

26th
ANNUAL REPORT
2017 - 2018

SURAJ INDUSTRIES LTD

CIN : L26943HP1992PLC016791

BOARD OF DIRECTORS

Chairman and Wholetime Director	Shri. Atul Jain
Director	Smt. Shuchi Bahl
Non-Executive Non Independent Director	Shri. Syed Azizur Rahman
Non-Executive Independent Director	Shri. Surendra Mohan Sikka
Non-Executive Independent Director	Shri. Nazirbaig
Chief financial officer	Shri. Sujeetkumar Gupta
Company Secretary& Compliance Officer	Smt. Bhanumati Ramachandran
Bankers	Punjab National Bank
Auditor	M/s Satendra Rawat & Co, Chartered Accountants
Secretarial Auditor	Monika Kohli & Associates Practicing Company Secretaries
Registered Office	Plot No. 2, Phase III Sansarpur Terrace, Kangra, Himachal Pradesh, 173212 Contact No.: 011-42524455
Corporate Office	F-32/3, First Floor, Okhla Industrial Area, Phase – II, New Delhi-110020 Contact No.: 01970-256414
Share Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062 Contact No-011-29961281/82

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NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the members of **M/s Suraj Industries Ltd** will be held on Thursday, September 27, 2018 at 2.00 P.M. at the Registered Office of the Company at Plot No.2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Shuchi Bahl (02332887) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

- 3 To consider and pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 as amended from time to time, the consent of the members be and is hereby accorded to re-designate Mr. Surendra Mohan Sikka as Non-Executive Independent Director on the Board of the Company .

RESOLVED FURTHER THAT, Mr. Surendra Mohan Sikka shall hold the office as Independent Director for a term upto five consecutive years effective from July 13, 2018 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any directors of the company be and is hereby authorized to file necessary e-forms as may be required with the concerned ROC and to do all such acts, deeds, things & matters as may be necessary in this regard to give effect to the above resolution.”

4. To consider and pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V, the Companies (Meeting of Board and its Powers) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) , the consent of the members be and is hereby accorded for the appointment of Mr. Atul Jain, as Whole-Time Director of the Company, designated as Key Managerial Personnel at a remuneration of Rs. 2,00,000/- per month (Rupees Two Lac per month) for a period of One (1) year effective from May 29, 2018.

RESOLVED FURTHER THAT no sitting fees will be paid to Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the currency of tenure of Whole time Director, the remuneration payable to the Whole time Director shall not exceed the maximum limit prescribed under Section II Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by Member holding more than 10 (ten) percentage of the total share capital the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. Provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company

- b) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and Beetal Financial and Computer Services Private Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Beetal Financial and Computer Services Private Limited.
- c) As Amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share. Members can contact the Company or Beetal Financial and Computer Services Private Limited for further assistance.
- d) In case joint holders are attending the meeting, the Member whose name appears as First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- e) Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
- f) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out in Item No. 3&4 is annexed hereto.
- g) All documents referred to in the notice are open for inspection at the registered office of the Company during business hours on the working days upto the date of the meeting and will also be available at the meeting venue on the date of the meeting.
- h) The Company has a dedicated E-mail address secretarial@surajindustries.org for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.surajindustries.org has a dedicated section on Investors.
- i) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.
- j) Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
- k) Member(s) may also note that the Notice of the Meeting and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website www.surajindustries.org for download.
- l) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- m) As per Section 118 (10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Company Secretaries of India **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"**.
- n) The Company has recently been allotted ISIN (INE170U01011) by CDSL for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.
- o) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (bothdays inclusive)

Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) or through Polling Paper at the AGM. Information relating to e-Voting facility and voting at the AGM is given below:

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and **Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL (Central Depository Services Limited).
- II. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. **No voting by show of hands will be allowed at the Meeting.**
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences at 10:00 A.M on September 24, 2018 and ends at 5:00 P.M on September 26, 2018 during this period members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date September 20, 2018 ("**Cutoff date**"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:

