

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Exit Offer Letter ("Offer Letter" or "Exit Offer") is being sent to you as a Shareholder ("Public Shareholder") of "Surya Fun City Limited" ("SFCL"). In case you have recently sold your Shares in the Company, please hand over the 'Offer Letter' and the accompanying documents to the person to whom the Sale was affected to.

<p style="text-align: center;"><b>EXIT OFFER</b> <b>To the Fully Paid Public Shareholders of</b> <b>SURYA FUN CITY LIMITED</b> <b>CIN: L74999CH1993PLC013306; ISIN: INE122F01013</b> <b>Registered Office: SCO 1086-87, Sector 22-B, Chandigarh - 160022</b> <b>Tel: +91 0172 2709539; Email: suryadelisting@gmail.com; Website: <a href="http://www.chalofuncity.com">www.chalofuncity.com</a></b> <b>From Mr. Kamaljit Singh and Mr. Sarabjit Singh ("Offeror")</b></p> <p>Inviting you to tender your fully paid-up Equity Shares of Rs. 10/- each of the Company to the Offeror at a price of <b>Rs. 143.77</b> (One Hundred Forty Three and paisa Seventy Seven only) per Equity Share.</p>
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The equity shares of the company were compulsory delisted from BSE w.e.f. January 10, 2024
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<p>If you wish to tender your Equity Shares to the Offerors, you should:</p> <ul style="list-style-type: none"><li>• Read this Offer Letter and the instructions herein;</li><li>• Complete and sign the accompanying 'Exit Application Form' in accordance with the instructions therein and in this 'Offer Letter';</li><li>• Submit your 'Exit Application Form' by hand delivery as set out in this 'Offer Letter' or you may submit by registered post, speed post or courier only (at your own cost and risk), clearly marking the envelope "SURYA FUN CITY LIMITED - EXIT OFFER" to Mr. Anuj Rana at Skyline Financial Services Pvt. Ltd., at D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi-110020, so that it is received on or before 5.00 P.M. on the Closing Date, i.e. April 1, 2024 or any extended date, as the case may be.</li></ul>
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<p style="text-align: center;"><b>Note: All submission documents must be self-certified by the shareholder.</b></p>
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<b>Date of Opening of Exit Offer</b>	<b>Saturday, March 23, 2024</b>
<b>Date of Closure of Exit Offer</b>	<b>Monday, April 08, 2024</b>

<p><b>REGISTRAR TO THE EXIT OFFER</b> SKYLINE FINANCIAL SERVICES PRIVATE LIMITED CIN: U74899DL1995PTC071324 SEBI Registration No.: INR000003241 Registered Office: D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi-110020 Phone No.: 011-40450193-97 Email id: ipo@skylinerta.com Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a></p>
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**To,**  
**The Public Shareholders**  
**SURYA FUN CITY LIMITED,**

**Subject:** Exit Offer to the Public Shareholders of the Company pursuant to compulsory delisting of the Company in compliance with Chapter V of the SEBI (Delisting) Regulations, 2009 as amended ("Delisting Regulations").

We wish to inform you that BSE Limited ("BSE") vide its letter reference no. LIST/COMP/MR/532028/2456/2023-24 dated January 8, 2024 ("BSE Order") has notified to delist the securities of Surya Fun City Limited ("Company") w.e.f. January 10, 2024. As per Chapter V of SEBI (Delisting of Equity shares) Regulations, 2009 read with SEBI circular no. SEBI/HO/CFD/DCR/CIR/P/2016/81, the promoter of the Company is hereby providing Exit Offer to the Public Shareholders of the compulsory delisted company at the exit price computed by the independent valuer appointed by BSE pursuant to regulation 23(1) of SEBI (Delisting of Equity Shares) Regulations, 2009. In the extant case, as per the BSE letter ref. no. LIST/COMP/AS/3204/2023-24 dated February 02, 2024, the fair value reported by the independent valuer is Rs. 143.77 per equity shares of Rs. 10/- face value ("**Exit Price**") of the Company. In the interest of the Public Shareholders, Mr. Kamaljit Singh and Mr. Sarabjit Singh ("**Offeror**") the Promoter of the Company have decided to offer Rs. 143.77 (Rupees One Hundred Forty Three Nine Rupees and Paisa Seventy Seven Only) per Equity Share to the Public Shareholders of the Company for the purpose of Exit Offer.

