

April 24, 2018

MCAPL: MUM: 2018-19: 0011

To
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

000720

Dear Sir/Madam,

Sub : Submission of Detailed Public Statement ('DPS')

Ref : Open Offer to the Public Shareholders of Darjeeling Ropeway Company Limited ("DRCL"/
"Target Company")

In continuation to our earlier Letter No. MCAPL: MUM: 2018-19: 0004 dated April 17, 2018 (Tuesday), we hereby inform you that the Detailed Public Statement ('DPS') has been published today i.e. April 24, 2018 (Tuesday) as envisaged.

As required under SEBI (SAST) Regulations, 2011 and amendments thereof, the DPS has been published in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions) and Mumbai Lakshadeep (Marathi) (Mumbai Edition)

We are enclosing herewith a copy of the DPS for your kind perusal.

A copy of the same is being submitted to Securities and Exchange Board of India, Mumbai ("SEBI") and to the Target Company ("TC") at its Registered Office.

Kindly take the above information on your records.

Yours truly,

for Mark Corporate Advisors Private Limited

Manish Gaur Asst. Vice President

Encl: As Above.

## DETAILED PUBLIC STATEMENT UNDER REGULATIONS ONS 13(4) AND 1820 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA SUBSTANTIAL ACQUISITION OF SHARES AND TAXCOVERS) REGULATIONS, 2011 AS AMENDED, FOR THE DARJEELING ROPEWAY COMPANY LIMITED

Of Office for acquisition of 7,83,000 Equity Shares of ₹10 each representing 25% of the Equity Sh. Capital/bring Capital from the Patic Shareholders of Dasjeeling Represey Company Limited (70R. ""Tirgget Company"), in terms of Securities and Exchange Board of India (Substantial Regulation of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof 75EB (SSST) Regulations, 2011\*\*Regulations of 19 Mr. Hismarchia Ramabida Shah (Bereinfatte Federal Capital Regulations, 2011\*\*Regulations of 19 Mr. Hismarchia Ramabida Shah (Bereinfatte Federal Capital Regulations).

to as "Acquare")
This Debade Public Statement ("DPS") is being issued by Mark Corporate Advisors Private Limited,
the Manager to the Offer ("Manager"), for and on behalf of the Acquare, in compliance with Regulations scrame to the "Debit Announcement ("PA") sent to IDSC Limited, "All public Publ

ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

AcQuente, Sellette, Indeel: Louremark mount on their information about the Acquirer: information about the Himanshik Rennikid Shah (beerinafter referred to as the "Acquirer") illiminatural Rennikid Shah, Sio Rannikid Popatidi Shah, apod about 44 years, is residing at 3. Chamapapari Society, P. L. Collego Read, Shanrinan, Pabit, Ahmedabad-380 007, Contact No. 99 18220 02256, Self Add Dr. Individuantifactors, the is an Undergedabate from Inherenty of Gejazu, Nr. Permanent Account (number (PAN) under Indian Income Tax, Act is ACSPS 8335 A. the has a sound 29 years of apprecision of logistics and Red Estable Bioinssx.

the fluid stitute of years of experience an experience and none communities.

As on date, the Acquirer looks 7,34,259 Equity Shares representing 24,20% of the Equity Share Capital-Vising Capital In the Target Company.

The Acquirer looks of the Company.

The Acquirer looks of the Capital In the Capital Company.

The Acquirer looks on them prohibited by STB fluid on dualing in securities, in terms of directions insued under stephilicities made under the STB fluid.

