SURYA INDUSTRIAL CORPORATION LIMITED

Registered Office: - B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250103

Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "**Manager to the Offer**"), on behalf of the Acquirers, namely, Mr Pratik Sharadkumar Mehta, MrsArunaNareshSatunda, MrKaushal D Vadecha and Mr Nikhil Champaklal Shah ("Hereinafter collectively referred to as "Acquirers") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of **Surya Industrial Corporation Limited ("SICL"/ "Target Company"**). The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was published on Thursday, March 13, 2014 in Business Standard (English-All Editions), Business Standard (Hindi-All Editions) and Lakshdweep (Marathi), Mumbai edition.

1. Offer Price is Rs 10.00 (Rupees Ten Only) per equity share.
2. Committee of Independent Directors (hereinafter referred to as "**IDC**") of the Target Company recommends that the open offer price of Rs 10.00 per fully paid up equity shares is fair and reasonable based on the following reasons:
   (a) The Offer Price of Rs. 10/- per fully paid up equity share offered by Acquirersis more than the volume weighted average price paid or payable foracquisition by the acquirers during the fifty two weeks immediatelypreceding the date of PA which comes to Rs 8.98.
   (b) The Offer Price of Rs. 10/- per fully paid up equity share offered by Acquirersis more than the highest Price paid or payable for any acquisition by theAcquirers during the twenty six weeks immediately preceding the date ofthe PA which comes to Rs 9.00.
   (c) The Offer Price of Rs. 10/- per fully paid up equity share offered by Acquirers is more than the volume weighted average market price of Equity Shares of the Target Company for a period of Sixty Trading days immediately preceding the date of the PA as traded on the BSE which Comes to Rs 9.56.

   The IDC's recommendation was published on May 02, 2014 (Friday) in the same newspapers where Detailed Public Statement was published.
3. This Offer is not a Competing Offer.
4. The Letter of Offer dated April 23, 2014 has been dispatched to the shareholders on April 28, 2014.
5. A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (**www.sebi.gov.in**) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:

   Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on March 21, 2014. All the observations made by SEBI vide letter no. CFD/DCR/SKS/11283/2014 dated April 17, 2014, has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, and the Letter of Offer.
8. As on the date, there are no statutory approvals required to implement this offer. However, the Offer shall be subject to all statutory approvals that may become applicable on a later date.
9. **Schedule of Activities:**

S.No	Activity	Days & Dates
1.	**Date of Public Announcement**	**Thursday, March 06, 2014**
2.	Date of Publication of Detailed Public Statement	Thursday, March 13, 2014
3.	Filing of the Draft letter of Offer to SEBI	Friday, March 21, 2014
4.	Last Date for a Competitive Offer(s)	Monday, April 07, 2014
5.	**Identified Date***	**Monday, April 21, 2014**
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Monday, April 28, 2014
7.	**Last Date for revising the Offer Price/ number of shares.**	**Wednesday, April 30, 2014**
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, May 02, 2014
9.	**Date of Publication of Offer Opening Public Announcement**	**Monday, May 05, 2014**
10.	**Date of Commencement of Tendering Period (Offer Opening date)**	**Tuesday, May 06, 2014**
11.	**Date of Expiry of Tendering Period (Offer Closing date)**	**Tuesday, May 20, 2014**
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	Tuesday, June 03, 2014

**The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at **www.sebi.gov.in**

Issued by Manager to the Offer on behalf of the Acquirers

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Contact Person: **Mr. Priyaranjan**

Date : May 03, 2014
Place: New Delhi