.69	8.57	8.84
Misc. Expenses not written off	Nil	Nil	Nil	Nil
Profit and Loss Account	91.73	91.85	91.96	92.92
Total	**100.54**	**100.54**	**100.54**	**101.76**

Other Financial Data	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)
Net worth (Rs In Lacs)	5.49	5.38	5.26	8.69
Dividend (%)	Nil	Nil	Nil	Nil
Earnings per share (in Rs)	(0.01)	(0.01)	(0.01)	(0.10)
Return on Net worth (%)	(1.87)	(2.19)	(2.19)	(1.15)
Book Value per Share (in Rs)	0.55	0.54	0.53	0.92

* Source: Balance Sheet

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

6.14 The reason for fall/ rise in income and PAT in the relevant years are as under:

The Company has been operating at very low levels and hence minor changes in the earnings affect the final income and profitability of the Company.

6.15 Pre and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholder Category	Shareholding & Voting rights prior to the 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)	
		No.	%	No.	%	No.	%	No.	%
1	**(1) Promoter Group**								
	a. Parties to SPA								
	Mrs. Urmila Gambhir	169950	17.97	(169950)	17.97	Nil	Nil	Nil	Nil
	Mrs. Neena Manchanda	69975	7.40	(69975)	7.40	Nil	Nil	Nil	Nil
	Mrs. Bhawna Chopra	77950	8.24	(77950)	8.24	Nil	Nil	Nil	Nil
	Mrs. Neera Chopra	57875	6.12	(57875)	6.12	Nil	Nil	Nil	Nil
	Mrs. Neeta Anand	80450	8.50	(80450)	8.50	Nil	Nil	Nil	Nil
	Mrs. Puja Talwar	45000	4.76	(45000)	4.76				
	Mr. Sunil Chopra	40200	4.25	(40200)	4.25	Nil	Nil	Nil	Nil
	Ms. Rishika Chopra	6850	0.72	(6850)	0.72	Nil	Nil	Nil	Nil
	Total (a)	**548250**	**57.96**	**(548250)**	**(57.96)**	**Nil**	**Nil**	**Nil**	**Nil**
	b. Promoter Other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total 1 (a+b)	**548250**	**57.96**	**(548250)**	**(57.96)**	**Nil**	**Nil**	**Nil**	**Nil**
2.	**(a) Acquirers**								
	(a) Mr. Rajiv Gambhir	Nil	Nil	52998	5.61	Nil	Nil	52998	5.61
	(b) Mr. Kunal Gambhir	Nil	Nil	52997	5.60	Nil	Nil	52997	5.60
	(c) Mrs. Renu Chadda	Nil	Nil	279608	29.56	Nil	Nil	279608	29.56
	(d) Ms. Tanisha Gambhir	Nil	Nil	52997	5.60	Nil	Nil	52997	5.60
	(e) Maya Leasing & Finance (P) Limited	Nil	Nil	109650	11.59	189190	20.00	298840	31.59
	(b)PACs								
	D D Properties (P) Limited	91950	9.72	Nil	Nil	Nil	Nil	91950	9.72
	Total 2 (a)+(b)	**91950**	**9.72**	**548250**	**57.96**	**189190**	**20.00**	**829390**	**87.68**
3	**Parties to the Agreement other than 1 & 2**	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
4.	**Public (other than 1 to 3)**								
	a. FIs/MFs/FIIs Banks/SFIs etc	Nil	N.A.	Nil	N.A.				
	b. Bodies Corporate	Nil	N.A.	Nil	N.A.				
	c. Indian Public	305750	32.32	Nil	N.A.	(189190)	(20.00)	116560	12.32
	d. NRI/OCB	Nil	N. A.	Ni.	N. A.				
	d. Any other	Nil	N. A.	Ni.	N. A				
	Total 4	**397700**	**42.04**	**NIL**	**NA**				
	Grand Total (1 to 4)	**945950**	**100.00**	**NIL**	**NA**	**Nil**	**Nil**	**945950**	**100.00**

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

6.16 The changes in the shareholding of the promoters of the company are as per the details mentioned below:

Date wise Capital Build-up in the Target Company since inception:

Date of allotment	Opening Balance - Promoter group	Opening Equity Capital as on the date of Acquisition	Opening % holding - promoter	Name of promoter	Inter- Se Transfer	No of shares Acquired	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchases/ Preferential Allotment/ Rights Issue/ Bonus Shares/ Inter-se-transfer etc.,)	No of shares sold	Closing Equity Capital as on the date of Acquisition	Closing holding - promoter group	Closing % holding- promoter group	Increase/ Decrease in percent-age holding - Promoter Group (+/-%)	Applica-ble provisi-ons of the SEBI (SAST) Regula-tions/ other applica-ble regulati-ons	Comp-liance status
31.03.1997	648250	1000000	64.82						648250	1000000	64.82			
31.03.1998	648250	1000000	64.82						648250	1000000	64.82			
31.03.1999	648250	1000000	64.82						648250	1000000	64.82			
20.05.1999	648250	1000000	64.82	Neena Manchanda		250	Off Market Purchase		648500	1000000	64.85	0.02	N.A	-
10.09.1999	648500	1000000	64.85	Neera Chopra		100	Off Market Purchase		648600	1000000	64.86	0.01	N.A	-
05.11.1999	648600	1000000	64.86	Neera Chopra		250	Off Market Purchase		648850	1000000	64.89	0.02	N.A	-
24.12.1999	648850	1000000	64.89	Neena Manchanda		250	Off Market Purchase		649100	1000000	64.91	0.02	N.A	-
15.01.2000	649100	1000000	64.91	Neena Manchanda, Puja Talwar, Neeta Anand, Bhawana Gambhir, Neera Chopra		16700	Off Market Purchase		665800	1000000	66.58	1.67	N.A	-
06.03.2000	665800	1000000	66.81	Neera Chopra		2250	Off Market Purchase		668050	1000000	66.81	0.22	N.A	-
31.03.2000	668050	1000000	66.81						668050	1000000	66.81			
05.06.2000	668050	1000000	66.81	Neeta Anand, Bhawana Gambhir, Neera Chopra		2250	Off Market Purchase		670300	1000000	67.03	0.22	N.A	-

30.06.2000	670300	1000000	67.03	Neeta Anand, Puja Talwar, Neena Manchanda, Neera Chopra		7950	Off Market Purchase		678250	1000000	67.83	0.79	N.A	-
26.02.2001	678250	1000000	67.83	Neera Chopra		400	Off Market Purchase		678650	1000000	67.87	0.04	N.A	-
28.03.2001	678650	1000000	67.87	Sunil Chopra		4000	Off Market Purchase		682650	1000000	68.27	0.40	N.A	-
31.03.2001	682650	1000000	68.27						682650	1000000	68.27			
28.04.2001	682650	1000000	68.27	Subhash Gambhir, Puja Talwar, Neeta Anand, Neena Manchanda, Bhawana Gambhir, Neera Chopra		4000	Off Market Purchase and Sale	39400	647250	1000000	64.73	(3.54)	N.A (The disclo-sure require-ment under Regula-tion 7 (1A) was inserted w.e.f 24.10.2001	-
21.05.2001	647250	1000000	64.73	Sunil Chopra		36200	Off Market Purchase		683450	1000000	68.35	3.62	N.A (The dis-closure requirem-ent under Regulation 7(1A) was inserted w.e.f 24.10.2001	-
28.05.2001	683450	1000000	68.35	Urmila Gambhir			Off Market Sale	3600	679850	1000000	67.99	(0.36)	N.A	-
31.03.2002	679850	1000000	67.99						679850	1000000	67.99			
30.05.2002	679850	1000000	67.99	Subhash Gambhir, Puja Talwar, Neeta Anand, Bhawana Gambhir		15150	Off Market Purchase		695000	1000000	69.50	1.51	N.A	-
31.07.2002	695000	100000	69.50	Subhash Gambhir		100	Off Market Purchase		695100	1000000	69.51	0.01	N.A	-
31.03.2003	695100	1000000	69.51						695100	1000000	69.51			

02.02.2004	695100	1000000	69.51	Neeta Anand		250	Off Market Purchase		695350	1000000	69.54	0.03	N.A	-
07.02.2004	695350	1000000	69.54	Puja Talwar (Transferor) Jasjeet Films (P) Ltd. (Transferee)	15000		Inter Se transfer		695350	1000000	69.54			
27.02.2004	695350	1000000	69.54	Neeta Anand		4100	Off Market Purchase		699450	1000000	69.95	0.41	N.A	-
13.03.2004	699450	1000000	69.95	Puja Talwar (Transferor) Jasjeet Films (P) Ltd. (Transferee)	15000		Inter Se transfer		699450	1000000	69.95		Report under Regulation 3(4) filed after due date prescribed under the Regulations	Not Comp-lied
30.03.2004	699450	1000000	69.95	Puja Talwar (Transferor), Jasjeet Films (P) Ltd (Transferee)	10000		Inter Se transfer		699450	1000000	69.95			
30.03.2004	699450	1000000	69.95	Puja Talwar (Transferor), Maya Leasing & Finance (P) Ltd (Transferee)	5000		Inter Se transfer		699450	1000000	69.95			
30.03.2004	699450	1000000	69.95	Bhawana Gambhir, Maya Leasing & Finance (P) Limited		10000	Off Market Purchase		709450	1000000	70.95	1.00	N.A	-
31.03.2004	709450	1000000	70.95						709450	1000000	70.95		N.A	
30.04.2004	709450	1000000	70.95	Mitchi Management Consultants (P) Limited (Transferor) Radhikha Engineering (P) Limited (Transferor) Puja Talwar (Transferee) Neeta Anand (Transferee)	8800		Inter Se Transfer		709450	1000000	70.95		N.A	-

