

Reference No.

January 20, 2014

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th floor
Rotunda Building, P.J. Towers,
Dala Street, Fort,
MUMBAI - 400 001
Scrip Code : 500336
Email Id : corp.relations@bseindia.com

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

**Sub.: SUBMISSION OF DISCLOSURE UNDER REGULATION 10 (5)
OF THE SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS)
REGULATIONS, 2011 REGARDING INTIMATION TO STOCK
EXCHANGES IN RESPECT OF PROPOSED ACQUISITION OF
SHARES BY M/s. SAHAJ TIE - UP PRIVATE LIMITED AND M/s.
DIWAKAR MARKETING PVT. LIMITED (EXISTING ENTITIES
PART OF PERSONS ACTING IN CONCERT WITH THE PROMOTER)
OF SURYA ROSHNI LIMITED UNDER REGULATION 10(1)(a)(iv) .**

Dear Sir,

Please find enclosed disclosure under regulation 10(5) dated 20th January, 2014 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding intimation to Stock Exchanges in respect of Proposed Acquisition of Shares by M/s Sahaj Tie-up Private Limited and M/s Diwakar Marketing Private Limited (Existing entities which are part of Persons Acting in concert with the Promoter) of Surya Roshni Limited in the capacity as an acquirer(s) of shares under regulation 10(1)(a)(iv) as detailed given below :

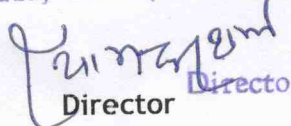
Serial No.	Name of the Acquirer	Under Regulation	Remarks
01	M/s. Sahaj Tie-up Private Limited	10(5)	Intimation to Stock Exchanges for proposed Acquisition of shares u/r 10(1)(a)(iv)
02	M/s. Diwakar Marketing Private Limited		

Please find the same in order.

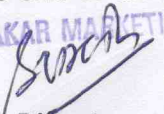
Thanking you,

Yours faithfully

1. For Sahaj Tie -up Private Ltd
(In the capacity as one of an Acquirer)


Director

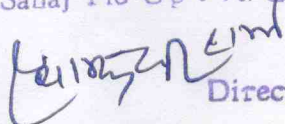
2. For Diwakar Marketing Private Ltd.
(In the capacity as one of an Acquirer)


Director

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	M/s SURYA ROSHNI LIMITED
2.	Name of the acquirer(s)	1. M/s. Sahaj Tie-up Private Limited 2. M/s. Diwakar Marketing Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	All entities are part of Persons Acting in Concert With the Promoter
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	M/s Lustre Merchants Private Limited
	b. Proposed date of acquisition	28.01.2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	5,47,500
	d. Total shares to be acquired as % of share capital of TC	1.250%
	e. Price at which shares are proposed to be acquired	Rs. 80/-
	f. Rationale, if any, for the proposed transfer	Inter-se Transfer between Companies which are part of Persons acting in concert with the promoter i.e Lustre Merchants Private Limited (As Transferor) to 1. M/s Sahaj Tie-up Pvt. Limited 2. M/s Diwakar Marketing Pvt. Limited (As Acquirer(s))
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(iv)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 77.13
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer(s), that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	As per Annexure –A
9.	Declaration by the acquirer, that the transferor and	As per Annexure –A

For Sahaj Tie-Up Pvt. Ltd.


Director

For DIWAKAR MARKETING PVT. LTD.


Director

	transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)				
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	As per Annexure – A			
11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting Rights	% w.r.t total share capital of TC	No. of shares /voting Rights	% w.r.t total share capital of TC
	– Acquirer(s) and PACs (other than sellers)(*) Person Acting in concert (Acquirer) in capacity as an entity				
	- Sahaj Tie-up Private Limited - 1,22,500	17,93,750	4.092	19,16,250	4.372
	- Diwakar Marketing Pvt. Ltd. – 4,25,000	52,12,500	11.892	56,37,500	12.862
	(Transfer from existing entity i.e Lustre Merchants Private Limited which is part of person acting in concert with the promoter)				
	Promoter & other Persons Acting in Concert (Collectively)(excluding seller)	18880038	43.074	18880038	43.074
	– Seller (s) M/s Lustre Merchants Private Limited –5,47,500 (Transfer to existing entities				
	1. M/s Sahaj Tie-up Private Limited	2169894	4.951	1622394	3.701
	2. M/s Diwakar Marketing Private Limited which is part of persons acting in Concert with the Promoter)				

1. For Sahaj Tie -up Private Limited

For Sahaj Tie-Up Pvt. Ltd.

Director

Director

2.

For Diwakar Marketing Private Limited

For DIWAKAR MARKETING PVT. LTD.

Director

Director

Place : New Delhi

Date : 20th January, 2014

Note:

- (*) Shareholding of each entity may 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.

For Sahaj Tie-Up Pvt. Ltd.
[Signature]
Director

Annexure - A
Declaration

[Signature]
Director
For JIWAKAR MARKETING PVT. LTD.

Annexure - A

Declaration

We M/s. Sahaj Tie-up Private Limited and M/s Diwakar Marketing Private Limited, (an existing entities which are part of Persons Acting in Concert with the Promoter) of Surya Roshni Limited and in the capacity of an Acquirer hereby file report under regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in connection with the proposed collective Acquisition of 5,47,500 equity shares of Surya Roshni Limited by us as transfer at Rs. 4,38,00,000 Value (5,47,500 shares @ Rs. 80/- per share) (Break-up in respect of acquisition of shares and acquisition price by individual entity are as follows) :

S.No	Name of the Acquirer	No. of Shares Acquired	Acquisition Price in Rs.
1	M/s. Sahaj Tie-up Private Limited	1,22,500	98,00,000
2	M/s Diwakar Marketing Private Limited	4,25,000	3,40,00,000
	Grand Total	5,47,500	4,38,00,000

from Lustre Merchants Private Limited other existing entity which is also part of Persons acting in concert with the promoter as Inter- se Transfer under regulation 10(1)(a)(iv) and conditions specified under it has been duly complied.

Further confirm that the transferor (Seller - M/s Lustre Merchants Private Limited) and transferee (Acquirer - ourselves) have complied applicable disclosures as required in Chapter - V of the Takeover (corresponding provisions of the repealed Takeover Regulations, 1997) Regulations, 2011, and furthermore, confirm that the information given in the report is true and correct.

1. For Sahaj Tie -up Private Limited
(In the capacity as one of an Acquirer)

For Sahaj Tie-Up Pvt. Ltd.

Director

Director

2. For Diwakar Marketing Private Limited
(In the capacity as one of an Acquirer)

For Diwakar Marketing Pvt. Ltd.

Director

Director

Place : New Delhi

Date : 20th January, 2014