A. In case of members receiving an e-mail from CDSL

- i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on "Shareholders" tab.
- iii. Now enter your User ID;
 - a) For CDSL: 16 digits beneficiary ID
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a **first time user** follow the steps given below:

For members holding shares in Demat Form and Physical Forms

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. **Click on the EVSN of Suraj Industries Ltd which is 180818032**
- xi. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”; else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting cast by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holders have forgotten the changed log in password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for –Non Individual Shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned certified true copy of the Board Resolution /Power of Attorney (POA)/Authority letter etc. which they have issued in favor of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to email at csscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com to verify the same.
- xviii. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. In case of members receiving physical copies of the Notice of the AGM

- (1) (i) Initial Password, along with User ID and EVSN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xvi) above to cast vote.
- (2) **Voting at AGM**
- (3) The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM via polling papers. The Company will make arrangements of Polling Papers in this regard at the AGM venue.
- (4) **Other Instructions**
 - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com or call at toll free no.: 1800-200-5533.
 - II. If you are already registered with CSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
 - III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).

- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. September 20, 2018.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. September 20, 2018 may obtain the User ID and Password by sending a request (along with Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at helpdesk.evoting@cdslindia.com or RTA at beetalrta@gmail.com
- However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using “Forgot User Details / Password” option available on www.evoting.cdsl.com or contact **CDSL on toll free no.: 1800-200-5533**.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
- VII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Partner, DMK Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.
- VIII. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- IX. The poll process shall be conducted and a report thereon shall be prepared in accordance with the provisions of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- X. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than forty eight (48) hours of conclusion of the AGM, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorised by him in writing.
- XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.surajindustries.org and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchange where your company has listed. The results shall be displayed at the Registered Office at Plot No. 2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 26th AGM scheduled to be held on Thursday September 27, 2018.
- p) The route map of the venue for the Annual General Meeting is attached herewith.
- q) The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.

**By Order of the Board
For Suraj Industries Ltd**

**Place : New Delhi
Dated : 14.08.2018**

Registered Office:
Plot No. 2, Phase-III, Sansarpur Terrace,
Distt. Kangra, Himachal Pradesh-173212
Ph- 01970-256414

Corporate office:
F-32/3, First Floor, Okhla Industrial Area,
Phase – II, New Delhi-110020
Ph- 011-42524455

**Sd/-
Bhanumati Ramchandran
Company secretary
Membership No.: ACS 9145
Add: E 13, GTB Hospital, Staff
Quarters Delhi-110095**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Surendra Mohan Sikka as an Additional Director in the capacity of an Independent Director holding office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Surendra Mohan Sikka as Independent Director of the Company. The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Mr. Surendra Mohan Sikka as Independent Director for a term upto 5 consecutive years starting from July 13, 2018.

Mr. Surendra Mohan Sikka was earlier appointed as Additional Director of the Company in the meeting held on December 14, 2017. Since age of Mr. Surendra Mohan Sikka was above 70 years, prior approval of shareholder was required for appointment of Mr. Sikka as Executive Director, hence his appointment as Executive Director would be effective once the Company takes approval from shareholder by way of Special Resolution. Accordingly the company submitted a clarification to the Stock Exchange vide letter dated 12th January, 2018 and the same has been taken on record by Board at its meeting held on 13th February, 2018.

As per the provisions of Section 149(4) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Section 149(6) of the said Act, lays down the criteria for independence Mr. Surendra Mohan Sikka has furnished declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for independent director under Section 149(6) of the said Act.

In the opinion of the Board Mr. Surendra Mohan Sikka is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the said Act and the Rules made thereunder and is independent of the management of the Company. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of the Mr. Surendra Mohan Sikka as Independent Director of the Company. The appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director of the Company. Further, in terms of Section 149(13) of the said Act, independent director is not liable to retire by rotation.

Accordingly, the Board on the recommendation of Nomination & Remuneration Committee, proposes to appoint Mr. Surendra Mohan Sikka as Independent Director of the Company for a term upto 5 consecutive years with effect from July 13, 2018 as set out at **Item No. 3** of this Notice. Brief profile of the said Independent Director, in terms of Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meetings is provided after this Notice as **"Annexure-A"**.

