



SEBI/HO/CFD/DCR/RAC-1/KS/KT/OW/46154/1

सहायक प्रबंधक / Assistant Manager निगम वित्त विभाग / CORPORATION FINANCE DEPARTMENT निगम पुनर्संरचना प्रभाग / DIVISION OF CORPORATE RESTRUCTURING - 1 दूरभाष सं. / Tel. 022 – 2644 9892 ई-मेल / E-mail – kartikit@sebi.gov.in

August 30, 2022

Mr. Nikhil Shah,
Director,
Beeline Capital Advisors Private Limited,
807, Phoenix Tower,
Opposite New Girish Cold Drinks,
Near Vijay Cross Roads,
Navrangpura,
Ahmedabad – 380009.

महोदय / महोदया, Sir / Madam,

विषय / Sub: भारतीय प्रतिभूति और विनिमय बोर्ड (प्रतिभूतियों को क्रय द्वारा वापस लेना) विनियम, 2018 [सेबी (बाय-बैक ऑफ सिक्यूरिटीज़) रेग्यूलेशन्स, 2018]] के अनुसार कंपनी SURAJ LIMITED के इकिटी शेयरों को क्रय द्वारा वापस लेना /Buy-back of equity shares of the Company Suraj Limited in terms of SEBI (Buy-back of Securities) Regulations, 2018 [Buyback Regulations]

- 1 आप कृपया अपने तारीख August 11, 2022 के पत्र के माध्यम से प्रस्तुत किए गए प्रारूप प्रस्ताव-पत्र (ड्राफ्ट लेटर ऑफ ऑफर) का संदर्भ लें। Please refer to the draft letter of offer submitted vide your letter dated August 11, 2022.
- 2. मर्चेंट बैंकर (बैंककार) होने के नाते, आप यह सुनिश्चित कर लें कि प्रेस या किसी अन्य मीडिया को विज्ञापन, प्रेस विज्ञप्ति, साक्षात्कार आदि के माध्यम से दिया जाने वाला कोई भी बयान (कथन) [फिर चाहे वह बयान आपके द्वारा दिया जा रहा हो या फिर कंपनी द्वारा दिया जा रहा हो] प्रस्ताव-पत्र (लेटर ऑफ ऑफर) में प्रकट किए गए तथ्यों (प्रकटीकरणों) के अनुरूप ही हो

As a Merchant Banker, you are advised to ensure that any statements made to the press or any other media by way of advertisements, press release,

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" र्व्लॉक्स्, वौद्रार्थकेली कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051. दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in



interview etc., either by you or by the company shall only be based on disclosures contained in the letter of offer.

3. भारतीय प्रतिभूति और विनिमय बोर्ड (प्रतिभूतियों को क्रय द्वारा वापस लेना) विनियम, 2018 के विनियम 8(ii) के अनुसार, हम प्रस्तावित प्रस्ताव (ऑफर) हेतु प्रारूप प्रस्ताव-पत्र (ड्राफ्ट लेटर ऑफ ऑफर) के संबंध में अपनी टिप्पणियाँ आपको सूचित कर रहे हैं, जिनका उल्लेख हमने इस पत्र के साथ लगे 'संलग्नक' में कर दिया है और जिन्हें प्रस्ताव-पत्र में अवश्य शामिल किया जाए।

In terms of Regulation 8(ii) of the Buyback Regulations, we convey our comments on the draft letter of offer for the proposed offer, given in Annexure to this letter, which shall be incorporated in the letter of offer.

4. प्रस्ताव-पत्र [शेयर सौंपे जाने संबंधी फॉर्म (टेंडर फॉर्म) सिहता इस पत्र के प्राप्त होने की तारीख से पाँच कार्य-दिवसों के भीतर प्रेषित कर दिया जाए और उसके बाद प्रस्ताव (ऑफर) पाँच कार्य-दिवसों के भीतर खोल दिया जाए । क्रियाकलापों (ऐक्टिविटी) की संशोधित समय-सारणी और उसके अनुसार पड़ने वाले प्रभावों / उसके अनुसार दूसरी बाध्यताओं के पालन संबंधी अपेक्षाओं के मद्देनज़र प्रस्ताव पत्र में, जहाँ-जहाँ जरूरी हो, आवश्यक बदलाव किए जाएँ।

The letter of offer along with tender form should be dispatched within five working days from the date of receipt of this letter and offer may open not later than five working days thereafter. Suitable amendments regarding the revised activity schedule and consequential effects/compliance of other obligations should be carried out in the letter of offer, wherever required.

5. आप प्रस्ताव (ऑफर) के खुलने की तारीख से पहले प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) में उपरोक्त बदलाव करके प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) की सॉफ्ट कॉपी भिजवा दें, ताकि हम उसे अपने वेबसाइट पर डलवा सकें और साथ ही आप हमें उसकी हार्ड कॉपी भी हमारे रिकॉर्ड के लिए भिजवाएँ।

You shall submit a soft copy and a hard copy of the printed offer document incorporating the above mentioned changes for making the same available at our website and for the purpose of our records respectively before the offer opening date.