Accordingly, the Offeror have given a public announcement dated March 21, 2024 in Business Standard- (English) and Chardi Kala (Punjabi) of the regional language of the region where registered office is situated and Navshakti (Marathi) of the region where the concerned stock exchange is located.

## I. BACKGROUND OF THE COMPANY

- Surya Fun City Limited was incorporated on May 7, 1993 under the Companies Act, 1956 having its registered office at SCO 1086-87, Sector 22-B, Chandigarh-160022, India.
- The paid-up share capital of the Company is Rs. 4,73,92,910 /- comprising of 47,39,291 Fully paid up Equity Shares of Rs. 10/- each.
- BSE vide letter reference no. LIST/COMP/MR/532028/2456/2023-24 dated January 8, 2024, has hereby notified to delist Equity Shares of the Company w.e.f. January 10, 2024 ("Effective Date of Delisting") as per Chapter V of SEBI (Delisting of Equity Shares) Regulations, 2009 ("Compulsorily Delisting").
- Pursuant to regulation 23(3) of the Delisting Regulations, the Promoters of the compulsory delisted company shall acquire delisted Equity Shares from the Public Shareholders by paying them the value determined by the valuer appointed by BSE, subject to their option of retaining their shares.
- Accordingly, the Offeror on behalf of the Promoters of the Company, in compliance with regulation 23(3) of the Delisting Regulations is hereby making Exit Offer to the Public Shareholders of the Company.
- As per the BSE letter ref. no. LIST/COMP/AS/3204/2023-24 dated February 02, 2024, the fair value reported by the independent valuer is Rs. 143.77 per equity shares of Rs. 10/- face value ("Exit Price") of the Company.

## II. EQUITY SHARE CAPITAL STRUCTURE OF SURYA FUN CITY LIMITED

Particulars	No. of Equity Shares	Total Amount (in INR)
Authorized Capital (Face Value of Rs. 10/- each)	70,00,000	7,00,00,000/-
Issued & Subscribed Capital	47,39,291	4,73,92,910 /-
Fully Paid-up Capital	47,39,291	4,73,92,910 /-

## III. SHAREHOLDING PATTERN OF THE COMPANY

Category	No of Equity Share Holders	Number of Equity Shares held	of total Equity % Share Capital
Promoters and Promoter Group	7	26,50,900	55.93
Public	866	20,88,591	44.07
<b>Total</b>	<b>873</b>	<b>47,39,291</b>	<b>100</b>

## IV. BOARD OF DIRECTORS OF THE COMPANY

No.	Name	Address	DIN	Designation	Date of Appointment
1	KAMALJIT SINGH	# 14, Sector 9 A, Chandigarh - 160009	00901140	Managing Director	12/05/1993
2	PUNEET ARORA	# 14, Sector 9 A, Chandigarh - 160009	01951008	Whole-time Director	15/04/2019
3	SARABJIT SINGH	116, Dayanand Nagar, Lawrence Road, Amritsar - 143001 (Punjab)	00378604	Director	12/05/1993
6	SANJEEV KHURANA	1185, New Light Society, Sector 51-B, Chandigarh-160047	10052442	Director	25/03/2023
7	SATISH KUMAR ARORA	# 422, Sector 19, Panchkula - 134113 (Haryana)	08145603	Director	30/08/2023

## V. BACKGROUND OF THE OFFERER

Mr. Kamaljit Singh aged about 61 years, holding 5,55,200 equity shares representing 11.71% of the equity share capital of the Company. He holds a master's degree in Economics from Guru Nanak Dev University. He has vast business experience of more than 35 years in the field of entertainment and hotel industry.