The Net Worth of Acquire is X40/27 Less (Rugues Four Hundred and Foty) Less and Twenty Service in Sx40/27 Less (Rugues Four Hundred and Foty) Less and Twenty Service in Discardio only as on December 31, 2013 as certified rice certificate dated April 16, 2016 lessed by Mr. RABA Abstract (New Abstractions). Portion of Mrs. (XNM Abstractions). Charleted Accountants (FRN: 1213/4W having Office at 4716, Sinnangar, Satafille Road, Affractional - 300 Mrs.) Feelings 1917 2-7614 9976. Evan December 27614 9976. Evan

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held Share of Partnership		
1)	Sanskar Developers	Proprietor	N.A		
2)	Parshwam Residency	Proprietor	N.A		
3)	Swastik Developers	Pariner	5.00%		
4)	Shree Vimalnath Furniture	Partner	30.00%		

4) Saver visioners runninger. Privationer 3,0,00% 3,00% 3,00% 10 has required any English State of the Target Company either in the current financial years in the proint of cight financial years proceding the current financial year except for 13,2,12% pass or in the proint of cight financial years proceding the current financial year except for 13,2,12% which was equired by Acquirer, in the month of March, 2018 at en average price of 121,24 fight Proceeding 121,23 and Low Price there (pt 11.9) and also acquired on a sociation of 13,252 flags) shares which are proposed to be exquired (through Share Parchase Agreement CSPAT). Neither the Acquirer on any of the orbitions with which the a sex-lated are in Securities related business and registered with SEBI as a Market Intermediary.

Nome of the entities promoted or controlled by the Acquire or so menioned in point on 1.5 above are lacilet participating or existing of concern with the Open Office.

10 As on date, the Acquirer does not have any interest in the Target Company, except for holding 13.12.130 (Juny Shares and the proposed acquisition of 37.224 Equily Shares through SPA. Further, there are no Directicily impressing the Acquirer on the Store of the Engret Company.

There are no personn Acting in Concert in relation to the Offer within the meaning of 2(1)(q)(1) of the 2pt-Acquirer on the Store of the Engret Company.

rmation about the Sellers:

Information about the setters:

Parssant to the Share Purchase Agreement ("SPAT) entered on April 17, 2018, the Acquirer has agreed to acquire 31,224 Capity Shares of Face Value of 170 (Ruppes Fin only) each at a price of 1700 (Ruppes Fin only) each at a price of 1700 (Ruppes Fin only) per status respecting 1,225 of the Equity Share Capital Botton the following Shareholders of the Target Company thereinable referred as "Selfers", "Selfing Shareholders"):

Sr. No.	Name, PAN & Address		Details of Shares/Voting Rights held by the Selling Shareholders				
		Part of Promoter Group (Yes/No)	Pre Transaction		Post Transaction		
			No. of Shares	% vis a vis total Share Capital	No. of Shares	% vis a vis total Share Capital	
1)	Mrs. Manju Devi Chirimar PAN: ACDPC 5458 K Address: 81, Chapel Road, Hestings, Kolkata-700 022	Yes	7,507	0.25%	Hi	N.A.	
2)	Mr. Rajeev Chirimar PAN: ACOPC 9187 J Address: 8/1, Chapel Road, Hastings, Kolkata-700 022	Yes	5,817	0.19%	NI	N.A	
3)	Mrs. Sangita Chirimar PAN: ACCPC 4040 Q Address: Jaya Kunj. 8/1, Chapel Road, Hastings, Kolusta-700 022	Yes	5,700	0.19%	Nil	N.A	
4)	Mr. Keshav Chirimar PAM: AGPPC 9200 M Address: 8/1, Chapel Road, Hastings, Kolkata-700 022	Yes	4,500	0,15%	Nii	N.A	
5)	Mr. Raghav Chirimar PAM: AGPPC 9217 Q Address: B/1, Chapel Road, Hastings, Kolkala-700 022	Yes	4,400	0.14%	Ni	N.A	
6)	Rajeev Chirimar HUF PAM. AACHR 7875 L Address: Cro Radio Supply Stores Private Ltd., 3, BBD Bagh (East), Near Slephen House, Kolkata-700 001	Yes	4,500	0.15%	Ni	N.A	
	Radio Supply Stores Private Limited PAM: AABCR 4310 G Address: 52, Hemania Basu Sarani, Beside Stephen House, Kolkata-700 001	Yes	2,400	IM #80.0		N.A	
	Kemi Fibre Industries Private Limited PAN: AABCK 1249 B Address: 56 E. Hemante Basu Sarani, Old 4, BBD Bagh (East), Room No, 14A, Kolkata-700 001	Yes	Yes 2,400 0,08%		NH	N.A	
1	TOTAL		37,224	1.22%	Mil	N.A.	

