

SURYA

SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)

Corporate Identity Number (CIN) – L31501HR1973PLC007543

Phone: +91-1276- 241540 Fax No. +91-1276-241886

Website: www.surya.co.in, Email id: investorgrievances@sroshni.com

NOTICE

Notice is hereby given that the Forty fifth (45th) Annual General Meeting of the members of **SURYA ROSHNI LIMITED** will be held on **Friday, the 28th September, 2018 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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Raju Bista (Director Identification No. – 01299297) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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) 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 Limited and / or Punjab National Bank, acting for itself and as an agent of Banks / Financial Institutions to secure:

- a) Term Loan of ₹ 2500 Lakh (Rupees Two thousand five hundred Lakh only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- b) Term Loan of ₹ 6500 Lakh (Rupees Six thousand five hundred Lakh only) lent and advanced by HDFC Bank Limited (HDFC) to the Company.
- c) Term Loan of ₹ 4900 Lakh (Rupees Four thousand nine hundred Lakh only) lent and advanced by HDFC Bank Limited (HDFC) to the Company for setting up of 3LPE coating unit at Anjar Kutch
- d) Existing term loan(s) of ₹ 30,000 Lakh (Rupees thirty thousand Lakh only) lent and advanced by State Bank of India (SBI), Export-Import Bank of India (EXIM) and Canara Bank has been sanctioned to the Company which were secured by way of charge on Company's entire immovable and movable properties both

present and future held prior to merger with erstwhile Surya Global Steel Tubes Limited (e-SGSTL) The details are as under:

(₹ in Lakh)		
S. No.	Existing Term Loans from Banks	Sanctioned Amount
1	State Bank of India	6,000
2	State Bank of India	2,500
3	State Bank of India	5,000
4	State Bank of India	3,000
5	State Bank of India	5,000
6	Export -Import Bank of India	3,000
7	Export -Import Bank of India	3,000
8	Canara Bank	2,500
Total		30,000

- e) Existing term loan(s) of ₹ 5000 Lakh (Rupees five thousand Lakh only) lent and advanced by State Bank of India (SBI) and DCB Bank Limited (DCB) has been sanctioned to the erstwhile Surya Global Steel Tubes Limited (e-SGSTL) which were secured by way of charge on its entire immovable and movable properties both present and future held prior to merger with the Company. The details are as under:

(₹ in Lakh)		
S. No.	Existing Term Loans from Banks	Sanctioned Amount
1	State Bank of India	2,500
2	DCB Bank Limited	2,500
TOTAL		5,000

- f) The Working Capital Limits including CEL Limits for forward cover of ₹ 195832 Lakh, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda and DCB Bank Limited to the Company. The details are as under;

S. No.		Consortium Banks	(₹ in Lakh)
1		State Bank of India	79466
2		Punjab National Bank	38266
3		IDBI Bank Ltd.	9300
4		Canara Bank	22000
5		HDFC Bank Limited	23100
6		Bank of Baroda	18800
7		DCB Bank Limited	4900
Total			195832

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, IDBI Bank Ltd., Canara Bank, HDFC Bank Limited, Bank of Baroda, DCB Bank Limited 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."

5. 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 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 and as recommended by Nomination and Remuneration Committee (NRC), approval of the members of the Company be and is hereby accorded to increase the remuneration paid to Shri Jai Prakash Agarwal, Executive Chairman of the Company, having Director Identification No. (DIN – 00041119) by paying in addition to Salary, 1.5% commission of the Profit before tax (PBT) of the financial year derived on the basis of Audited Financial Statements of the Company for the concerned financial year 2017-18 and onwards for the rest of his tenure, as set out in the Supplementary Agreement executed on 20th March, 2018 between the Company and Shri Jai Prakash Agarwal, and as set out in the explanatory statement, with authority to the Board of Directors of the Company to alter and /or vary the remuneration 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 Jai Prakash Agarwal 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 Jai Prakash Agarwal 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."

6. 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 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 and as recommended by Nomination and Remuneration Committee (NRC), approval of the members of the Company be and is hereby accorded to increase the remuneration paid to Shri Raju Bista having Director Identification No. (DIN – 01299297) as the Managing Director of the Company by paying in addition to Salary, 1% commission of the Profit before tax (PBT) of the financial year derived on the basis of Audited Financial Statements of the Company for the concerned financial year 2017-18 and onwards for the rest of his tenure, as set out in the Supplementary Agreement executed on 20th March, 2018 between the Company and Shri Raju Bista, and as set out in the explanatory statement, with authority to the Board of Directors of the Company to alter and /or vary the remuneration 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."