No remuneration would be paid to the Independent Director except Sitting Fees.

Except Mr. Surendra Mohan Sikka being an appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The approval of members by way of Ordinary Resolution is hereby solicited for the appointment Mr. Surendra Mohan Sikka as an Independent Director for a period of Five years.

Your Directors recommend the resolution as set out at item no. 3 for your approval.

Copy of draft letter of appointment of Mr. Surendra Mohan Sikka as an Independent Director setting out the terms and conditions of appointment would be available for inspection without any fees by the members at the registered office of the Company during business hours on all working days upto the date of the Annual General Meeting.

ITEM NO. 4

The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on July 13, 2018 appointed Mr. Atul Jain as Additional Director and further appointed him as Whole Time Director of the Company with effect from the said date for a term of 5 years, which is further subject to requisite approval from the shareholders in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Atul Jain holds a bachelor of engineering (Chemicals) degree from Manipal Institute of Technology. He is a qualified Chemical Engineer and also has a rich experience of over 28 years has been engaged to explore new business avenues and also to take initiative to re-commence the business activities on an economical scale keeping in view of his experience. Taking into consideration his rich profile and in view of the increased responsibility, the Board proposed the appointment of Mr. Atul Jain as Whole Time Director of the Company subject to requisite approval.

In compliance with the provisions of Sections 196, 197, 198, 203 other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 4 are now being placed before the members for their approval by way of Ordinary Resolution.

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has Nil Profits or the Profits are inadequate, the Whole Time Directors shall be paid remuneration as mentioned herewith.

Statement containing the relevant details required under Section II, Part II of Schedule V of the Companies Act, 2013 are as stated hereunder:

I. GENERAL INFORMATION

(1)	Nature of Industry	Suraj Industries Ltd.
(2)	Date or expected date of commencement of commercial production	The Company is yet not engaged in any manufacturing business but is in the process of re-commencing its business activities.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in operation)
(4)	Foreign investments or collaborators, if any	Nil
(5)	Financial performance of the Company for the last 3 years is given below:	

Particulars	Financial Year Ended		
	30 th June 2015	31 st March 2016	31 st March 2017
	(Amount in Rs.)		
Revenue	-	-	3,15,536
Other Income	-	-	-
Total Income	-	-	3,15,536
Total Expenditure	8,39,448	15,00,831	15,44,884
Profit (Loss) before Tax	(8,39,448)	(15,00,831)	(12,29,348)
Profit/Loss after tax and adjustments	(8,39,448)	(15,00,831)	(12,29,348)

II. INFORMATION ABOUT THE APPOINTEE

MR. ATUL JAIN AS WHOLE TIME DIRECTOR

(1)	Background Details	Mr. Atul Jain is Chemical Engineer by qualification.
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has 28 years of industrial experience.
(5)	Remuneration Proposed	Rs. 2,00,000/- per month
(6)	Comparative remuneration profile w.r.t industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t to the country of his origin)	The comparative remuneration ranges from Rs 1 Lac per month to Rs 3 Lacs per month based on the information available in public domain.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He has no pecuniary relationship, directly or indirectly with the Company, or relationship with the Managerial Personnel.

III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	There was no business activity in the company after the closure of the Vanaspati and refined oil manufacturing unit at Sansarpur, Distt. Kangra, Himachal Pradesh in the year 2005
(2)	Steps taken or proposed to be taken for improvement	The company is now exploring various business avenues for which Mr Atul Jain has been appointed as a Whole Time Director. He would evaluate these business proposals and implement them.
(3)	Expected increase in productivity and profits in measurable terms	At present it is difficult to estimate the same.

The Company has also received a request in writing from member of the company proposing his candidature as Director.

Accordingly, Item No. 4 is recommended for your approval as Ordinary Resolution.

None of the Directors, key managerial persons or their relatives in any way are concerned or interested in this resolution except to the extent of their shareholding.

Necessary documents in this regard are available for inspection by the members at the registered office of the company during the business hours on any working day.