

**NOTICE**

Notice is hereby given that the Forty First (41st) Annual General Meeting of the members of SURYA ROSHNI LIMITED will be held on Friday, the 5th September, 2014 at 11.00 A.M., at the Registered Office of the Company at Prakash Nagar, Sankhol, Bahadurgarh 124 507 (Haryana) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Accounts of the Company and the Reports of Directors and Auditors thereon for the year ended 31st March, 2014.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Raju Bista, (Director Identification No. (DIN) - 01299297 who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-appoint the Statutory Auditors and to fix their remuneration and pass the following as Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013. the retiring auditors of the Company, M/s Sastry K Anandam & Company, Chartered Accountants, being eligible, offer themselves for re-appointment as Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors' of the Company in consultation with them.”

SPECIAL BUSINESS

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company where so ever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Ltd. acting for itself and as agent of Banks / Financial Institutions to secure:

- a) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- b) Term Loan of Rs 5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of Travancore (SBOT) to the Company.
- c) Term Loan of Rs. 2000 lac (Rupees Two thousand Lac only) lent and advanced by Punjab National Bank to the Company.

- d) The Working Capital Limits of Rs. 91862 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	41562
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	7500
6	ICICI Bank Limited	6000
7	Standard Chartered Bank	4300
	TOTAL	91862

together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited, Standard Chartered Bank, and Export – Import Bank of India under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of Directors authorized by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution.”

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

“RESOLVED THAT in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956 by the members of the Company in their meeting held on 24th September, 2010, in relation to the exercise of borrowing power, consent of the Company be and is hereby accorded, under the provisions of section 180(1)(c) and Articles of the Company and all other applicable provisions, if any of the Companies Act, 2013 and subject to compliance with all applicable laws and regulations, to the



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Board of Directors of the Company (hereinafter referred to as “ the Board “ which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money in any manner, from time to time, with or without security and upon such terms and conditions as they deem appropriate, notwithstanding that the aggregate of moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, from time to time, that is to say, reserves not set apart for any specific purpose; Provided however that the total amount up to which monies may be borrowed by the Board (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any given point of time the sum of Rs. 2000 Crore (Rupees Two thousand Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Section 196,197,198,200, 203 and Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the reappointment of, including remuneration, perquisites, benefits and amenities payable to Shri Raju Bista having Director Identification No. (DIN – 01299297) as the Managing Director of the Company for a period of five years commencing from 18th June, 2014 to 17th June, 2019, as set out in the Agreement executed between the Company and Shri Raju Bista, the main terms of which are set out in this notice, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and / or vary the terms and conditions of the said re-appointment within the limits, if any, prescribed in the Act and / or any schedules thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Raju Bista remuneration, perquisites, benefits and amenities not exceeding the ceiling

laid down in section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Raju Bista in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and /or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Sh. Krishan Kumar Narula (DIN – 00098124) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 27th September, 2013 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a period of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Krishan Kumar Narula (DIN – 00098124) as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Krishan Kumar Narula meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered



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necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Sh. Ravinder Kumar Narang (DIN – 02318041) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 28th September, 2012 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a period of five consecutive years w.e.f 5th September, 2014 to 4th September, 2019.

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Ravinder Kumar Narang having Director Identification No. (DIN) – 02318041 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Ravinder Kumar Narang meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Sh. Utpalkumar Anilkumar Mukhopadhyaya (DIN – 02766045) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 27th September, 2013 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the

Board of Directors to appoint him as independent director not liable to retire by rotation for a term of five consecutive years w. e.f 5th September, 2014 to 4th September, 2019, the date of first appointment of Sh. Utpalkumar Anilkumar Mukhopadhyaya in Surya Roshni Limited.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Utpalkumar Anilkumar Mukhopadhyaya having Director Identification No. (DIN) – 02766045 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Utpalkumar Anilkumar Mukhopadhyaya meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Sh. Tara Sankar Sudhir Bhattacharya (DIN – 00157305) who was appointed as Director liable to retire by rotation on the Board of Surya Roshni Limited by the members in the Annual general Meeting w.e.f 28th September, 2011 and is continuing as independent director and meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing agreement be and hereby proposed by the Board of Directors to appoint him as independent director not liable to retire by rotation for a term of five consecutive years w. e.f 5th September, 2014 to 4th September, 2019, the date of first appointment of Sh. Tara Sankar Sudhir Bhattacharya in Surya Roshni Limited.”