30.04.2004	709450	1000000	70.95	Neeta Anand		9350	Off Market Purchase		718800	1000000	71.88	0.93	N.A	
28.08.2004	718800	1000000	71.88	Bhawana Gambhir		1400	Off Market Purchase		720200	1000000	72.02	0.14	N.A	-
31.03.2005	720200	1000000	72.02						720200	1000000	72.02			
19.04.2005	720200	1000000	72.02	D. D. Properties (P) Limited			Change in the Management	91950	628250	1000000	62.83	(9.19)*	N.A	-
31.03.2006	628250	1000000	62.83						628250	1000000	62.83			
31.03.2007	628250	1000000	62.83						628250	1000000	62.83			
15.09.2007	628250	1000000	62.83	Puja Talwar (Transferee), Neena Manchanda (Transferee), Bhawana Gambhir (Transferee), Maya Leasing & Finance (P) Limited (Transferor)	20100		Inter Se Transfer		628250	1000000	62.83		Report under Regulation 3(4) filed after due date prescribed under the Regulations and also disclosures under Regulation 7(1A) was filed after due date.	Not Comp-lied
28.12.2007	628250	1000000	62.83	Jasjeet Films (P) Limited			Off Market Sale	80000	548250	1000000	54.83	(8.00)	Disclosure u/r 7(1A) filed after the due date as prescribed under the Regulations.	Not Comp-lied
31.03.2008	548250	1000000	54.83						548250	1000000	54.83			
31.03.2009	548250	1000000	54.83						548250	1000000	54.83			
31.03.2010	548250	1000000	57.95#						548250	1000000	57.95#			

Note: * The name of D. D. Properties (P) Limited was removed from the promoter group of D. D. Leasing Limited due to change in the Management of D. D. Properties (P) Limited and after change in the management, D. D. Properties (P) Limited it becomes part of public shareholder of D. D. Leasing Limited.

 # 54050 shares of Rs. 10 each shares were forfeited for non payment of Calls in Arrears vide Board Resolution dated February 23, 2010.

6.17 As per the information received from the Target Company, the number of shareholders in DDLL in public category as on the date of PA is 666 (Six Hundred and Sixty Six only).

6.18 As per declaration received from the target company, there are no litigation matters pending by and against the Company as on date.

6.19 The name and Contact details of the Compliance Officer are as under:-

Name of the Compliance Officer	Mrs. Urmila Gambhir
Contact Address	B-8, Phase-1, Mayapuri Industrial Area, New Delhi
Contact Number	011-41833000
Fax No.	011-41833001

6.20 The details of inter se transfer made between the promoters in the target company are as under:

Date	Name of Transferee	No. of shares	% to total capital	Name of Transferor	No. of shares	% to total capital	Compliance with Regulations.
07.02.2004	Jasjeet Films (P) Limited	15000	1.50	Puja Talwar	15000	1.50	Report under Regulation 3(4) filed vide letter dated 25.08.201 i. e. after due date prescribed under the Regulations.
13.03.2004	Jasjeet Films	15000	1.50	Puja Talwar	15000	1.50	
30.03.2004	1. Jasjeet Films (P) Limited 2. Maya Leasing & Finance (P) Limited	10000 5000	1.00 0.50	Puja Talwar	15000	1.50	
30.04.2004	1. Puja Talwar 2. Neeta Anand	8750 50	0.87 0.01	Mitchi Management Consultants (P) Limited Radhika Engineering (P) Limited	5050 3750	0.88	No report is required to be filed because the acquisition was within creeping limit.
15.09.2007	1. Puja Talwar 2. Neena Manchanda 3. Bhawana Gambhir	10000 5050 5050	1.00 0.50 0.50	Maya Leasing & Finance (P) Limited	20100	2.01	Report under Regulation 3(4) filed vide letter dated 07.01.2011 i. e. after due date prescribed under the Regulations.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of DDLL are listed on The Delhi Stock Exchange Limited.

