

SURYA INDIA LIMITED

Regd. Office: B-1/H-3 Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.

Tel: +91 11 45204115; **Fax:** +91 11 28898016; **Email:** cs@haldiram.com,

CIN- L74899DL1985PLC019991; **Website:** www.suryaindialtd.com

SURYA INDIA LIMITED

30TH ANNUAL REPORT

2014-15

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Board of Directors

Mrs. Preeti Agarwal	-	Managing Director (Key Managerial Personnel)
Mrs. Priyanka Agarwal	-	Whole-time Director (Key Managerial Personnel)
Mr. Ganesh Dass Agarwal	-	Non-Executive Independent Director (Chairman)
Mr. Kishan Behari Jain	-	Non-Executive Independent Director
Mr. Manohar Lal Agarwal	-	Non-Executive Director

Chief Financial Officer

Mr. Ram Babu Goyal

Company Secretary and Compliance Officer

Mr. Jitesh Grover

Auditors

Statutory Auditors

P.R. Kumar & Co.

C-2/4, Safdarjung Development Area,
Main Aurobindo Marg, New Delhi-110016.

Internal Auditors

KAP & Associates

C-2/4, Safdarjung Development Area,
Main Aurobindo Marg, New Delhi-110016.

Secretarial Auditors

P. Kathuria & Associates, Practicing Company Secretaries

401, Prabhat Kiran Building

17, Rajendra Place, New Delhi- 110008.

Share Transfer Agent

M/s. Skyline Financial Services Pvt. Ltd

D-153/A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi - 110020.

Bankers

Yes Bank, 1st Floor, Community Center, New Friends Colony, New Delhi-110065.

Stock Exchange

BSE Limited

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of **Surya India Limited** will be held on Wednesday, the 30th day of September, at 10:00 A.M. at J-15, Hauz Khas Enclave, New Delhi-110016 to transact the following business:

ORDINARY BUSINESS:

1. To discuss, approve and adopt the audited Financial Statements for the financial year 2014-15 and the Report of the Board of Directors and Independent Auditors' Report thereon.
2. To appoint a director in place of Mrs. Preeti Agarwal (DIN-00011450) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for reappointment.
3. To appoint a director in place of Mrs. Priyanka Agarwal (DIN-01989753) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for reappointment.
4. To ratify the appointment of M/s P. R. Kumar & Co., Chartered Accountants, (Firm Registration No. 003186N) as Statutory Auditors of the Company, in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder and to fix their remuneration thereon.

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution:-

5. Appointment of Mr. Manohar Lal Agarwal (DIN: 00290780), as Director of the Company.

"RESOLVED THAT Mr. Manohar Lal Agarwal (DIN: 00290780), who was appointed as a Non-Executive Additional Director of the Company w.e.f. 01/02/2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act") and as per Articles of Association of the Company and who holds office up to this Annual General Meeting, be and is hereby appointed as Non-Executive Director, liable to retire by rotation, of the Company."

By Order of the Board of Directors
For Surya India Limited


Jitesh Grover

(Company Secretary)

M. No. : F7542

J-63, Windsor Park, Indirapuram,
Ghaziabad-201014, Uttar Pradesh.

Date: 31st August, 2015

Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48) before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, P.R. Kumar & Co., Chartered Accountants were appointed as auditors from the conclusion of the 29th Annual General Meeting till the conclusion of the 32nd Annual General Meeting. The ratification of appointment of P. R. Kumar & Co., and fixation of their remuneration for the year 2015-16 has been put up for approval of the members.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to:
 - a. Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondences with the Company or its Registrar and Share Transfer Agent.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
- a) Register of Contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person entitled to attend the meeting.