6. जिस पत्र (कविरंग लेटर) के साथ प्रिंट किया हुआ (मुद्रित) प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) प्रस्तुत किया जाए, उसमें यह साफ-साफ उल्लेख हो कि इस पत्र में दी हुई हमारी हर टिप्पणी के संबंध में क्या कार्रवाई की गई और साथ ही प्रिंट किए हुए प्रस्ताव दस्तावेज की संबंधित पृष्ठ संख्याओं (पेज नंबरों) का भी उल्लेख किया जाए। प्रस्ताव दस्तावेज की प्रिंट की हुई किसी एक हार्ड कॉपी में, इस पत्र के माध्यम से सूचित की गई टिप्पणियों के अनुसार प्रस्ताव दस्तावेज में किए गए बदलावों को सही ढंग से उजागर (हाइलाइट) करके दर्शाया जाए।

The covering letter, whereby the printed offer document is submitted, should specify how each of our comments mentioned in this letter has been dealt





with, giving reference to the relevant page nos. of the printed offer document. In one of the hard copies of the printed offer document, changes in the offer document pursuant to comments conveyed vide instant letter should be duly highlighted.

7 यदि सुझाए गए बदलाव प्रस्ताव-पत्र (लेटर ऑफ ऑफर) में नहीं किए गए और उक्त विनियमों के प्रावधानों का उल्लंघन किया गया, तो उपयुक्त कार्रवाई की जाएगी । इसके अतिरिक्त, हमारे पास प्रस्तुत किए गए प्रस्ताव-पत्र में ऊपर बताए गए बदलावों के अलावा दूसरे कोई भी बदलाव न किए जाएँ।

The failure to carry out the suggested changes in the letter of offer as well as violation of provisions of the Regulations will attract appropriate action. Further apart from above, no other changes shall be carried out in the letter of offer submitted to us.

8. हालाँकि, प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल कर देने मात्र से, कंपनी को कंपनी अधिनियम, 2013 (कंपनीज़ एक्ट, 2013) की धारा 68, धारा 69 और धारा 70 के किसी भी प्रावधान से अथवा ऐसी किसी भी अपेक्षा से छूट नहीं मिलेगी, जिसके अनुसार प्रस्तावित प्रस्ताव (ऑफर) के प्रयोजनार्थ कानूनी तौर पर कोई मंजूरी लेना या दूसरी कोई मंजूरी लेना जरूरी हो।

The filing of letter of offer does not, however, absolve the company from any provisions of Section 68, Section 69 and 70 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed offer.

9. उपरोक्त टिप्पणियाँ जारी करने से किन्हीं मौजूदा कानूनों, नियमों या विनियमों (रेग्यूलेशन्स) के तहत मंजूरियाँ लिए जाने संबंधी अपेक्षाओं पर प्रतिकूल प्रभाव नहीं पड़ेगा । The above comments are issued without prejudice to the applicability of any approvals to be obtained under any Laws, Rules or Regulations for the time being in force.

भवदीय / Yours faithfully,

कार्तिको तुलसकर/ Kartiki Tulaskar

सहायकं प्रबंधक / Assistant Manager



ANNEXURE / संलग्नक

.1.				Con	tents / Co	mments			
Vo.	Ensure compliance with regulation 24(1) (b) of the Buyback Regulations 2018 that the company								
1.	shall not issue any shares or other specified securities including by way of bonus till date o								
	closure of the offer made under the regulation. Update the data in the draft letter of offer, at all applicable places, as on Record Date.								
2.	Updat	e the data in	the draft le	etter of offer	at all appl	10 0046	December C	2016 and	August 13
3.	Ensure compliance with SEBI Circulars dated April 13, 2015, December 9, 2016 and August 13								
	2021 with respect to acquisition of shares through stock exchange mechanism. Follow the								
	instructions specified by BSE in their circulars issued in connection with mechanism fo								
	acquisition of shares through Stock Exchanges pursuant to Buy Back.								
4.	Since the Designated Stock Exchange is BSE, ensure that sellers whose brokers are no								
	registered with BSE are able to tender the shares through the buyer broker and make suitable								
	disclosure regarding the same.								
5.	Ensure compliance of Regulation 9(xi) of SEBI Buy Back Regulations, 2018 with regard to								
	Escrow Account duly update the details in clause 12 of the draft letter of offer.								
6.	Information provided vide email dated August 29, 2022 may be suitably incorporated in the Letter								
	of Offer.								
7.	With respect to shareholders holding shares in physical form, you are advised to dispatch letter of offer, as per the timelines prescribed in the Regulations and ensure that such shareholders have								
	offer,	as per the t	melines pr	escribed in	the Regula	itions and	ensure man : er and subm	it a report to	SEBI aft
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