

SURYA INDIA LIMITED

ANNUAL REPORT
2015-16

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

M/s P.R. Kumar & Co.
(Chartered Accountants)
C-2/4, Safdarjung Development Area,
Main Aurobindo Marg, New Delhi-110016.

Internal Auditors

Mr. Ashish Bansal
Chartered Accountant
Member of ICAI
Membership No.- 522132

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.

Registered Office

B-1/H-3 Mohan Co-Operative Industrial Estate,
Main Mathura Road, New Delhi-110044

Tel:91-11-45204100/115
Fax: 91-11 28898016

Stock Exchange

BSE Limited

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.suryaindia ltd.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of **Surya India Limited** will be held on Friday, the 30th day of September 2016, at 11:00 A.M. at J-15, Hauz Khas Enclave, New Delhi-110016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone audited financial statements and the consolidated audited financial statements of the Company for the financial year ended 31 March 2016, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Manohar Lal Agarwal (DIN-00290780) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.
3. To ratify appointment of Statutory Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 30th September, 2014, the appointment of M/s. P.R. Kumar & Co., Chartered Accountants (Firm Registration No. 003186N), as Statutory Auditor of the Company to hold office from the conclusion of this AGM till next AGM to be held for the financial year 2016-17, be and is hereby ratified and the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. **To approve the related party transactions under section 188(1)(c) of the Companies Act, 2013 with Haldiram Manufacturing Company Private Limited**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:***

"RESOLVED THAT pursuant to provisions of Section 188(1)(c) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors

of the Company) to enter into and/or to continue the related party transaction in respect of leasing of the properties of the Company to Haldiram Manufacturing Company Private Limited, a related party, up to an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only), during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

5. To approve the related party transactions under section 188(1)(c) of the Companies Act, 2013 with Haldiram Products Private Limited

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 188(1)(c) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company) to enter into and/or to continue the related party transaction in respect of leasing of the properties of the Company to Haldiram Products Private Limited, a related party, up to an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only), during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

6. To approve the related party transactions under section 188(1)(c) of the Companies Act, 2013 with Haldiram Ethnic Foods Private Limited

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 188(1)(c) of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the

“Board”, which term shall include any committee constituted by the Board of Directors of the Company) to enter into and/or to continue the related party transaction in respect of leasing of the properties of the Company to Haldiram Ethnic Foods Private Limited, a related party, up to an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only), during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

7. To approve the material related party transactions for grant of the loan to Haldiram Snacks Private Limited

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment thereof for the time being in force) and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, consent of the members of the Company be and is hereby accorded to enter into and/or to continue the material related party transaction in respect of grant of Loan to Haldiram Snacks Private Limited, a related party upto an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only) during any financial year.

RESOLVED FURTHER THAT the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to give effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable in this regard.”

8. To approve the material related party transactions for grant of the loan to M. R. Equipment & Warehousing Private Limited

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment thereof for the time being in force) and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, consent of the members of the Company be and is hereby accorded to enter into and/or to continue the material related party transaction in respect of grant of Loan to M. R. Equipment & Warehousing Private Limited, a related party upto an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only) during any financial year.

RESOLVED FURTHER THAT the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to give effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable in this regard.”

9. To approve the material related party transactions under regulation 23(4) and regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 23(4) and regulation 23(8) of SEBI (Listing Obligation and Disclosure Requirement), 2015 the consent of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into related party transactions/ arrangements by the Company with the related parties, the details of which are more particularly mentioned in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such Acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

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

**Date: 31st August, 2016
Place: New Delhi**

**Jitesh Grover
(Company Secretary)
M. No. : F7542**

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

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. 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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed as Annexure hereto.
5. 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.
6. 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.
7. 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.
8. Annual Report and AGM Notice is available at the website of the Company at www.suryaindia ltd.com in the Investor Information section.
9. The Board of Directors of the Company has not recommended any dividend for the financial year 2015-16.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2016 (Friday) to 30th September, 2016 (Friday) (both days inclusive) for the purpose of Annual General Meeting.
11. 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.
12. 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.

13. The Notice of the AGM along with the Annual Report for the financial year 2015-16 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.

14. Voting by Electronic Means

- (a) Pursuant to the provisions of Section 108 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means (remote e-voting) and 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. 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, 2016
 - b. End of remote E-voting :- Up to 05:00 P.M. on September 29, 2016
- (b) That the facility for voting, through Ballot Paper shall also be made available at the Annual General Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
15. Remote E-voting shall not be allowed beyond 5.00 p.m. on September 29, 2016. 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 cut-off date, may cast their vote electronically provided that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently or cast vote again.
16. The cut-off date of remote e-voting is September 23, 2016 and a person who is not a member as on the cut-off date should treat this Notice for information purpose only.
17. 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.
18. 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.

19. 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.
20. In case of any queries / grievances connected with electronic voting, please refer the Help/Frequently Asked Questions ("FAQs") and e-voting manual available at the <https://www.evoting.nsdl.com> under help section or write an email to helpdesk@nsdl.co.in or contact **NSDL Helpdesk at Tel No. 022-24994600**

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, 2016
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.**Item No. 4**

The provisions of Section 188(1) of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that govern the related party transactions/material related party transactions require a company to obtain prior approval of the Audit Committee/Board of Directors and in case the transactions exceeds specified limits, the prior approval of shareholders by way of ordinary resolution.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved a ceiling limit of Rs. 5 Crore during any financial year for transactions in the nature of leasing of the Company's property that the Company would enter into, on an arm's length basis and in the ordinary course of business with Haldiram Manufacturing Co. Private Limited, which, being a Related Party as per section 2 (76) of the Companies Act, 2013.

However, Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. Therefore, such transactions do not require prior approval of the members of the Company.

But the Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("listing Regulations, 2015") which was applicable w.e.f. September 02, 2015 provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. Therefore, pursuant to Regulation 23 (4) of the Listing Regulations, 2015, the Material Related Party Transactions requires approval of the Shareholders by passing a resolution and in respect of voting on such resolution(s), the related party shall be abstain from voting.

Based on the criteria as mentioned above, the transactions with Haldiram Manufacturing Company Private Limited with regard to leasing of the property falls in the ambit of "material related party transactions" under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and therefore requires approval of the members of the Company, in spite of being entered in the ordinary course of business of the Company and are on arm's length. The value of such transaction entered with Haldiram Manufacturing Company Private Limited shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore) during any financial year.

The disclosures required to be provided under the provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

Name of the related party with whom the company has entered into related party transaction during the financial year 2015-16 and expected to continue in the coming financial years and nature of relationship

1. Haldiram Manufacturing Co. Pvt. Ltd