

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pratikkumar Mehta	: Additional Director / Managing Director
Ms. Bhavi Jitendra Sanghavi	: Independent Director
Mr. Mukhtar Singh	: Independent Director
Mr. Naitikkumar Shah	: Additional Director

Statutory Auditors :

M/s KKJ & Associates
Chartered Accountants
1332, Behind Kamdhenu Dairy,
P.L. Sharma Road,
Meerut – 250001

Registrar & Transfer Agent

Skyline Financial Services Private Limited
D-153, 1st Floor,
Okhla Industrial Area, Phase – I
New Delhi – 110020

Annual General Meeting

Date : 09th September, 2014
Time : 09.30 a.m.
Day : Tuesday
Venue : Hotel Madhur Regency,
Rama Plaza Western Kutchery Road,
Meerut Uttar Pradesh (Central) - 250001.

Name of the Stock Exchanges at which the Company's shares are listed

1. Bombay Stock Exchange,
2. The Delhi Stock Exchange
3. The Stock Exchange, Ahmedabad,
4. The Jaipur Stock Exchange
5. The Uttar Pradesh Stock Exchange

Registered office:

B-9, Industrial Estate,
Partapur, Meerut,
Uttar Pradesh – 250 103

Content.....	Page No.
Notice	1
Director Report.....	11
Management Dis. & Analysis Report.....	14
Compliance Certificate.....	15
Report on Corporate Governance.....	20
Auditors Cert. on Corp. Governance.....	26
Auditor's Report on Financial State.....	27
Balance Shee.....	31
Statement of Profit and Loss Acc.....	32
Notes on Financial Statement.....	33
Cash Flow Statement.....	40
Proxy Form.....	41
Attendance Slip.....	42

NOTICE

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS OF M/S SURYA INDUSTRIAL CORPORATION LIMITED, THAT 27th ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, THE 9TH OF SEPTEMBER, 2014 AT HOTEL MADHUR REGENCY, RAMA PLAZA, WESTERN KUTCHERY ROAD, MEERUT UTTAR PRADESH (CENTRAL) - 250001 AT 9:30 A.M. TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Annual Account for the year ended 31st March, 2014 and report of the Director and auditors thereon.
2. To appoint M/s Arpan Chudgar & Associates, (Firm Redg. No. 133877W) Chartered Accountants, as a Statutory Auditors of the Company in Place of M/s KKJ & Associate, the retiring Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:**3. Appointment of Mr. Pratikkumar Sharadkumar Mehta as a Director.**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Pratikkumar Sharadkumar Mehta, (holding DIN 06902637), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 07, 2014 and who holds office till the date of the ensuing AGM and in respect of whom the Company has received Notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pratikkumar Sharadkumar Mehta, as a candidate for the office of a Director, be and is hereby appointed as Director of the Company liable to retire by rotation”.

4. Appoint Mr. Pratikkumar Sharadkumar Mehta as Managing Director

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to the appointment of Mr. Pratikkumar Sharadkumar Mehta (DIN 06902637) as Managing Director of the company for a period of 5 (five) years commencing from 09th August, 2014, Upon such terms and conditions (without remuneration) as set out in the Statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Mr. Pratikkumar Sharadkumar Mehta.”

5. Appointment of Mr. Naitik Devendrakumar Shah as an Independent Director.

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification's or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement Mr. Naitik Devendrakumar Shah, (holding DIN 06902635), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 07, 2014 and who holds office till the date of the upcoming AGM and in respect of whom the Company has received Notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Naitik Devendrakumar Shah as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation at the AGM, to hold office for a term of 5 (Five) consecutive years up to the Conclusion of the 32nd AGM of the company in the calendar year 2019.”

6. Appointment of Ms. Bhavi Jitendra Sanghavi as an Independent Director.

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification's or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement Ms. Bhavi Jitendra Sanghavi, (holding DIN 02680612), who was appointed as an Director of the Company liable to retire by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation at the AGM, to hold office form a term of 5 (Five) consecutive years up to the Conclusion of the 32nd AGM of the company in the calendar year 2019.

