

# DIWAKAR MARKETING PRIVATE LIMITED

Reg. Office: Room No. 613, 6<sup>th</sup> Floor, 32 Ezra Street, West Bengal, Kolkata-700001

13<sup>th</sup> January, 2014

**The Secretary**  
**The Stock Exchange, Mumbai**  
New Trading Ring, 14<sup>th</sup> Floor,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
**MUMBAI - 400 001**

**Scrip Code : 500336**  
**Email Id : [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

**The Manager**  
Listing Department  
**The National stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
**Mumbai - 400 051**  
**NSE Symbol : SURYAROSNI**  
**[cm1ist@nse.co.in](mailto:cm1ist@nse.co.in)**

**Sub.: SUBMISSION OF DISCLOSURE UNDER REGULATION 10 (6) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011 REGARDING REPORT TO STOCK EXCHANGES IN RESPECT OF ACQUISITION OF SHARES BY M/s DIWAKAR MARKETING PRIVATE LIMITED (EXISTING ENTITY PART OF PERSONS ACTING IN CONCERT WITH THE PROMOTER) OF SURYA ROSHNI LIMITED IN RELIANCE UPON EXEMPTION PROVIDED UNDER REGULATION 10(1)(a)(iv).**

Dear Sir,

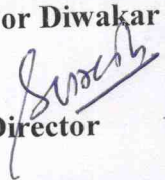
Please find enclosed disclosure under regulation 10(6) dated 13<sup>th</sup> January, 2014 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding report to Stock Exchanges in respect of Acquisition of Shares by M/s Diwakar Marketing Private Limited (Existing entity part of Persons Acting in concert with the Promoter) of Surya Roshni Limited in the capacity as an acquirer of shares in reliance upon exemption provided under regulation 10(1)(a)(iv) as detailed given below :

| Serial No. | Name of the Acquirer                  | Under Regulation | Remarks                                                              |
|------------|---------------------------------------|------------------|----------------------------------------------------------------------|
| 01         | M/s Diwakar Marketing Private Limited | 10(6)            | Report to Stock Exchanges for Acquisition of shares u/r 10(1)(a)(iv) |

Please find the same in order.

Thanking you,  
Yours faithfully

**For Diwakar Marketing Private Limited**

  
**Director**



**Enclosed : As above**

**Copy to : Surya Roshni Limited**  
**Delhi Rohtak Road,**  
**Prakash Nagar, Sankhol**  
**Bahadurgarh - 124 507 (Haryana)**

**Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                               |                                                                                                      |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                  | <b>M/s Surya Roshni Limited</b>                                                                                                                                                                                                                                                               |                                                                                                      |
| 2. | Name of the acquirer(s)                                                                                                                                                                                                                                          | M/s. Diwakar Marketing Private Limited                                                                                                                                                                                                                                                        |                                                                                                      |
| 3. | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | Stock Exchange, Mumbai (BSE)<br>National Stock Exchange of India (NSE)                                                                                                                                                                                                                        |                                                                                                      |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                 | Inter-se Transfer between two Companies which are part of Persons acting in concert with the promoter i.e M/s. Lustre Merchants Private Limited (As Transferor) to M/s Diwakar Marketing Pvt. Limited (As Acquirer) for Rs.5,60,00,000/- value) (7,00,000 equity shares @ Rs. 80/- per share) |                                                                                                      |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | 10(1)(a)(iv)                                                                                                                                                                                                                                                                                  |                                                                                                      |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>– Whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>– Date of filing with the stock exchange. | Yes<br><br>06.01.2014                                                                                                                                                                                                                                                                         |                                                                                                      |
| 7. | Details of acquisition                                                                                                                                                                                                                                           | Disclosures made/required to be made under Regulation 10(5)                                                                                                                                                                                                                                   | Actual                                                                                               |
|    | a. Name of the transferor / seller                                                                                                                                                                                                                               | M/s Lustre Merchants Pvt. Ltd. (Existing Entity part of Person Acting in Concert with the Promoter)                                                                                                                                                                                           | M/s Lustre Merchants. Pvt. Ltd. (Existing Entity part of Person Acting in Concert with the Promoter) |
|    | b. Date of acquisition                                                                                                                                                                                                                                           | 11.01.2014                                                                                                                                                                                                                                                                                    | 11.01.2014                                                                                           |
|    | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                       | 7,00,000                                                                                                                                                                                                                                                                                      | 7,00,000                                                                                             |
|    | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                | 1.597%                                                                                                                                                                                                                                                                                        | 1.597%                                                                                               |



|    |                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                       |                                       |                                                                                                                                                                                        |                                       |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
|    | e. Price at which shares are proposed to be acquired / actually acquired                                                                                                                                                                                                                                   | Transfer from Lustre Merchants Private Ltd. (an existing entity part of Person acting in concert with the Promoter) for Rs. 5,60,00,000/- Value (7,00,000 shares@ Rs. 80/- per share) |                                       | Transfer from Lustre Merchants Private Ltd. (an existing entity part of Person acting in concert with the Promoter) for Rs. 5,60,00,000/- Value (7,00,000 shares @ Rs. 80/- per share) |                                       |
| 8. | Shareholding details                                                                                                                                                                                                                                                                                       | Pre-Transaction                                                                                                                                                                       |                                       | Post-Transaction                                                                                                                                                                       |                                       |
|    |                                                                                                                                                                                                                                                                                                            | No. of shares held                                                                                                                                                                    | % w.r.t. to total share capital of TC | No. of shares held                                                                                                                                                                     | % w.r.t. to total share capital of TC |
|    | <p>– Acquirer / Transferee(*)<br/> <b>Person Acting in concert (Acquirer) in capacity as an entity</b><br/> <b>-Diwakar Marketing Pvt. Ltd. – 7,00,000</b><br/> <b>(Transfer from existing entity i.e Lustre Merchants Private Limited which is part of person acting in concert with the promoter</b></p> | 45,12,500                                                                                                                                                                             | 10.295                                | 52,12,500                                                                                                                                                                              | 11.892                                |
|    | <p><b>Promoter &amp; other Persons Acting in Concert (Collectively)(excluding seller)</b></p>                                                                                                                                                                                                              | 20673788                                                                                                                                                                              | 47.167                                | 20673788                                                                                                                                                                               | 47.167                                |
|    | <p>– Seller / Transferor<br/> <b>M/s Lustre Merchants Private Limited – 7,00,000 equity shares</b><br/> <b>(Transfer to existing entity M/s Diwakar Marketing Private Ltd. which is part of persons acting in Concert with the Promoter)</b></p>                                                           | 2869894                                                                                                                                                                               | 6.548                                 | 2169894                                                                                                                                                                                | 4.951                                 |

For Diwakar Marketing Private Limited

Place : New Delhi  
Date : 13<sup>th</sup> January, 2014



*[Signature]*  
Director

**Note :**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.