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To Ancepte has paid a seen of \$3,72,240 (Ropes Tiree Less Seventy Pivo Thousand Iwo Hunded and Forly only housed the proposed angulation of the above Equily Store. To seal Equily Stores. To entire the sear of Store proteins and experiment of the sear of Stores to the Store

composing of 30,50,000 Equity states of 100 each fully paid up.

The main business of the Targot Company sites alse includes, construction, purchase, bases and work repressys, transmys or other forms of bransport wheeline electrical or methodical. The Equity Shares of the Targot Company is feed on BSE Limited. Mumber (1985T) having a scrip code as 539710. The Equity Shares is feed on BSE Limited. Mumber (1985T) having a scrip code as 539710. The Equity Shares of the Targot Company are requested valued within the meaning oreparations provided in Regulations. The Single that Pages Company is feed or produced to the Targot Company and produced or the Auditor of Targot Company are a based on the Auditor Financial Statements or the Francial Information of the Targot Company are hased on the Auditor Financial Statements or the Francial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company are hased on the Auditor Financial Information of the Targot Company and Auditor 31, 2013 and Contified Lith-Audited Financials, for the rine mouths period orded December 31, 2013 are as follows:

Auditor of Targot Company are company and the Auditor of Targot Company and Auditor 31, 2013 are as follows:

Particulars	Period ended December 31, 2017 (Un-Audited)	FY 2016-17 (Audited)	FY 2015-16 (Audited)	FY 2014-15 (Audited)
Total Revenue	88.99	47.76	138.80	125.24
Net Income (ProfALoss for the year)	61.97	29.85	-12.73	0.25
EPS (In ₹ per share)	2,03	0.98	(0,42)	0.01
Net Worth/Shareholders' Fund	418.38	356.41	326.56	341.20

The Board of Directors of the Target Company consists of Mr. Rommel Rodrigues, Managing Director (DM: 01851523), Mrs. Savius Kishan Bhafaya, Independent Director (DM: 01792068), Mr. Arnay Mancharlatia (Jourga, Independent Director (DM: 01781001) and Mr. Abhay Sudarshan Giri, Non-Executive Non-Independent Director (DM: 01851655).

The Compliance Officer of the Target Company is Mr. Ronnell Rodrigues.

Details of the Offer:

The Acquires making this Open Offer to acquire upto 7.93.000 Equity Shares of \$7.00 each, respecting 28% of the Equity Share CaptableVeing Capital of the Target Company as a pixe of 144.00 (Quesey Enterte only) per Equity Share Coffee Price 2 agregating to \$1.13.000 (Quesey Enterte Offer) (Excellente only) and the Offer Price 2 agreement of 198.000 (Quesey Enterte Offer) (Excellente Off

Account of this use: Seeing simulations of the Account of the Acco

Uner in me evers sean seasons approvise are retrieve in terms of recipiation 25 of the Registations. This Offer is not considerate upon any minimum level of acceptance by the Equity Shareholders of the Target Company in terms of Registation 19(1) of the Registations.

This is not a completing effer in terms of Registation 20 of the Registations.