7.1.2 The shares of DDLL have not been traded on The Delhi Stock Exchange Limited, where they are listed/ permitted to be traded during the preceding six calender onths prior to the month of Public Announcement within the meaning of Explanation (i) to regulation 20(5) of the SEBI (SAST) Regulations, 1997. The shares of the target company were got listed on the Delhi Stock Exchange Ltd during the year 1985. At present there is no trading in the shares of the target company at DSE because there is no trading platform is available for trading at DSE. Further shares of the target company is not suspended at DSE and also there is no shares of target company pending for listing at DSE. The annualized trading turnover during the preceding the six calendar months ended July 2010 at DSE, where the shares of the company are listed as follows:

Name of the Stock Exchange	Total no. of equity shares traded during February 2010 to July 2010	Total no. of listed shares	Annualized trading turnover (% to total listed shares)
DSE	Nil	945950	Not Applicable

7.1.3 As the shares of "DDLL" have not been traded at DSE, where they are listed/permitted to be traded during the preceding six calendar months prior to the month of this Public Announcement, the Offer Price in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 has been determined taking into account the following parameters:

a.	The Negotiated Price		Rs. Rs 1.00/-(Rupees One Only)
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA		Not Applicable
c.	**Other Financial Parameters**	**Based on the Audited financial data for the year ended 31st March, 2010**	
	1. Return on Net Worth (%)	(1.15)	
	2. Book Value per share (Rs)	0.92	
	3. Earning per share (Rs)	(0.10)	
	4. Price Earning Multiple (with reference to the Offer price of Rs 5/- per share)	0.20	
	5. The average industry P/E for the sector in which DDLL operates (Source: Capital Market Journal, edition dated July 26, 2010 to August 08, 2010 (Industry: Finance & Investments)	24.70	

*Source: Balance Sheet

Hence the Offer price of Rs 5.00 (Rupees Five Only) for each fully paid up equity shares are justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.4 The Offer price of Rs 5.00 (Rupees Five Only) for each fully paid up equity shares are justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.5 There is no non-compete agreement.

7.1.6 If the Acquirers acquire equity shares after the date of Public Announcement upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

7.2 Financial Arrangements

7.2.1 Assuming full acceptance, the total requirement of funds for the Offer for acquisition of 189190 equity shares of "DDLL" at Rs 5/- per share would be Rs 9,45,950/- (Rupees Nine Lacs Fourty Five Thousand Nine Hundred and Fifty Only). As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have opened an Escrow Account with DCB Bank, Chadani Chowk Branch, New Delhi and has deposited Rs 945950/- (Rupees Nine Lacs Fourty Five Thousand Nine Hundred and Fifty Only) being 100% of the total consideration payable to the shareholders under the Open Offer.

7.2.2 The Acquirers have adequate resources to meet the financial requirements of the Offer as per the following:

(i) Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Mr. Rajiv Gambhir on 31.12.2009 is 652.89 Lacs and that he has sufficient means to fulfil his part of obligations under this Offer.

(ii) Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Mr. Kunal Gambhir on 31.12.2009 is Rs 176.09 Lacs and that he has sufficient means to fulfil his part of obligations under this Offer.

(iii) Mr. Prabhat Chawla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Mrs. Renu Chadda on 31.12.2009 is Rs 113.56 Lacs and that she has sufficient means to fulfil his part of obligations under this Offer.

(iv) Mr. Prabhat Chwla, Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, having Office at 112, Vishwadeep Tower, District Centre, Janak Puri, New Delhi - 110 058 (Membership No.514682) has certified vide their certificate dated March 27, 2010 that the Net Worth of Ms. Tanisha Gambhir on 31.12.2009 is Rs 115.54 Lacs and that she has sufficient means to fulfil his part of obligations under this Offer.

(v) Mr. Vikas Modi, Partner of M/s Doogar & Associates., Chartered Accountants, having Office at 13, Community Centre, East of Kailash, New Delhi - 110 065 (Membership No. 505603) has certified vide their certificate dated October 29, 2010 that the Net Worth of M/s Maya Leasing & Finance (P) Ltd as on 31.03.2010 is Rs 16.85 Lacs and the letter also confirms that it has sufficient means to fulfil its part of obligations under this Offer.