7. 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 its cost records for the financial year ending 31st March, 2019 be paid a remuneration of ₹ 4,75,000 (Rupees Four 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."

8. 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, 161 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 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations), approval of the members of the Company be and is hereby accorded to appoint Sh. Sunil Sikka having Director Identification No. (DIN) – 08063385 as an Independent Director for a period of five years from 28th September, 2018 to 27th September, 2023.

RESOLVED FURTHER THAT Sh. Sunil Sikka 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."

9. 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 152, 160, 161 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 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations, approval of the members of the Company be and is hereby accorded to appoint Shri Vinay Surya having Director Identification No. (DIN) – 00515803 as Director of the Company liable to retire by rotation."

10. 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 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 appointment of, including remuneration, perquisites, benefits and amenities payable to Shri Vinay Surya having Director Identification No. (DIN) – 00515803 as the Whole-time Director of the Company for a period of five years commencing from 18th May, 2018 to 17th May, 2023, as set out in the Agreement executed between the Company and Shri Vinay Surya, the main terms of which are set out in the explanatory statement, 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 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 Vinay Surya 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 Vinay Surya 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."

11. 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 180(1)(c) of the Companies Act, 2013 by the members of the Company in their meeting held on 5th September, 2014, in relation to the exercise of borrowing power, consent of the Company be and is hereby accorded, under the said provisions 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 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 ₹ 3000 Crore (Rupees Three 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."

12. 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded for approval of SRL Employee Stock Option Scheme – 2018 ("scheme") through Trust Route and the Board to create, grant, offer, issue and allot under the scheme, in one or more tranches, a maximum of 8,00,000 (Eight Lakh) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 8,00,000 (Eight Lakh) equity shares of face value ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company in a manner, during such period in one or more tranches and on such other terms and conditions as to be decided in accordance with the extant regulations or other provisions of the law as may be prevailing at the relevant time".

RESOLVED THAT subject to the applicable laws, consent of the member(s) of the Company be and is hereby accorded to the Board of Directors including the Nomination and Remuneration Committee (NRC) to implement the Scheme through trust namely **Surya Roshni Limited Employees Welfare Trust**.

RESOLVED FURTHER THAT in compliance with section 62 (1)(b) and applicable provisions of the Companies Act, 2013 and other applicable laws including but not

limited to Indian Trust Act, 1882, the Board including any committee thereof be is hereby authorized to allot the fresh Equity Shares upto **8,00,000 (Eight Lakh)** of ₹ 10/- each of the company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to **"Surya Roshni Limited Employees Welfare Trust"** for the purpose of implementation of the scheme which will subsequently be transferred to the Employees as and when options are exercised.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT Nomination and Remuneration Committee ('Committee') be and is hereby designated as compensation Committee pursuant to SEBI Regulations for administration and superintendence of the scheme.

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the scheme not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the scheme on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it

may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this 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 applicable provisions, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholder of the Company be and is hereby accorded for secondary acquisition of shares for implementation of SRL Employee stock option Scheme upto the fullest extent of limits prescribed hereunder and those under the SEBI SBEB Regulations as may be decided solely by the Board under the Plan, exercisable into not more than 8,00,000 (Eight Lakh) fully paid-up equity shares in the Company in aggregate of face value of ₹ 10/- (Rupees Ten) each, through **Surya Roshni Limited Employees Welfare Trust** ("Trust") to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board subject however that secondary acquisition by the trust in any financial year shall not exceed two percent of the paid-up capital as at the end of the respective previous financial year, more particularly in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

14. 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 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the **Surya Roshni Limited Employees Welfare Trust** (hereinafter referred to as "Trust") set-up or to be set up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under "SRL Employee Stock Option Scheme – 2018" ("Scheme") or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as "Employee Benefit Plan(s)") from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted

under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the scheme and/or Employee Benefit Plans, as the case may be, subject to exercise price being paid by the employees on exercise of Employee Stock Options under the respective Employee Benefit Plan.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

15. 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 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 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations,

2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, members of the Company be and is hereby accorded their assent to continue Sh. Ravinder Kumar Narang having Director Identification No. (DIN) – 02318041 as Non-executive; Independent Director on or after 1st April, 2019 even on attaining the age of 75 years for the remaining term of his Independent Director.

