

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)	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	The acquirer is 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	11.01.2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	7,00,000
	d. Total shares to be acquired as % of share capital of TC	1.597%
	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 M/s Diwakar Marketing Private. Limited As Acquirer.
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. 77.16
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 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with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	As per Annexure –A
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to	As per Annexure – A

For DIWAKAR MARKETING PVT. LTD.

[Signature]

Director

	exemptions has been duly complied with.				
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 – Diwakar Marketing Pvt. Ltd. – 7,00,000 (Transfer from existing entity I,e Lustre Merchants Private Limited which is part of person acting in concert with the promoter)	45,12,500	10.295	52,12,500	11.892
	Promoter & other Persons Acting in Concert (Collectively)(excluding seller)	20,673,788	47.167	20,673,788	47.167
	– Seller (s) M/s Lustre Merchants Private Limited –7,00,000 (Transfer to existing entities M/s Diwakar Marketing Private Limited which is part of persons acting in Concert with the Promoter)	28,69,894	6.548	21,69,894	4.951

For Diwakar Marketing Private Limited

For DIWAKAR MARKETING PVT. LTD.

Director

Director

Place : New Delhi

Date : 6th 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.

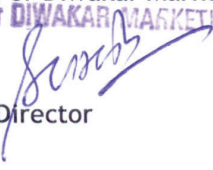
Annexure - A

Declaration

We M/s Diwakar Marketing Private Limited (an existing entities which is part of Persons Acting in Concert with the Promoter) of M/s 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 Acquisition of 7,00,000 equity shares of M/s Surya Roshni Limited by us as transfer at Rs. 5,60,00,000/- Value (7,00,000 shares @ Rs. 80/- per share) from M/s 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 - Diwakar Marketing Private Limited) 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.

For Diwakar Marketing Private Limited
For DIWAKAR MARKETING PVT. LTD.


Director

Director

Place : New Delhi

Date : 06.01.2014