(vi) Mr. S. K. Mittal, Partner of M/s S. K. Mittal & Co., Chartered Accountants, having Office at Mittal House, E-29, South Extn. Part-II, New Delhi - 110 049 (Membership No.08506) has certified vide their certificate dated August 02, 2010 that the Net Worth of M/s D D Properties (P) Limited on 30.06.2010 is Rs 325.57 Lacs.

7.2.3 The Acquirers have duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.4 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of DDLL and unregistered shareholders who own the equity shares of DDLL any time prior to the date of Closure of the Offer, other than the parties to the SPA.

8.1.2 None of the existing shares of DDLL are under any Lock-in requirements.

9. STATUTORY APPROVALS

9.1 As on the date of Public Announcement, no approval from any Bank/Financial Institutions is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

9.2 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

9.3 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

9.4 SEBI has the power to grant extension of time to the Acquirers for payment of consideration to shareholders subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22 (12) of the SEBI (SAST) Regulations, 1997, if there is any delay in receipt of statutory approval. If, however, the delay in obtaining the requisite approval takes place on account of any wilful default by the Acquirers, then provision contained in Regulation 22 (13) of the SEBI (SAST) Regulations, 1997 will also become applicable.

10 Others

10.1 Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

10.2 This Letter of Offer has been mailed to all the shareholders of DDLL other than parties to the agreement, whose names appeared on the Register of Members of DDLL as on **September 10, 2010 (Friday)** being the Specified Date.

10.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

10.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

11.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery /registered post or through courier, as the case may be, at the address mentioned in Para 11.12 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

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

11.3 Shareholders who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post or courier as the case may be, on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. March 28, 2011.

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with DDLL.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of DDLL or on the Share Certificate issued by DDLL) as per the specimen signature(s) lodged with DDLL and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

11.4 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

11.5 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.

11.6 The Offer documents are being dispatched to only those shareholders, who are eligible to participate in the Offer. As the Acquirers and the parties to the agreement are not eligible, the Offer documents are not sent to them.

11.7 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinbelow, on a plain paper stating the name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares tendered along with the levant documents as mentioned hereinabove, so as to reach them on or before **5.00 PM** upto the date of closure of the Offer i.e. March 28, 2011.

11.8 Persons who own equity shares of DDLL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirers, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognized Stock Exchange, only at the address of Registrar to the Offer.

11.9 An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned in para 11.12, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them **on or before 5.00 PM on March 28, 2011**. The forms are also available on SEBI's website, www.sebi.gov.in .

11.10 No indemnity is required from the unregistered shareholders.

11.11 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with DDLL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by DDLL. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgement or receipt issued by DDLL. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with **the Form of Acceptance** and the acknowledgement of lodgement or receipt issued by DDLL.

11.12 The following collection centre would be accepting the documents as specified above.

Address of Registrar to the Offer:

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	Beetal Financial & Computer Services Pvt. Limited Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062. Tel: 011-29961281/82, Fax: 011- 29961284, email: beetal@rediffmail.com Contact Person: Mr. Punit Mittal	Monday to Friday 10.30 AM to 5.00 PM Saturday 10.30 AM to 1.30 PM	Hand Delivery / Courier/ Registered Post/ Speed Post

Holidays: Sundays and Bank Holidays

11.13 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of DDLL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

11.14 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. March 23, 2011. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 PM upto the last date of withdrawal i.e. **March 23, 2011.**

11.15 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:-

i) Name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

ii) The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer. Shares withdrawn by shareholders would be returned to the shareholders by Registered post.

11.16 Where the number of shares offered for sale by the shareholders is more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept the Offers received from the shareholders on a proportionate basis in consultation with the Merchant Banker.

11.17 Acquirers will acquire all the 189190 fully paid-up equity shares tendered in the Offer with valid applications.

12. Method of Settlement

12.1 At present, the marketable lot of DDLL in physical shares is 100 equity shares.

12.2 The Form of Acceptance, Relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents tendered by the shareholders of DDLL under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirers only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

12.3 On fulfilment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirers will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding as well as through ECS mode of payment like NEFT/RTGS/Direct Credit and shareholders are requested to compulsorily provide their bank details as provided in the Form of Acceptance cum Acknowledgement in order to receive of payment consideration through NFET/RTGS/Direct Credit. . The payment consideration will be sent by Registered Post to the sole / first named shareholder of DDLL whose equity shares are accepted by the Acquirers at his address registered with DDLL. **It is desirable that shareholders holding shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/demand draft.**

12.4 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

12.5 The Acquirers shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer i.e. April 12, 2011 (Tuesday) including payment of consideration to the shareholders of DDLL whose equity shares are accepted for purchase by the Acquirers.