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any

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substitution or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Tara Sankar Sudhir Bhattacharya having Director Identification No. (DIN) – 00157305 as an independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Tara Sankar Sudhir Bhattacharya meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT in accordance with Chapter V which deals with the provisions of Section 73, 74, 75 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 or any such rules as the Central Government in consultation with Reserve Bank of India prescribe, and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for acceptance of fresh as well as renewal of Deposits whether secured and / or unsecured from the General public and / or members of the company, for such period and within such limits as specified in the act / rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise all terms and conditions related to acceptance of fixed deposits and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and that of the listing agreement with the stock exchange(s) including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals, consents, sanctions and permissions

as may be necessary, and subject to such condition(s) and modification(s) as may be prescribed and imposed while granting such approval(s), permission(s) and sanction(s), consent of the Company be accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) of the Company to continue to give any guarantee(s), and / or to provide any security (ies) in connection with loan(s) made by Surya Global Steel Tubes Limited as specified in the Explanatory Statement annexed hereto up to the limit of Rs.135 crores (Rupees One Hundred thirty Five crores) as specified in the Postal Ballot Notice dated 10th April, 2009 and was approved by the shareholders through Postal Ballot in its general meeting held on 5th June, 2009.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

14. 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 Section 148 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, the Cost Auditor M/s R J Goel & Co. (a Cost Audit firm) appointed by the Board of directors of the Company to conduct the audit of the cost records of the company for the financial year ending 31st March, 2015 be paid the remuneration of Rs. 2,75,000 (Rupees Two lakh Seventy five thousand only)”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, things and take all such steps as may be necessary desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, approval of the members of the



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Company be and is hereby accorded to appoint Sh. Sudhanshu Kumar Awasthi having Director Identification No. (DIN) – 02162923 as an Independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Sudhanshu Kumar Awasthi meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160 and Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Sh. Surendra Singh Khurana having Director Identification No. (DIN) – 02126149 as an Independent Director for a period of five years from 5th September, 2014 to 4th September, 2019.

RESOLVED FURTHER THAT Sh. Surendra Singh Khurana meets criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (Including any amendments thereto or reenactment thereof, for the time being in force) and applicable Rules framed thereunder and Clause 49 of the listing agreement with the stock exchange(s) including any statutory modification(s) or re-enactment(s) thereof and as per the provisions of Articles of Association, and

subject to compliances of all applicable laws and regulations, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which shall be deemed to include any committee which the Board may constitute for this purpose) to continue contract / agreement executed between the Company and M/s Surya Global Steel Tubes Limited, main terms of which are set out in the explanatory statement in regard to purchase of goods or materials and to provide guarantee or security deposit for performance of said Contract, as per the terms and conditions of the agreement.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in the best interest of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 88 & 94 and such other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and that of the listing agreement with the stock exchange(s) and in compliance with Securities and Exchange Board of India (SEBI) circular including any statutory modification(s) or re-enactment(s) thereof and subject to compliances of all applicable laws and regulations, consent of the members of the Company be and is hereby accorded by means of Special Resolution to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) to keep Register of Members with Company Registrar Mas Services Limited, T- 34, 2nd floor, Okhla Industrial Area, Phase – II, New Delhi -110020.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)

B. B. SINGAL

Dated : 30th May, 2014

V.P & COMPANY SECRETARY



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi – 110 008 or at Registered Office, not less than forty-eight hours before the commencement of this Annual General Meeting i.e. before **11.00 a.m. on 3rd September, 2014.**

2. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in the AGM Notice dated 30th May, 2014 may be transacted through e-voting facility to the members as on 11th July, 2014 (being the Record Date fixed for the purpose to exercise their rights to vote at the 41st Annual General Meeting (AGM) by electronic means through e-voting platform provided by Central Depository Services (India) Limited. The process of e-voting shall be as follows :

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME- SURYA ROSHNI LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID as given overleaf in the box.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> - 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. - 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Surya Roshni Limited to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.



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- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. 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 they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote

General Instructions:

- i) The voting period begins on Wednesday, 27th August, 2014 at 10.00 a.m. and ends on Friday, 29th August, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut off date (record date) of 11th July, 2014.
- iv) Members can also download the notice of the meeting at www.surya.co.in for exercising their e-voting rights.
- v) The Board of Directors has appointed SGS Associates (Company Secretaries Firm) 14, First floor, Rani Jhansi Road, New Delhi - 110015 as

Scrutinizer for conducting the e-voting and Postal Ballot process. The Pre-paid postage self addressed envelope attached to this notice bears the address to which duly completed Postal Ballot is to be sent.