The Equity Shareh of the Target Company which will be acquired by the Acquirer are finity paint up, there from all terms. Arrays and recombinations and inspired with the rights attached thereto, including all rights to divident, boxus and rights offer doctared thereol.

are from a term, charges and recumonances and logister with the rights attached thereto, including all rights to delevant, bowas and rights of excluded, bowas and rights of excluded, bowas and rights of excluded, bowas and so that the control of the control of

BACKGROUND TO THE OFFER-

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The Aforeir has released into a Share Purchase Agreement ("SPA") on April 17, 2018 (Buesday), with the asking Pinnotectiffronteeth Group of the Target Company (Ref. "Selling Shareholders"). "Selling Thromoster Fronteeth Group of the Target Company (Ref. "Selling Shareholders"). "Selling Shareholders" of State Company (Ref. "Selling Shareholders"). "Selling Shareholders" of State Company (Ref. "Selling Shareholders"). "Selling Shareholders" of State Company (Ref. "Selling Shareholders"). "Bear Company and selling the Respiration of Shareholders." "Bear Company and selling the Respiration (Ref. "Selling Shareholders."). "Bear Company and selling the Respiration of Shareholders." "Bear Company and selling the

The Object of the acquisition is substantial acquisition of Shares/Voting Rights eccompanied by controlling the Management of the Target Company. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirer in the Target Company and the details of his acquisitions are as follows:

Shares stquired proposed to between PA to dike and the DPS date fall acceptance; fall accep | No. ct | S. | No. ct | Shores | Acquirer TOTAL

OFFER PRICE:

The Equity Shares of the Target Company are presently listed on BSE Ltd, Mumbai ("BSE") having a scrip code as 539770.

The annualized tracking turnover of the Equity Shares of the Target Company during Twelve(12) calendar months preceding the month of PA i.e. April 2017 to March 2018 on the Stock Exchange on which the Equity Shares of the Sarest Company are Netted to Indean halows.

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity Shares Ested	Annualized trading lurnover (as % of total number of listed shares
BSE I.td.	27,60,897	30,50,000	90.52%

Consider. Immiliarities (1) Based on the labore, the Equity Shares of the Torgot Company are frequently teaded during havive (1/2) calcified months preceding the celerate month in which PA is made within the meaning of explanation provider in Regulation 2) of the Regulations. The Other Pick of C14,00 (Report Fouriere only) is justified in terms of Regulation 8(2) of the Regulations on the lates of the better

Sr. No.	Particulars		(7 of) January
a)	Negotiated Price as per SPA	1:	10.00
b)	The volume-weighted average price paid or payable for acquisition by the Acquirer, during 52 weeks preceding the date of PA	:	12.47
c)	The highest price paid or payable for any acquisition, by the Acquirer, during 26 weeks preceding the date of the PA	:	12,47
d)	The volume-weighted average market price of Equity sturrs of the Target Company for an period of sixty (60) leading days immediately preceding the date of PA as raded on BSE being the Stock Eachange where the maximum volume of trading in the shares of the Target Company are recorded during such period	:	13,91
	Other Financial Parameters as at:	П	December 31, 2017 (Un-Audited/Certified)
	Return on Net worth (%)	П	14.81%
i)	Book Value Per Share	:	13.72
<b>m</b> )	Earnings Per Share (7)		2.03

Note: The Trading data with respect of SIX has been taken from SIX's webule immubesinds.com. In view of the promateres considered and presented in the 20 km down and in the opinion of the Acquirer and Manager to the Office, the Office Price of Tix 40 km down and in the opinion of the Acquirer and Manager to the Office, the Office Price of Tix 40 km down and in the opinion of the Acquirer and Manager to the Office, the Office Price of Tix 40 km down and in the Office Price of Tix 40 km down and the Office Price of Office Size. In case of any revision in the Office Price of Office Size, the Capital Size of the Office Price of Office Size, the Capital Size of the Office Size. The Acquirer state comply with regulation 10 km the Regulations with one required to the Intelligence on Size of the Acquirer state and revision in the Office Price of Office Size. The Acquirer state and revision is the Intelligence of the Regulations and the Engral Company during the office period, whether by subscription or purchase, at a price higher than the Office Price, of Office Size. The Acquirer state of one of the Office Price of Office Size. The Acquirer state of one of the Office Price of Office Size. The Acquirer state of one of the Office Price of Office Size. The Acquirer state of one of the Office Price of Office Size. The Acquirer state of one of the Office Price of Office Size. The Acquirer state of one of the Office Price of Office Size. The Office Office Size of Office Size. The Office Office Size of Office Size. The Office Office Size of Office Office Office Office Office Office Office Office Office Size of Office Office Office Office Office Office Office Office Office

this Regulations.

