OFFER OPENING PUBLIC ANNOUNCEMENT

IN TERMS OF REGULATION 18(7) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SURYAKRUPA FINANCE LIMITED

(CIN: L99999MH1986PLC041487**)**
Registered Office: 8A, Kapoor Building, Behind Canara Bank, J P Road, Andheri (West), Mumbai – 400 056, Maharashtra, India. Tel. No.: +91-22-64646411
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This advertisement is being issued by Systematix Corporate Services Limited ("**Manager to the Offer**"), on behalf of Mr. Maulin Bhavesh Acharya ("**Acquirer 1**"), Mr. Narendrasinh D. Rana ("**Acquirer 2**") and Mr. Ashok Kumar Dudi ("**Acquirer 3**") and jointly referred to as ("**the Acquirers**") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("**the Regulations**" or "**SEBI (SAST) Regulations, 2011**") in respect of the Open Offer ("**the Offer**") to acquire upto 2,60,000 fully paid-up equity shares of ₹10/- each @ price of ₹4/- per share, representing **26.00%** of the existing paid-up and voting capital of Suryakrupa Finance Limited ("**the Target company**" or "**SFL**"). The Detailed Public Statement ("**DPS**") with respect to the aforementioned Offer was published on June 27, 2014 in the following newspapers:

Newspapers	Language	Editions
The Financial Express	English	All India Editions
Jansatta	Hindi	All India Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition

The terms used but not defined in this Offer Opening Public Announcement shall have the same meanings assigned to them in the PA, the DPS and the LOF. The Manager to the Offer has received SEBI Observations Letter dated August 7, 2014 ("**SEBI Observations Letter**") on the DLOF and pursuant to that the Shareholders are requested to note the following in relation to the Open Offer made by the Acquirers vide the PA dated June 20, 2014:

1. Offer Price: The price being offered under this Offer is ₹4.00/- (Rupees Four only) per Equity Share. The Offer Price shall be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions specified in the PA, the DPS and the Letter of Offer. The Offer Price is justified in terms of the Regulations and in accordance with the Supreme Court's decision in the case of Hindustan Lever Employees' Union vs Hindustan Lever Limited [(1995) 83 CC 30]. There has been no upward revision of the Offer Price.
2. The Committee of Independent Directors ("**IDC**") of the Target Company vide a public announcement appeared in the above-mentioned newspapers on August 25, 2014 has recommended that the Offer Price of ₹4.00/- per fully paid-up equity share of the Target Company is fair and reasonable. The relevant extracts of the recommendations by the IDC in relation to the Offer as follows:

Date of meeting for IDC	August 9, 2014
Members of the IDC	1. Mr. Ashvin Thumar (Chairman) 2. Mr. Sunil M. Jain 3. Mr. Suresh P. Bhandari
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC is of the view that open offer is fair and reasonable.
Summary of reasons for recommendation	The Acquirers are acquiring substantial stake and control in the Target Company and to strengthen the competence of the Target Company with their experience and expertise. The acquisition of the Sale Shares and Open Offer Shares by the Acquirers will capitalize on the favourable long term growth prospects of the Target Company. The Offer Price is justified in terms of Regulation 8(1) & 8(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by the Manager to the Offer and is also justified by an Independent Chartered Accountant as disclosed at para 5.1.7 of the Draft Letter of Offer. Hence, the committee is of the view that the Offer Price is fair and reasonable and is in the long-term interest of the Target Company.
Details of independent advisors, if any	None

3. There is no competing offer in terms of Regulation 20 of the Regulations to this Offer.
4. The copies of LOF have been dispatched to the Shareholders (except the Acquirers and the Sellers) of the Target Company, holding equity shares in physical form and/or in dematerialized form and who are the registered members of the Target Company as on the Identified Date (i.e. August 11, 2014) through Speed Post / Registered Post by the Registrar to the Offer on August 20, 2014.
5. Shareholders are required to refer to Para 7 of the LOF (**Procedure for Acceptance and Settlement**) in relation to inter alia the procedure for tendering their equity shares in the Offer and are required to adhere to and follow the procedure outlined therein.
6. Please note that a copy of the LOF along with 'Form of Acceptance-cum-Acknowledgement' ("**FOA**") is also available on SEBI website (http://www.sebi.gov.in). Registered / unregistered Shareholders if they so desire may also apply on the FOA downloaded from the SEBI's website. Further, in case of non-receipt / non-availability of the 'Form of Acceptance-cum-Acknowledgement', the application can be made on plain paper along with the following details:

6.1. **In case of Physical Shares:** Name of the Shareholder, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio numbers together with the original equity share certificate(s), valid transfer deeds with the details of the buyer kept blank;