7. Appointment of Mr. Muktar Singh as an Independent Director.

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification's or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement Mr. Muktar Singh, (holding DIN 06525800), who was appointed as an Director of the Company liable to retire by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation at the AGM, to hold office form a term of 1 (One) years up to the Conclusion of the 28th AGM of the company in the calendar year 2015.”

8. Increase Authorised Share Capital and Altered Capital Clause of Memorandum of Association;

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 61, 64 and any other applicable provisions, if any, of the Companies Act, 2013 the authorised share capital of the company be and is hereby increased from Rs. 100,000,000 (Rupees Ten Crores only) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each to Rs. 250,000,000 (Rupees Twenty Five Crore only) divided into 25,000,000 (Two Crore Fifty Lacs) Equity Share of Rs. 10/- (Rupees Ten only) each by creation of 15,000,000 (One Crore Fifty Lacs only) Equity Shares of Rs. 10 (Rupees Ten only) each.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:-

Clause V : The authorized Share Capital of the Company is Rs. 250,000,000/- (Rupees Twenty Five Crores) divided in 25,000,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT Board of Director of the company be and is hereby authorised to do all such acts and to take such steps, as may be necessary, to give effect to the resolution.”

9. To altered Capital Clause in the Article of Association

To alter the Articles of Association of the Company and in this regard to consider and if thought It, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Article 4 of the Articles of Association of the Company be and is hereby substituted by the following;

“The authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided in 250,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

10. Approval of borrowing limits to the Board of Directors of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded under Section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided that the total amount of such borrowings shall not exceed, at any time, a sum of 100 Crores (Rupees One hundred Crores) over and above the paid up capital and free reserves of the Company and the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest repayment, security or otherwise howsoever as it may think fit.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorised to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

11. Approval for Creation of Charge/ Mortgage on the assets of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the

Company (hereinafter "the Board") for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding 100.00 Crores (Rupees Hundred Crores only) at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE VALID SHALL BE DEPOSITED AT THE PRINCIPLE OFFICE OF THE COMPANY NOT LATEST THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. An Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto.
3. The appointment of proxy shall be in the Form annexed to this notice and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time scheduled for holding the aforesaid meeting.
4. The Register of Member and share Transfer Books of the company will remain closed from 30th August, 2014 to 09th September, 2014.
5. The Company is conscious of promoting e-governance and green and sustainable environment. Members are requested to update their email address with their Depository Participants to enable the company to send the future correspondences / communication via e-mail.
6. Hard copy of the notice alongwith the copies of the 27th Annual Report for the year 2013-14, instructions for e-voting, attendance slip and proxy form are being sent by the permitted mode to those members who have not registered their email addresses and those who have requested for the same.
7. The notice of the AGM along with the copies of the Annual Report for the year 2013-14, instructions for e-voting, attendance slip and proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the company / Depository Participants / Registrar and Transfer Agent for communication purposes.
8. Members are requested to:
 - a) Intimate to the Company's Registrar & Share Transfer Agent (R&TA) M/s Skyline Financial Services Pvt Ltd., D-153, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi 110020 for changes, if any in their registered addresses at an early date .
 - b) Quote their Registered Folio Number and / or DP Identity and Client Identity number in their correspondence;
 - c) Bring their copy of Annual Report and the Attendance Slip with them at the AGM.
9. The Members, whose name appear in the Register of members/list of Beneficial owners as on 09th August, 2014 i.e. the cutoff date (record date) taken by the company for dispatch of the Annual Report & Notice (Including Notice of e-voting) calling the AGM.