Mr. Sarabjit Singh aged about 65 years, holding 5,55,500 equity shares representing 11.72% of the equity share capital of the Company. He holds a degree in Arts from Guru Nanak Dev University. He has vast business experience of more than 40 years in the field of entertainment, real estate and hotel industry.

## VI. EXIT PRICE AND FINANCIAL ARRANGEMENTS

The Company was compulsorily delisted by BSE as per chapter V of the Delisting Regulations. The Fair Value per Equity Share of Rs. 143.77 (Rupees One Hundred Fourty Three Nine Rupees and Paise Seventy Seven Only) to be paid by the Offeror to the Public Shareholders under the Exit Offer has been determined by the independent valuer as informed by the BSE vide letter ref. no. LIST/COMP/AS/3204/2023-24 dated February 02, 2024. Accordingly, the Offeror shall acquire the Equity Shares tendered by the Public Shareholders for cash at Rs. 143.77 (Rupees One Hundred Fourty Three Nine Rupees and Paise Seventy Seven Only) per Equity Share.

## VII. TERMS AND CONDITIONS RELATING TO ACCEPTANCE OF OFFER

- a. The Exit Offer shall remain open for a period of fifteen days w.e.f. Saturday, March 23, 2024 to close on Monday, April 08, 2024. After the closure of official Exit Offer period, the Offeror will keep open this Exit Offer for a further period of one year which will end on March 22, 2025 to facilitate the non-exited Public Shareholders..
- b. All the Public Shareholders of the Company are eligible to participate in this Exit Offer. Public Shareholders have an option to either participate in the Exit Offer by tendering their Equity Shares or retain their Equity Shares in the Company. Public Shareholders who desires to participate in the Exit Offer may tender their Equity Shares to the Offeror as per clause VIII.
- c. The Exit Offer may be availed by sending duly completed Exit Application Form ("Form") alongwith necessary documents to Skyline Financial Services Pvt. Ltd, the Registrar and Share transfer agent (RTA) of the Company at D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi-110020, Kind Attn. Mr. Anuj Rana, Tel: 011-40450193-97, Email ID: ipo@skylinerta.com, Website: www.skylinerta.com clearly marking the envelope "**Surya Fun City Limited – Exit Offer**".
- d. The Exit Application Form will be dispatched to the Public Shareholders along with Exit Offer Letter. Alternatively, the Public Shareholders may download the Form from the website of the RTA i.e. [www.skylinerta.com](http://www.skylinerta.com) or ask from RTA by mail.
- e. The Offeror will not accept any Equity Shares offered for Exit Offer where there exists any restraint order from the Court or any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- f. The Offeror will not accept locked-in Equity Shares and non-transferrable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.
- g. The acceptance of the Exit Offer made by the Offerors is entirely at the discretion of the Public Shareholders of the Company. The Offerors and the Company does not accept any responsibility for the decision of any Public Shareholder to either participate or to not participate in the Exit Offer. The Offerors and the Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.

## VIII. Procedure to opt for Exit Offer

### a. Public shareholder holding equity shares in demat form:

The Public Shareholders, who are desirous of tendering their Equity Shares in demat form in the Exit Offer must submit:

- (a) the enclosed Exit Application Form duly filled and signed, and
- (b) a counterfoil / photocopy of their depository participant instruction/inter depository instruction evidencing transfer of dematerialized Equity Shares to the Offeror's Depository Account (refer table given below), by hand delivery or by registered post/speed post or courier (at their own risk and cost) with the envelope marked "**Surya Fun City Limited – Exit Offer**" so as to reach the Registrar to the Offer at the addresses given on the front page of this Exit Letter of Offer on or before April 08, 2024. (i.e. the last date of the Exit Period)

ESCROW DEMAT ACCOUNT DETAILS OF THE OFFEROR	
Account Name	Surya Fun City Limited Exit Offer
Depository	National Security Depository Limited
Depository Participant Name	Nikunj Stock Brokers Ltd.
Depository identification No.	IN302994
Client Identification No.	10114808
ISIN of the Company	INE122F01013

**Note:** The Public Shareholders must transfer their dematerialized Equity Shares from their respective depository account, in off-market mode to the Offeror's Account. In case of inter-depository delivery, the Public Shareholders must use inter depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of Offeror's Depository Account.