10. Annual Report and AGM Notice is available at the website of the Company at www.suryaindialtd.com in the Investor Information section.
11. The Board of Directors of the Company has not recommended any dividend for the financial year 2014-15.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2015 (Thursday) to 30th September, 2015 (Wednesday) (both days inclusive) for the purpose of Annual General Meeting.
13. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting.
14. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least seven days before the date of the meeting. Members are also requested to convert their physical holding to demat to avoid hassles involved with physical shares, such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities. Members are also requested to notify any change of address, bank details, ECS mandates, e-mail id, if any, to their Depository Participants (DPs) in respect to their electronic share accounts and to the Registrar & Transfer Agent of the Company i.e. Skyline Financial Services Private Limited, New Delhi in respect of their physical share folios to avoid procedural delays.
15. The Notice of the AGM along with the Annual Report for the financial year 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. In accordance with the provision of Section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the

facility for voting by electronic means (remote e-voting) to all its members. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this remote e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

- a. Commencement of remote E-voting :- From 09:00 A.M. on September 26, 2015
 - b. End of remote E-voting :- Up to 05:00 P.M. on September 29, 2015
17. Remote E-voting shall not be allowed beyond 5.00 P.M., on September 29, 2015. During the remote E-voting period, the shareholders of the Company, holding shares either in physical form or dematerialized form as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date of remote e-voting is September 23, 2015.
 18. The Company has engaged the services of Skyline Financial Services Private Limited as the Authorized Agency to provide remote e-voting facilities.
 19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents.
 20. The Company has appointed Mr. Pradeep Kathuria (FCS 4655), a Practicing Company Secretary, CP No. 3086, as scrutinizer for conducting and scrutinizing the remote e-voting process in a fair and transparent manner.
 21. The login ID and password for remote e-voting are being sent to the members, separately along with this notice with complete procedure of remote E-Voting process, who have not registered their e-mail IDs with the Company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting by e-mail along with complete procedure of remote E-Voting process.
 22. "Voting by electronic means" or "electronic voting system" means a "secured system based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate "cyber security".
 23. It also helps the shareholders to cast their vote from anywhere and at any time during remote E-voting period.


Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.

**By Order of the Board of Directors
For Surya India Limited**

Date: 31st August, 2015

Place: New Delhi


Jitesh Grover
(Company Secretary)
M. No. : F7542
J-63, Windsor Park, Indirapuram,
Ghaziabad-201014, Uttar Pradesh.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5

Appointment of Mr. Manohar Lal Agarwal (DIN: 00290780), as Director of the Company.

Mr. Manohar Lal Agarwal, aged 61 years, was appointed as Non-Executive Additional Director of the Company w.e.f. 01/02/2015 up to the conclusion of forthcoming Annual General Meeting. The Board recommends the members of the Company to pass a resolution to regularize Mr. Manohar Lal Agarwal as Non-Executive Director of the Company.

In the opinion of the Board, Mr. Manohar Lal Agarwal fulfills the conditions specified in the Companies Act, 2013 for such appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also given his consent to act as Director.

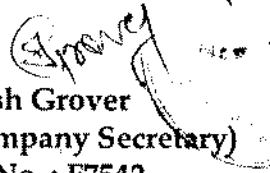
Mr. Manohar Lal Agarwal, Mrs. Preeti Agarwal and Mrs. Priyanka Agarwal are interested in the resolution. Their relatives may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.

SURYA INDIA LIMITED

Save and except the above, none of the other Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item Nos. 5 of the Notice for approval by the shareholders.

**By Order of the Board of Directors
For Surya India Limited**


Jitesh Grover
(Company Secretary)
M. No. : F7542
J-63, Windsor Park, Indirapuram,
Ghaziabad-201014, Uttar Pradesh.

Date: 31st August, 2015
Place: New Delhi

CIN: L74899DL1985PLC019991

Telephone: +91 11 45204115, fax: +91 11 28898016

E-mail: cs@haldiram.com, Website: www.suryaindialtd.com

Sr. No.

No. of share(s) held:

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 104

Subject: Voting through Electronics means

The e-Voting facility is available at the link <https://www.evoting.nsdl.com>

The e-Voting particulars are set out below:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	Saturday, 26 th September, 2015 at 09:00 a.m.
End of e-Voting	Tuesday, 29 th September, 2015 at 05:00 p.m.

Please read the instructions printed overleaf before exercising the vote electronically.

These details and instructions form integral part of the Notice of the 30th Annual General Meeting to be held on September 30, 2015. The cut-off date, (i.e. the record date) for the purpose of e-Voting is Wednesday, September 23, 2015

Dated: 31st August 2015
Place: New Delhi

By order of the Board
For SURYA INDIA LIMITED


Jitesh Grover
Company Secretary
Mem. No. F7542