- vi) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.
- vii) Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached Pre-paid postage self addressed envelope so as to reach the Scrutinizer not later than the close of working hours i.e 6.00 p.m. on 29th August, 2014.
- viii) The Scrutinizer will submit his final report as soon as possible after the last date of receipt for e-voting but not later than closing of the business hours on **3rd September, 2014**.
- ix) The Chairman of the meeting shall announce the result of e-voting at the Annual General Meeting to be held at Registered office of the company Prakash Nagar, Sankhol, Bahadurgarh (Haryana) at 11.00 A.M. on Friday the **5th September, 2014**.

However, in terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Postal Ballot Form attached with this AGM Notice in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer at Flat No. 911, Padma Tower-1, 5 Rajendra Place, New Delhi - 110008 on or before 29th August, 2014. Any Postal Ballot Form received after this date will be treated as if the reply from the members has not been received. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

Important Note :

As Surya Roshni Limited, being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 41st Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.

- 3. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 5 to 18 are annexed hereto.
- 4. The Register of Members and Share Transfer books of the Company will remain closed from **12.08.2014 to 14.08.2014 (both days inclusive)**.
- 5. Members are requested to forward their change of address notifications, Bank Account details



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including 9 digit MICR number appearing on the cheque pertaining to the respective bank account to facilitate distribution of dividend through Electronic Clearing Service (ECS) to the Company / Registrar and Transfer Agent – Mas Services Ltd., T-34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi – 110 020, in respect of Shares held in physical form and to their respective Depository Participants if the shares are held in electronic form.

6. Relevant documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection to the Members at the registered office of the Company during business hours on all working days upto the date of Annual General Meeting.
7. Pursuant to Section 205A of the Companies Act, 1956 (Section 125 of the Companies Act, 2013), dividend, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education & Protection Fund of the Central Govt.

Members who have not encashed their dividend warrant so far for the financial year ended 31st March, 2007, or any subsequent financial year(s), the details of which are available at the following link.

http://www.surya.co.in/pdf/Surya_Roshni_IJEPF_Report_as_on_27_9_2013.pdf

are requested to address their claim to the Vice President & Company Secretary, Surya Roshni Ltd., 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

8. Pursuant to Clause 5A of the Listing Agreement with the Stock Exchanges, unclaimed equity shares of 151 shareholders comprising 10944 equity shares had been transferred by credited to a demat Suspense Account title “ Surya Roshni Limited – Unclaimed Suspense Account ” with National Securities Depository Limited .

5 shareholders consisting of total 681 shares have claimed their shares during the Financial Year 2013-14 and the unclaimed balance of remaining 146 share holders in “Surya Roshni Limited – Unclaimed Suspense Account ” maintained with National Securities Depository Limited as on 31st December, 2014 is 10263 shares.

Members who have not claimed their shares to whom notices have been served in regard to unclaimed equity shares are requested to address their claim with supporting documents to Registrar & Transfer Agent - Mas Services Limited (Unit Surya Roshni Limited) T- 34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi – 110 020 or to the Company at 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

9. In compliance to Section 20 of the Companies Act, 2013 (Corresponding Section 53 of the

Companies Act, 1956) & Listing Agreement Clauses, Ministry of Corporate Affairs permits service of documents by electronic mode to members / shareholders. Members wish to avail this service register their e-mail address with the Company by sending a consent letter to VP & Company Secretary, Padma Tower – 1, 2nd floor, 5 Rajendra Place, New Delhi – 110008 / Registrar and Transfer Agent – Mas Services Limited, T-34, 2nd floor, Okhla Industrial Area, Phase – II, New Delhi - 110020.

10. Information provided as per Clause 49 IV(G)(i) of the Listing Agreement.

The following are the details of the directors seeking reappointment or recommended to be appointed as a Director:

Shri Raju Bista, aged about 28 years, Managing director of the Company having DIN - 01299297. He holds the directorship in Surya Global Steel Tubes Ltd., Surya Vijaynagar Steel & Power Limited, Surya Vijaynagar Cement Limited and Clitoria Vanijya Private Limited. He is a Graduate in Arts from Manipur. Through his managerial and planning skills Company achieved excellent growth both top line and bottom line. His commitment to insert Right Man on the Right Job bring fruitful results to the organization. His sincerity, dedication, visionary power and untiring efforts are the most valuable factors in the growth of the Company. Further he is not holding any shares of the Company.