12.6 In case of non-receipt of any of statutory approvals required, as per regulation 22(12), SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirers will pay interest for the delayed payment beyond fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.

13. General

13.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

13.2 Neither the Acquirers nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of DDLL.

13.3 The Offer Price is denominated and payable in Indian Rupees only.

13.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

13.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer i.e. **March 17, 2011** the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

13.6 "If there is competitive bid:

13.6.1 The Public Offers under all the subsisting bids shall close on the same date.

13.6.2 As the Offer Price can not be revised during 7 working days prior to the closing date of the Offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly"

13.7 Acquirers do not hold any shares in the Target Company.

13.8 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer on or before 5.00 PM upto three working days prior to the date of Closure of the Offer, i.e. March 23, 2011.

13.9 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's official web-site: www.sebi.gov.in.

13.10 The Manager to the Offer i.e. D & A Financial Services (P) Limited does not hold any shares in DDLL as on the date of PA.

13.11 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of Offer i.e. March 28, 2011 be approved and the shares so offered would be accepted by the Acquirers free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

14. 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 13, Community Centre, East of Kailash, New Delhi - 110065 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.

14.1 Net worth Certificate issued by Mr. Prabhat Chawla (Membership No. 514682), Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, certifying the net worth of Mr. Rajiv Gambhir (acquirer) and adequacy of financial resources with the Acquirer to fulfil his part of open Offer obligations.

14.2 Net worth Certificate issued by Mr. Prabhat Chawla (Membership No. 514682), Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, certifying the net worth of Mr. Kunal Gambhir (acquirer) and adequacy of financial resources with the Acquirer to fulfil his part of open Offer obligations

14.3 Net worth Certificate issued by Mr. Prabhat Chawla (Membership No. 514682), Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, certifying the net worth of Mrs. Renu Chadda (acquirer) and adequacy of financial resources with the Acquirer to fulfil his part of open Offer obligations.

14.4 Net worth Certificate issued by Mr. Prabhat Chawla (Membership No. 514682), Partner of M/s Mittal Garg Gupta & Co., Chartered Accountants, certifying the net worth of Ms. Tanisha Gambhir (acquirer) and adequacy of financial resources with the Acquirer to fulfil his part of open Offer obligations.

14.5 Net worth Certificate issued by Mr. Vikas Modi, Partner of M/s Doogar & Associates., Chartered Accountants, having Office at 13, Community Centre, East of Kailash, New Delhi - 110 065 (Membership No. 505603), certifying the net worth of Maya Leasing & Finance (P) Limited (acquirer) and adequacy of financial resources with the Acquirer to fulfil his part of open Offer obligations.

14.6 Audited Annual Reports of DDLL for the years ended March 31, 2007, 2008, 2009 and 2010.

14.7 Audited Annual Reports of Maya Leasing & Finance (P) Limited for the years ended March 31, 2007, 2008, 2009, 2010 and D. D. Properties (P) Limited for the years ended March 31, 2007, 2008, 2009 as well as certified financial figures for the period ending 30.06.2010.

14.8 Certificate of Incorporation, Memorandum & Articles of Association of DDLL.

14.9 Certificate of Incorporation, Memorandum & Articles of Association of Maya Leasing & Finance (P) Limited & D. D. Properties (P) Ltd.

14.10 Certificate from Development Credit Bank confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 and letter confirming that a lien has been marked in favour of M/s D and A Financial Services (P) Ltd for the escrow account.

14.11 Published copy of the Public Announcement, which appeared in the newspapers on August 17, 2010.

14.12 Copy of Share Purchase Agreement (SPA) dated August 12, 2010.

14.13 Copy of letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

15. DECLARATION BY THE ACQUIRERS and PACs

The Acquirers Mr. Rajiv Gambhir, Mr. Kunal Gambhir, Mrs. Renu Chadda, Ms. Tanisha Gambhir residing at N-56, Pancheel Park, New Delhi-110 017 and Directors of the Acquirer Company, M/s. Maya Leasing & Finance Private Limited having its Registered Office at B-8, Mayapuri Industrial Area, Phase-I, New Delhi - 110 064, and PACs M/s D. D. Properties Pvt. Limited having its

Regd. Office at B-8, Mayapuri Industrial Area, Phase-I, New Delhi-110 064, accept full responsibility for the information contained in this Public Announcement (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