6.2. **In case of Dematerialized Shares:** Name of the Shareholder, address, number of equity shares held, number of equity shares tendered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account:

Name of the Escrow Account	**Suryakrupa Finance Limited - Open Offer - Operated by - System Support Services**
Depository Name	Central Depository Services (I) Limited ("**CDSL**")
Depository Participant (DP) Name	Sunteck Wealthmax Capital Private Limited
DP ID Number	12036300
Beneficiary Account Number / Client ID	00073731
ISIN	INE381N01019
Mode of Instruction	Off-Market

Shareholders having their beneficiary account in National Securities Depository Limited ("**NSDL**") have to use inter-depository delivery instruction slips for crediting their equity shares in favour of the Special Depository Account with CDSL.

6.3. The equity share certificate(s), transfer deed, the FOA and other documents, as required should be sent only to the Registrar to the Offer i.e. **System Support Services** at their below mentioned collection centre; so as to reach them on or before September 10, 2014 (i.e. date of closure of the Tendering Period).

Address of Collection Centre	Contact Person, Telephone No., Fax No., Email and Web	Mode of Delivery
System Support Services 209, Second Floor, Shivai Industrial Estate; Near Logitech Park, 89, Andheri-Kurla Road; Sakinaka, Andheri (East), Mumbai - 400 072 Maharashtra, India.	Mr. Mahendra Mehta / Mr. Zoeb Sutarwala Tel. No. +91- 22-28500835 Fax No. +91-22-28501438 Email: sysss72@yahoo.com / zoebsss@hotmail.com Web: www.sysss.com	Hand Delivery / Registered Post

Timings: Monday to Saturday from 10.00 a.m. to 5.30 p.m. The collection centre will remain closed on Sundays and Public Holidays.

7. Equity shares, once tendered through the FOA or through other valid modes in the Offer, cannot be withdrawn by the Shareholders in terms of Regulation 18(9) of the Regulations.
8. As on date, there are no statutory or other approvals pending to implement this Offer by the Acquirers.
9. Due to delay, the timeline for major activities of the Offer have been revised. The original and revised schedule of activities under the Offer are represented below in a tabular form:

Major Activities of the Offer	Original Date (Day)	Revised Date (Day)
Date of the Public Announcement (PA)	June 20, 2014 (Friday)	June 20, 2014 (Friday)
Date of the Detailed Public Statement (DPS)	June 27, 2014 (Friday)	June 27, 2014 (Friday)
Last date of submission of DLOF with SEBI	July 4, 2014 (Friday)	July 4, 2014 (Friday)
Last date for a Competitive Bid / Offer	July 18, 2014 (Friday)	July 18, 2014 (Friday)
Identified Date*	July 30, 2014 (Wednesday)	August 11, 2014 (Monday)
Date by which LOF to be posted to the equity shareholders of the Target Company	August 6, 2014 (Wednesday)	August 20, 2014 (Wednesday)
Last date for upward revision of the Offer Price or any increase in the Offer Size	August 8, 2014 (Friday)	August 22, 2014 (Friday)
Last date for public announcement by the Independent Directors committee of the Target Company on the Offer	August 11, 2014 (Monday)	August 25, 2014 (Monday)
Offer Opening Public Announcement	August 12, 2014 (Tuesday)	August 26, 2014 (Tuesday)
Date of Opening of the Tendering Period (TP)	August 13, 2014 (Wednesday)	**August 27, 2014 (Wednesday)**
Date of Closure of the Tendering Period (TP)	August 28, 2014 (Thursday)	**September 10, 2014 (Wednesday)**
Last date for communicating the rejection /acceptance; Completion of payment of consideration or refund	September 12, 2014 (Friday)	September 24, 2014 (Wednesday)
Date of releasing Post-Offer Public Announcement (Post PA)	September 19, 2014 (Friday)	October 1, 2014 (Wednesday)

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

SYSTEMATIX GROUP™
Investments Re-defined

SYSTEMATIX CORPORATE SERVICES LIMITED
Corporate Identification No.: L91990MP1985PLC002969
SEBI Registration No.: INM 000004224
The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G - Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai – 400 051, Maharashtra, India.
Tel. No: +91-22-6704 8000; Fax No. +91-22-6704 8022
Email: investor@systematixgroup.in; Website: www.systematixgroup.in
Contact Person: Amit Kumar

Sd/- **Maulin Bhavesh Acharya**	Sd/- **Narendrasinh D. Rana**	Sd/- **Ashok Kumar Dudi**

Place : Mumbai
Date : August 25, 2014.