10. In case of non-receipt of Notice of AGM, members are requested to write to the Company at its registered office for issuing the duplicate of the same.
11. A brief note on Directors including those proposed to appointed / re appointed is provided in the Corporate Governance Report forming part of this Annual Report.
12. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
13. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future
14. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
15. Members are requested to send the queries, if any, on the accounts and operations of the Company to the Company Secretary (e-mail: sicl1388@gmail.com) at least 10 days before the meeting so that the answers may be made readily available.
16. In case of joint holders attending the meeting, only such joint holder who is higher on the order of names will be entitled to vote.
17. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
18. Voting through Electronic means:
 - a) Pursuant to the provision of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his/her voting right by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - b) The Company is providing e-voting facility to its members (holding shares in physical form or in dematerialized form) to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide e-voting facilities to the members of the Company.
 - c) The Board of Directors has appointed Shri Vishal Dewang, Company Secretary in practice (Membership No. 26683) as the Scrutinizer, for conducting the e-voting process in a fair & transparent manner.
 - d) Members are requested to read the instruction for e-voting carefully before casting their vote.
 - e) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

Commencement of E-voting	03rd September, 2014
End of e-voting	05th September, 2014

PROCEDURE FOR E-VOTING

1. The instruction for e-voting are as under;
 - (A) In case of members receiving an e-mail from NSDL (for members whose email IDs are registered with the R&TA/DP(s)) :
 - a) Open PDF file 'LIHL e-Voting.pdf' attached to your e-mail using your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in PDF file is an 'Initial Password'.

- b) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- c) Click on Shareholder – Login.
- d) Put user ID and password as Initial Password/PIN noted in step (i) above and click 'Login'.
- e) Password change menu will appear. Change the password with a new Password of your choice. Please note this new password and it is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- f) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
- g) Select 'EVEN' of Surya Industrial Corporation Limited.
- h) Now you are ready for e-voting as 'Cast Vote' page opens.
- i) Cast your vote by selecting appropriate option and click on 'Submit' and also confirm when prompted.
- j) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- k) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at cs.vishal2009@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- i. Initial Password is provided as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event number)	User ID	Password
---	----------------	-----------------

- ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of (A) to cast vote.

3. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website www.evoting.nsdl.com.
4. If you are already registered with NSDL for e-voting then you can use your User ID and Password for casting your vote.
5. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity Capital of the Company as on the cut-off date (i.e. the record date), being Friday, 09th August, 2014.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
7. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two (2) days of passing of the Resolutions at the AGM and communicated to the Stock Exchange(s) where the company's Shares are listed.

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

Mr. Pratikkumar Sharadkumar Mehta was appointed as an Additional Director on the Board of Directors w.e.f. 7th June, 2013.

Mr. Pratikkumar Sharadkumar Mehta is an Associates member of Institute of Chartered Accountants of India (ICAI) and has good experience in the field of Corporate Finance, Taxation, Legal & Accounting.

In terms of the provision of Section 161(1) of the Companies Act, 2013 (the Act) Mr. Pratikkumar Sharadkumar Mehta would hold office up to the date of the ensuing Annual General Meeting.

The Company has also received a Notice, from a member of the company, in terms of section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

Mr. Pratikkumar Sharadkumar Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors of the Company except Mr. Pratikkumar Sharadkumar Mehta is, in any way, concerned or interested in the resolution.

ITEM No. 4

The Board of Directors of the Company in its meeting held on 9th August, 2014 has appointed Mr. Pratikkumar Mehta as a Managing Director for a period of 5 (Five) Years commencing from 09th August, 2014 without any remuneration.

No Salary, perquisites and Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to Mr. Pratikkumar Sharadkumar Mehta. The general terms of appointment are as under.

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.
- (iv) Mr. Pratikkumar Sharadkumar Mehta satisfies all the conditions set out under Section 196 and Schedule V of the Act.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Pratikkumar Sharadkumar Mehta as Managing Director of the Company.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors of the Company except Mr. Pratikkumar Sharadkumar Mehta is, in any way, concerned or interested in the resolution.

ITEM NO. 5 :

Mr. Naitik Devendrakumar Shah is Non-Executive Independent Director of the Company. He joined the Board of Director in 07th June, 2014 as an Additional Director. Mr. Naitikkumar Shah.