All information contained in this document is as on the date of the Public Announcement, true unless stated otherwise.

sd/-	**sd/-**
(Mr. Rajiv Gambhir)	**(Mr. Kunal Gambhir)**
Acquirer	**Acquirer**
Sd/-	**Sd/-**
(Mrs. Renu Chadda)	**(Ms.Tanisha Gambhir)**
Acquirer	**Acquirer**

For and on behalf of Board of Directors of	For and on behalf of Board of Directors of
M/s Maya Leasing & Finance (P) Limited	**M/s D. D. Properties (P) Limited**
(Acquirer)	**(PACs)**
Sd/-	**Sd/-**
(Rajiv Gambhir)	**(Rajiv Gambhir)**

Place: New Delhi

Date: 02.03.2011

16. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

By the Promoters/Sellers/ Major shareholders of target company

Sl.No. 1	Regulation/ Sub-Regulations 2	Due Date for compliance as mentioned in the regulation 3	Actual Date of Compliance 4	Delay, if any (in no. of days) Col.4-Col.3 5	Remarks 6
1	6(1)	20.04.1997	10.04.1997	-	-
2	6(3)	20.04.1997	10.04.1997	-	-
3	8(1)	21.04.1998	01.04.1998	-	-
4	8(2)	21.04.1998	01.04.1998	-	-
5	8(1)	21.04.1999	01.04.1999	-	-
6	8(2)	21.04.1999	01.04.1999	-	-
7	8(1)	21.04.2000	01.04.2000	-	-
8	8(2)	21.04.2000	01.04.2000	-	-
9	8(1)	21.04.2001	01.04.2001	-	-
10	8(2)	21.04.2001	01.04.2001	-	-
11	8(1)	21.04.2002	03.04.2002	-	-
12	8(2)	21.04.2002	03.04.2002	-	-
13	8(1)	21.04.2003	04.04.2003	-	-
14	8(2)	21.04.2003	04.04.2003	-	-
15	8(1)	21.04.2004	05.04.2004	-	-
16	8(2)	21.04.2004	05.04.2004	-	-
17	8(1)	21.04.2005	04.04.2005	-	
18	8(2)	21.04.2005	04.04.2005	-	-
19	8(1)	21.04.2006	05.04.2006	-	-
20	8(2)	21.04.2006	05.04.2006	-	-
21	8(1)	21.04.2007	04.04.2007	-	-
22	8(2)	21.04.2007	04.04.2007	-	-
23	8(1)	21.04.2008	10.04.2008	-	-
24	8(2)	21.04.2008	10.04.2008	-	-
25	8(1)	21.04.2009	10.04.2009	-	-
26	8(2)	21.04.2009	10.04.2009	-	-
27	7(1)	13.01.2010	11.01.2010	-	-
28	8(1)	21.04.2010	05.04.2010	-	-
29	8(2)	21.04.2010	05.04.2010	-	-
30	7(1A)	30.12.2007	14.07.2010	1290 days	-
31	7(1A)	17.09.2007	07.01.2011	1217 days	

By the Target Company

Sl.No.	Regulation/ Sub-Regulations	Due Date for compliance as mentioned in the regulation	Actual Date of Compliance	Delay, if any (in no. of days) Col.4-Col.3	Remarks
1	2	3	4	5 (4-3)	6
1	6(2)& 6(4)	20.05.1997	31.03.2003	2139 days	
2	8(3)	30.04.1998	31.03.2003	1918 days	
3	8(3)	30.04.1999	31.03.2003	1553 days	
4	8(3)	30.04.2000	31.03.2003	1188 days	
5	8(3)	30.04.2001	31.03.2003	823 days	
6	8(3)	30.04.2002	31.03.2003	458 days	
7	8(3)	30.04.2003	12.04.2003	-	
8	8(3)	30.04.2004	10.04.2004	-	
9	8(3)	30.04.2005	13.04.2005	-	
10	8(3)	30.04.2006	13.04.2006	-	
11	8(3)	30.04.2007	13.04.2007	-	
12	8(3)	30.04.2008	15.04.2008	-	
13	8(3)	30.04.2009	17.04.2009	-	
14	7(3)	18.01.2010	12.01.2010	-	
15	8(3)	30.04.2010	12.04.2010	-	
16	7(3)	14.07.2010	14.07.2010	-	
17	7(3)	14.01.2011	07.01.2011	-	

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 09, 2011 (WEDNESDAY)**
OFFER CLOSES ON	**:**	**MARCH 28, 2011 (MONDAY)**

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,
Acquirers
C/o Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062
Dear Sir/s,

Dear Sirs,

Sub: Open Offer to Acquire 189190 fully paid up equity shares of Rs 10/- each representing 20% of the total share/voting capital of D. D. Leasing Limited at a price of Rs 5.00 per fully paid equity share of Rs 10/- each by Mr. Rajiv Gambhir, Mr. Kunal Gambhir, Mrs. Renu Chadda, Ms. Tanisha Gambhir and M/s Maya Leasing & Finance (P) Limited (Acquirers) alongwith M/s D. D. Properties (P) Limited (PACs).