Shri. K.K. Narula, aged about 75 years, has been the director of the Company (Director Identification No. (DIN) - 00098124) since, March, 2000. He is the Chairman of the Company's Audit Committee and member of the Committee of Directors, Remuneration and Shareholders / Investors' Grievance Committees. He hold directorship and membership of Audit Committee of Surya Global Steel Tubes Ltd. Shri Narula is a M.Com. from the University of Delhi and also a Certified Associate of Indian Institute of Bankers (CAIIB). He has a vast experience of over 50 years in the field of Banking and Finance . He retired as Chief General Manager from SBI Chandigarh (LHO) and is currently working as Banking and Management Consultant. Further he is not holding any shares of the Company.

Shri Ravinder Kumar Narang, aged about 75 years, has been a director of the Company (Director Identification No. (DIN) - 02318041) since June, 2009. He is also a member in Remuneration Committee of the company. He holds directorship in Surya Global Steel Tubes Limited He has done B.E (Mech) from University of Roorkee in the year 1961 and stood 2nd in the University. At present he is a Distinguished Fellow of The Energy and Resources (TERI) working in the area of

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Sustainable Development Outreach, Corporate Social Responsibility & Environment. Post Retirement he was full time director in Reliance Petroleum Limited followed by Advisor after the merger of Reliance Petroleum with Reliance Industries Ltd. He acted as an advisor of established groups for feasibility study and project development in the area of Coal Bed Methane, Refinery, Liquefied Natural Gas (LNG) terminal, development of marketing network. He was also the Chairman of Indian Oil Corporation Limited, Indo-Mobil Limited, Indian Oil Tanking and many other established corporates during his service tenure. He has a vast experience of over 51 years in the field of Operations, Project Development, Marketing Network and other functional areas. Further he is not holding any shares of the Company.

Shri Utpalkumar Anilkumar Mukhopadhyaya, aged about 70 years, has been a director of the Company (Director Identification No. (DIN) - 02766045) since 2011 and holds directorship in Borosil Glassworks Limited, Fintrue Technologies Private Limited, WPL Limited and Sun Risk Management and Insurance Broking Services Private Limited. Sh. U K Mukhopadhyaya was an M.D & CEO of Tata Housing development Company from April'05 to March'08. He is an Ex- IAS Officer with more than 35 years of experience in the Maharashtra Government, the Central Government and World Bank. He has formulated public policies in the departments of Transport, energy, Environment Tourism and Home. Sh U K Mukhopadhyaya had done Ph.D.(Economics) from University of Mumbai and M.Sc. (Geology) from University of Calcutta. He also attended the Post Graduate course in Development Economics at the University of Swansea, United Kingdom. Further he is not holding any shares of the Company.

Shri T S Bhattacharya, aged about 66 years, has been a director of the Company (Director Identification No. (DIN) - 00157305) since 2011. He holds directorship in Jindal Stainless Limited, IDFC Securities Limited, Amartex Industries Limited, Speciality Restaurants Limited, IDFC AMC Trustee Company Limited, IND Swift Laboratories Limited, Nandan Denim Limited and ESS DEE Aluminium Limited. Sh. T S Bhattacharya retired as a Managing Director from State Bank of India carried with him a vast experience of 41 years. He also worked with Saha Institute of Nuclear Physics, an affiliate of Tata Institute of Fundamental Research. Sh T S Bhattacharya is a Master of Science in Nuclear Physics and holds Post Graduate Diploma in Management Science from Jamnalal Bajaj Institute of Management, Mumbai. Further he is also holding Associateship of Indian Institute of Bankers. Further he is not holding

any shares of the Company.