Mr. Naitik Devendrakumar Shah is an Associates member of Institute of Chartered Accountants of India (ICAI) and has good experience in the field of Corporate Finance, Taxation, Legal & Accounting.

Mr. Naitik Devendrakumar Shah is a director whose period of office is liable to determination by ensuing Annual General Meeting in term of Section 161 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies act, 2013, Mr. Naitik Devendrakumar Shah being eligible and offering himself for appointment, is proposed to be appointed as an independent Director for a term of five consecutive years up to 31st March, 2019.

The Company has also received a Notice, from a member of the company, in terms of section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

In the opinion of the Board, Ms. Naitik Devendrakumar Shah fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors of the Company except Mr. Naitik Devendrakumar Shah Mehta is, in any way, concerned or interested in the resolution.

ITEM NO. 6 & 7 :

Ms. Bhavi Jitendra Sanghavi and Mr. Muktar Singh are Independent Directors of the Company whose period of office was liable to retire by rotation at the Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. However as per requirement of the provision of the Companies Act, 2013 Rules made thereunder & amended Clause 49 of the Listing Agreement, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Ms. Bhavi Jitendra Sanghavi as Independent Director of the Company for the term of five consecutive year upto the conclusion of 32nd AGM and Mr. Muktar Singh as Independent Directors of the Company for a term of one year up to the conclusion of 28th AGM of the Company.

Ms. Bhavi Sanghavi and Mr. Muktar Singh are not disqualified from being appointed as Director in terms of section 164 of the Act and have given their consent to act as Directors.

In the opinion of the Board, Ms. Bhavi Sanghavi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors of the Company except Ms. Bhavi Sanghavi and Mr. Mukar Singh are, in any way, concerned or interested in the resolution.

ITEM NO. 8 :

The present Authorised Share Capital of the Company is Rs. 100,000,000/- (Rupees Ten Crores) divided in to 100,00,000/- (One Crore) Equity Shares of Rs. 10/- each. The Company is proposing, subject to the Shareholders approval, an increase in the authorized share capital upto Rs. 250,000,000/- (Rupees Twenty Five Crore only) divided in to 25,000,000/- (Two Crore Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten) each.

Pursuant to the provisions of Sections 61 of the Companies Act, 2013, an increase in the authorized capital of the company and consequent amendments in the capital clause of the Memorandum of the Company require approval of the members. Approval of the members is, therefore, sought in terms of the said sections.

None of the Directors and Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested financially or otherwise in the Resolution.

ITEM NO.9 :

In order to increase the authorized share capital of the Company, it is required to alter Article 4 of the Articles of Association of the Company. The alteration of Articles of Association requires approval of shareholders by way of a Special Resolution.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested financially or otherwise in the Resolution.

ITEM NO. 10 & 11 :

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, the consent of the members by a special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks etc. for availing terms loan/other secured borrowings is regarded as disposal of the Company's properties /undertakings, it is necessary for the members to pass the Resolution under Section 180(1) (a) of the Companies Act, 2013 by way of Special Resolution

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

By order of the Board of Directors
For, **Surya Industrial Corporation Limited**

Registered office:

B-9, Industrial Estate,
Partapur, Meerut,
Uttar Pradesh – 250 103
CIN : L15311UP1988PLC010285

Sd/-
Pratikkumar Sharadkumar Mehta
Managing Director
Place: Surat
Date: 09-08-2014

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT FOR DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

Name	Naitik Devendrakumar Shah
Age	24 Years
Qualification	B.Com, Chartered Accountant (CA)
Expertise	3 Years of experience in the field of Accounts and Finance and law.
Other Directorship	NA

Name	Pratikkumar Sharadkumar Mehta
Age	26 Years
Qualification	B.Com, Chartered Accountants (CA)
Expertise	4 Years of experience in the field of Accounts and Finance and law.
Other Directorship	NA