It has Acquire requires Equity Shares of the Target Company during the period of beeneys is weeks after the tracketing period at a price higher from the CDIFF Price, the Acquirer shall pay the difference between the floyless congolish price and the OTHEr Price, the Acquirer shall pay the difference between the prices of the congolish price and the OTHEr Price, the Abstract-Bodes whose shares have been the congolish of the COTHER COTHE

If there is any revision in the ofter price on account of luture purchases/competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and would be notified to the share-before.

FINANCIAL ARRANGEMENTS:

FINANCIAL ARRANGEMENTS:
The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the experience of 13,000 flully paid up Equity Shares of Taro Value T10 each et a price of T14.00 (Rupues Fourteen only) per Equity Share is T1.11,02.000 (Rupues Con Eurer Eleven Lacs and Two Thousand only). (Palashama: Considerable Arrange Co

In pass or your encourse or suspenses and come in that in accordance was the registations.

In case of upwardersion of the Cliff bire earlier the Other Step, the Acquirer shall deposit additional appropriate amount into an Extraw Account to ensure compliance with Regulation 18(5) of the Regulations, prior to efficiently such revision.

STATUTORY AND OTHER APPROVAL'S REQUIRED FOR THE OFFER:

STATUTURES, AND UTIESE ANTONIALS NELLOMBED FOR THE OPERAT.

AN of the data, he best of the knowledge, there are no Statutory Approvals; are required by the Acquirer to complete this Offer, In case, a few of the facts where the state of the three properties of the control of the chosen of the Inching Perfol, In Other state of the object to the receipt of such state of the object of the chosen of the Inching Perfol, In Other state of the object to the receipt of such Statistory Approvals; The Acquirer shall make the necessary applications for such Statistory Approvals. The Acquirer shall make the necessary applications for such Statistory Approvals, the preference of the state of the sta

practises of the Equity Shases under this Offer, the Acquier shall have the right to will throw the Offer in accordance with the provisions of Depulsation 2(1) of the Regulations. In the count of withcheams (a) the through the Regulations. In the count of withcheams (a) the Shades of the Regulations. In the same newspapers in which this DFS has been published and copy of such whicheams (a) the same newspapers in which this DFS has been published and copy of such Public Amoruscement will be made within the CI which the CI will be the larged Company as its Regulations 18(1) of the sent to SEIL, Dook Exchanged and to the larged Company as its Regulations 18(1) of the Regulations of the Self of the CI will be sent to SEIL, Dook Exchanged and the larged Company as its Regulations 18(1) of the Regulations of the Self of the CI will be sent to SEIL, Dook Exchanged and the larged Company as its Regulations 18(1) of the Regulations (a) of the CI will be sent to SEIL, Dook Exchanged and the large company as its Regulations 18(1) of the Regulations (a) of the CI will be sent to SEIL, Dook Exchanged (a) of the Regulations (a) of the Ci will be sent to SEIL, Dook Exchanged (a) of the Regulations (a) of the Ci will be sent to SEIL, Dook Exchanged (a) on the Seil will be sent to SEIL, Dook Exchanged (a) only in the Seil will be sent to SEIL will be sent to sent the Seil will be

TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER-

Nature of Activity	Day & Date
Date of the PA	April 17, 2018, Tuesday
Date of publishing the Detailed Public Statement	April 24, 2018, Tuesday
Last date for filing of Draft Letter of Offer with SEBI	May 03, 2018, Thursday
Last date of a competing offer	May 17, 2018, Thursday
Latest date by which SEBI's observations will be received	May 24, 2018, Thursday
Identified Date*	May 28, 2018, Monday
Last date by which the Letter of Offer will be dispatched to the Shareholders (except the Acquirer and the Selling Shareholders) as on the identified date	June 04, 2018, Monday
Last Date for revising the Offer Price/number of shares	June 05, 2018, Tuesday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	June 07, 2018, Thursday
Date of Pre-offer Advertisement for Opening the Offer	June 08, 2018, Friday
Date of Commencement of the Tendering Period (Offer Opening date)	June 11, 2018, Menday
Date of Closing of the Tendering Period (Offer Closing date)	June 22, 2018, Friday
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificated return of unaccepted share certificates/credit of unaccepted shares to demat access	July 06, 2018, Friday

'Identified Date is only for the purpose of determining the names of the shareholders (except the Acquires and the Selling Shareholders) as on such date to whom the Letter of Offer will be sent, it is clarified that all the public shareholders (neighteed or unregistered) of the Target Company, are nightee to porticipate in this Offer any time through the tendening period of the Offer.

PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF

PROCEDURE FOR LEMERATURES IN CASE OF THOSE RECEIVE OF LETTER OF OFFICE.

All the Public Shareholders (accept the Acquires and the Soffing Shareholders) holding the Legit Shares, whother in demanateliated form or physical form, registered of surregistered, are estated to participate in this Cities, may time before the clease of the interfering period of this Cities. Persons who acquired Equity Shares of the Target Company but (a) who have not received the Letter of Otler (LoF). (b) who have acquired the Equity Shares but whose names do not appear in the neighter of members of the Target Company as on the Identified Date or receiptated owners may participate in this Open Office.

The Open Office with the implementated by the Company shore of Kacquisidion Windows') as provided under Certain Nos. (CIRCPT/SICTEL/LIV/SICTE Stated April 13, 2015 and CFDOCR2/LIFE/TOPI131 dead December 09, 2016 issued by SCEI.

SET LITTERA MINISTER CONTROL OF STATE OF THE PROPERTY OF T

SSE Limited, Membel ("BSE") shall be the Stock Exchange for the payora with the shares in the Open Office.

The Acquirer has appointed Sparkle Securities Solutions private Limited ("Buying Broker") for the Open Offer the Solution of the Stock Securities appointed in the Open Offer shall be missingly when the proclasses and solutionate of the Stock Securities of the Depoint Offer shall be missingly with the Contact Debate of the Buying Securities Solutions Private Limited E-501. Romi Biscourt, Off Worse Desai Road.

Andioni (W), Mumbal-400 635.

Andioni (W), Mumbal-400 635.

Contact Person: No. Xingal Angina The Least of Cliff or words be available on the website of SEBI Le, www.sobl.gov.kit.

THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE ANALAGE. IN THE LETTER OF OFFER.

OTHER INFORMATION.

OTHER INFORMATION:

For the purpose of dischosures in this DPS relating to the Target Company, the Acquirer has relad on the Information provided by the Target Company and has not independently verified the accusacy of the late of the Information provided by the Target Company, Stepler Company,

rounding on anitror regrouping.

This DPS and the PA will also be available on the website of SEBI i.e., www.sebi.gov.in.



Offer:
MARK CORPORATE ADVISORS PRIVATE LIMITED
CIN: UST/99MH20069FC181976
40441, The Sumail Business Ray.
Sand Janubus Road (Service Laue).
Off W. E. Hybray, We Paule (Esc.), Mambal - 400 057
Corbact Person: Mr. Manch Coar
F. M. M. (1972 17 201709
E-Mar III v. cytrolice imax lauguop essaderiors.com
SEB Ray Mr. (1970 201709)