Shri Sudhanshu Kumar Awasthi (Director Identification No. (DIN) - 02162923) aged about 69 years, has been appointed as an additional director of the Company on 30th May, 2014. He holds directorship in PNC Infratech Limited and Canara Robeco Asset Management Company Limited. Sh. S K Awasthi carried with him a vast experience of 49 years. Besides occupied key positions during his career, he was the General Manager of Punjab National Bank and also a Managing Director in PNB Capital services Limited. As a Senior most General Manager of PNB Core Management team he headed functions such as Human Resources, Information Technology, Credit, Treasury, Internal Audit, Priority Sector, Management Advisory Services. During his experience with the bank, he was closely involved with initiatives like Restructuring, Technology up-gradation, Public offering, Management of Debt insurance besides managing the business and growth issues on regular basis. Sh S K Awasthi was also a member of working groups set up by Indian Banks' Association, Reserve Bank of India including working groups on Cheque Transaction and e-Cheques constituted by Reserve Bank of India. His keen interest in people took him to many schools and institutions as a guest lecturer on variety of issues related to academic and current affairs. Sh. S K Awasthi has done P.G Diploma in Bank Management from National Pune Institute of Bank Management (NIBM). He is certified Associate of Indian Institute of Bankers Mumbai and has also done Post Graduation in Business Administration from Lucknow. Further he is not holding any shares of the Company.

Shri Surendra Singh Khurana (Director Identification No. (DIN) - 02126149) aged about 64 years, has been appointed as an additional director of the Company on 30th May, 2014. He holds directorship in National Aluminium Company Limited (a Navratna PSU under the Ministry of Mines) and Food Corporation of India. Sh. S. S. Khurana carried with him a blend of 38 years of strong Administrative, Corporate, Managerial and Technical experience in Indian Railways. Sh. Khurana served key positions of Indian Railway such as Chairman, Railway Board and Ex-officio Principal Secretary to the Government of India, Member staff, Chairman of IRCON International Limited, Chairman of Dedicated Freight Corporation of India Ltd. (DFCCIL), General Manager of Eastern Railway and East Coast Railway and many more during his worked experience. Sh. Khurana has done Bachelor of Engineering (Mech.) from Roorkee, Advance leadership Programme from Stern Business School, New York, U.S.A, Management



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Development programme from IIM- Ahmedabad and many more academic qualifications. He is a Fellow member of the Institute of Engineers, Life member of Institute of Rail Transport, Life Member of AIMA, Senior Member of IEEE/USA, Life member of the Institute of Railway Electrical Engineers (IREE) and member of Indian National Academy of Engineers (INAE). Sh. Surendra Singh Khurana was also awarded with Life Time Achievement Awards from Institution of Engineers, Distinguished Alumnus Award 2009 from IIT Roorkee and Eminent Engineers Award from IET/UK. Further he is not holding any shares of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 5

The Company has been sanctioned the Term Loan from Export-Import Bank of India, State Bank of Travancore, Punjab National Bank and working capital limits from consortium Banks i.e. State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank for its Steel and Lighting Divisions. The details are as under:

- Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- Term Loan of Rs 5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of Travancore (SBOT) to the Company.
- Term Loan of Rs. 2000 lac (Rupees Two thousand lac only) lent and advanced by Punjab National Bank to the Company.
- The Working Capital Limits of Rs. 91862 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	41562
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	7500
6	ICICI Bank Limited	6000
7	Standard Chartered Bank	4300
	TOTAL	91862

the financial assistance together with interest thereon at the respective agreed rates, interest tax,

compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited, Standard Chartered Bank and Export – Import Bank of India under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans have to be secured by a joint mortgage of all the immovable and movable properties of the Company, present and future.

Section 180(1)(a) of the Companies Act, 2013 (Corresponding Section 293(1)(a) of Companies Act, 1956) provides inter alia that the Board of Directors of a Public Company shall not, without the consent of shareholders of such Public Company in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. Since the mortgage by the Company of its immovable and movable properties as aforesaid in favour of the Lenders may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 (Corresponding Section 293(1)(a) of Companies Act, 1956), before creation of the said mortgage/charge.

Copy of the Loan Agreement(s) executed between the Company and Lenders and copies of the relevant documents / correspondence between the said Lenders and the Company are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of meeting.

None of the Directors except Sh. Dev Dutt Das (in the capacity as an IDBI Nominee Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 6

The members of the Company vide the Ordinary Resolution passed at the Thirty seventh Annual General Meeting of the Company held on 24th September, 2010 have accorded their consent to the Board for borrowing up to the extent of Rs. 2000 Crore (Rupees Two thousand Crore).

However, in the recent past Companies Act, 2013 has been enforced. Various new sections and provisions are applicable on the company in lieu of old sections under Companies Act, 1956. Section 180(1)(c) of the Companies Act, 2013 is one such section which is enforced on 12th September, 2013 which deals with the provisions of borrowing