I / we, refer to the Letter of Offer dated 02.03.2011 for acquiring the equity shares held by me / us in **D. D. LEASING 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 Mr. Rajiv Gambhir (hereinafter referred to as the "Acquirers") the following equity shares in **D. D. LEASING LIMITED** (hereinafter referred to as "DDLL") held by me / us, at a price of Rs 5.00 per fully paid-up equity share.

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 DDLL		**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			

2. I / We confirm that the equity shares of DDLL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers 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 Acquirers 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 Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. 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 Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers 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.
5. 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 Acquirers 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.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.
7. 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.
8. I / We irrevocably authorise the Acquirers 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 DDLL:

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

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

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration will be payable by way of ECS Mode/cheque or demand draft will be drawn accordingly.

Bank Account No.: --------------------------------

Type of Account: --------------------------- (Saving /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 No. (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, Marathi, 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 DDLL.

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

5. Business Hours : Mondays to Friday : 1000 hours to 1700 hours
Saturday : 1000 to 1330 hours

Holidays : Sundays and Bank Holidays

ACKNOWLEDGEMENT SLIP

Sub: Open Offer to Acquire 189190 fully paid up equity shares of Rs 10/- each representing 20% of the total share/voting capital of D. D. Leasing Limited at a price of Rs 5.00 per fully paid equity share of Rs 10/- each by Mr. Rajiv Gambhir, Mr. Kunal Gambhir, Mrs. Renu Chadda, Ms. Tanisha Gambhir and M/s Maya Leasing & Finance (P) Limited (Acquirers) alongwith M/s D. D. Properties (P) Limited (PACs).

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				

Authorised Signatory　　　　　　　　Stamp

Date:

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

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir, New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	:	**March 09, 2011 (Wednesday)**
LAST DATE OF WITHDRAWAL	:	**March 23, 2011 (Wednesday)**
OFFER CLOSES ON	:	**March 28, 2011 (Monday)**
Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal		

FOR OFFICE USE ONLY
Withdrawal Number :
Number of equity shares offered :
Number of equity shares withdrawn :

From:

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

o,
Acquirers
C/o Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062

Dear Sirs,

Sub: Open Offer to Acquire 189190 fully paid up equity shares of Rs 10/- each representing 20% of the total share/voting capital of D. D. Leasing Limited at a price of Rs 5.00 per fully paid equity share of Rs 10/- each by Mr. Rajiv Gambhir, Mr. Kunal Gambhir, Mrs. Renu Chadda, Ms.Tanisha Gambhir and M/s Maya Leasing & Finance (P) Limited (Acquirers) along with M/s D. D. Properties (P) Limited (PACs).

I/We refer to the Letter of Offer dated 02.03.2011 for acquiring the equity shares held by me/us in D. D. LEASING 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 wish to withdraw our acceptance tendered in response to the said Offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	**Certificate No.**	**Distinctive No(s)**		**No. of Shares**
		From	**To**	
	Total number of equity shares			

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and **authorize you not to remit** the consideration as mentioned in the Letter of Offer.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

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

Place:

Date:

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.

---TEAR HERE---

<table>
<tr><td colspan="2">Folio No.:
Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal</td><td colspan="2">Serial No.:
(Acknowledgement Slip)</td></tr>
<tr><td colspan="2">Received from Mr./Ms.
Address ____

Form of withdrawal in respect of _______________ Number of Share
Certificates representing ____________________ number of shares.</td><td>Signature of Official and Date of Receipt</td><td>Stamp of Registrar to the Offer</td></tr>
</table>

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

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 p.m. hours upto the last date of withdrawal i.e. **March 23, 2011 (Wednesday)**
2. Shareholders should enclose the following:-

   Registered Shareholders should enclose:

   i. Duly signed and completed Form of Withdrawal.

   ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.

   iii. In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

   Unregistered owners should enclose:

   i. Duly signed and completed Form of Withdrawal.

   ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from DDLL. The facility of partial withdrawal is available only on to registered shareholders.