- i. A self-certified photocopy of the delivery instructions or counterfoil of the delivery instructions/inter depository instructions submitted to the depository participant of the Public Shareholder's depository account and duly acknowledged by such depository participant crediting the Public Shareholder's Equity Shares to the Escrow Depository Account, should be attached to the Exit Application Form. **Please note that all such transfers should be in off-market mode.** Failure to credit your dematerialized Equity Shares into the Escrow Depository Account shall result in your tender being invalid.
- ii. In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer-generated confirmation of transfer of the Equity Shares. **Note that the transfer should be made in off-market mode.**
- iii. It is the responsibility of the Public Shareholders to ensure that their Equity Shares are credited in the Escrow Depository Account in the manner as mentioned above and their Exit Application Form reaches the Registrar to the Exit Offer before the expiry of the Exit offer.
- iv. The Equity Shares will be held in the Escrow Depository Account until the consideration payable has been dispatched to the eligible Public Shareholders. In any case, if Equity Shares are not accepted, the unaccepted Equity Shares will be credited back to the Public Shareholder's depository account.
- v. If the Registrar to the Exit Offer does not receive the documents listed in paragraph (i) but receives the Equity Shares held by any Public Shareholders in the Escrow Depository Account, the Offeror may deem the Exit Offer to have been accepted by such Public Shareholders.

- vi. Please contact the Registrar to the Exit Offer or the Company if you require any clarification regarding the procedure for tendering your Equity Shares.

**b. Public shareholders holders / holding in physical form:**

The Public Shareholders, who are desirous of tendering their Equity Shares in physical form in the Exit Offer must submit:

- i. the enclosed Exit Application Form duly filled and signed;
- ii. Transfer deeds duly executed and signed along with original share certificates;
- iii. Self Attested copy of PAN Card;
- iv. Self Attested copy of Address proof and Identity proof (e.g. Aadhaar Card, Voter Card, Passport etc.);
- v. Attested signatures from the Bank; and
- vi. Cancelled Cheque

by hand delivery or by registered post/speed post or courier (at their own risk and cost) with the envelope marked "**Surya Fun City Limited – Exit Offer**" so as to reach the Registrar to the Offer at the addresses given on the front page of this Exit Letter of Offer on or before April 08, 2024. (*i.e. the last date of the Exit Period*)

**vii. PAYMENT OF CONSIDERATION**

- a. Upon fulfillment of the terms and conditions mentioned herein and receipt of the requisite regulatory approvals (if any), the consideration for Equity Shares will be paid by the Offeror by way of cheque/pay order/demand draft/electronic credit, as the case may be. The cheque / pay order / demand drafts will be dispatched to the Shareholders participating in the offer, at their own risk, by way of speed post/registered post.
- b. The consideration for such Equity Shares tendered after 08.04.2024 will be settled on a monthly basis and the payment will be dispatched within 15 working days from the end of the month in which the shares were tendered.
- c. In case of joint holders, the cheque / pay order / demand draft will be drawn in favour of the first named holder.
- d. In case of any defect in Exit Application Form and the relevant documents, then it will be returned to the Public Shareholders by speed post / registered post at the shareholders own risk.

**viii. GENERAL DISCLAIMER**

Every Public Shareholder who desires to avail of the Exit Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Offeror, Advisor, Registrar or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Since the Equity Shares of the Company are delisted by BSE and ceased to trade on BSE. The Promoter of the Company is providing this opportunity to the Public Shareholders desirous of exiting from the Company by tendering their Equity Shares in the Exit Offer. We solicit your positive response to the Exit Offer.

Thanking you,

**Promoter of Surya Fun City Limited**

**Sd/-  
Kamaljit Singh**

**Date: March 20, 2024**

**Place: Chandigarh**