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 a **Special 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 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, members of the Company be and is hereby accorded their assent to continue Sh. Krishan Kumar Narula having Director Identification No. (DIN) – 00098124 as Non-executive; independent Director on or after 1st April, 2019 even on attaining the age of 75 years for the remaining term of his Independent Director.

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 an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152, 160, 161 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 read with SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 referred to as the Listing Regulations, approval of the members of the Company be and is hereby accorded to appoint Shri Kaustubh Narsinh Karmarkar having Director Identification No. (DIN) – 00288642 as Director of the Company liable to retire by rotation."

18. 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 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 appointment of, including remuneration, perquisites, benefits and amenities payable to Shri Kaustubh Narsinh Karmarkar having Director Identification No. (DIN – 00288642) as the Whole-time Director of the Company for a period of five years commencing from 10th August, 2018 to 09th August, 2023, as set out in the Agreement executed / to be executed between the Company and Shri Kaustubh Narsinh Karmarkar, the main terms of which are set out in the explanatory statement, 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 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 Kaustubh Narsinh Karmarkar 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 Kaustubh Narsinh Karmarkar 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."

19. 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 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such terms, conditions, amendments or modifications if any, as

may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the Company with the Articles of Association as submitted to this meeting which are in conformity with the provisions of Companies Act 2013, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Registered Office:
Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: 10th August, 2018

B. B. SINGAL
SR. V.P & COMPANY SECRETARY

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.**

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.

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 26th September, 2018**. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

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), as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is providing its members facility to exercise their right to vote on the Items of Business given in the AGM Notice dated 10th August, 2018 proposed to be passed in the**

Annual General Meeting ("meeting") of the Company scheduled to be held on Friday, 28th September, 2018 at the Registered office of the Company Prakash Nagar Sankhol, Bahadurgarh -124507 (Haryana). The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting). The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting platform to members. The process of remote e-voting shall be as follows :

- (A) **In case of members receiving e-mail (For those members whose e-mail addresses are registered with the Company)**
- i) Open email and open attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "USER ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - ii) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used. If you forget your password, you can reset your password by using "Forgot

- User Details / Password ?" or "Physical User Reset Password ?" option available on www.evoting.nsdl.com or contact NSDL at toll free No. 1800-222-990
- iii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>
 - iv) Click on "Shareholders – Login
 - v) Put User ID and Password as initial password noted in step (i) above. Click Login.
 - vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note New Password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) Home page of remote e-voting opens. Click on remote e-voting Active Voting Cycles.
 - viii) Select "EVEN" (e-voting event number) of "Surya Roshni Limited".
 - ix) Now, you are ready for remote e-voting as Cast Vote page opens.
 - x) 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 "CONFIRM", else to change your vote, click on "BACK" and accordingly modify your vote.
 - xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) You can also take out print of the voting done by you by clicking on "click here to print" option on the voting page.
 - xiv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the Board Resolution /Authority Letter / Power of Attorney (POA) etc. together with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sgsdel@gmail.com with a copy marked to evoting@nsdl.co.in

(B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs

are not registered with the Company / depository participant(s) or requesting physical copy).

- a) Initial Password is provided in the box
- b) Please follow all steps from sl. no. (ii) to sl. no. (xiv) above to cast vote.

General Instructions:

- a) The remote e-voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m (IST) and ends on Thursday, 27th September, 2018 at 5.00 p.m (IST). 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 21st September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) A person, whose name appears in the register of Members / Beneficial owners as on cut-off date i.e 21st September, 2018, only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- c) Any person who becomes members of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company Registrar - MAS Services Limited at info@masserv.com. If the member is already registered with NSDL than he can use his/her existing user ID and password to cast the vote through remote e-voting.
- d) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- e) 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 of 21st September, 2018,
- f) Members can also download the notice of the meeting at www.surya.co.in for exercising their e-voting rights.
- g) Members who have cast their vote through remote e-voting prior to the meeting may attend the meeting but shall not be allowed to cast their vote again.
- h) The Board of Directors has appointed SGS Associates (Company Secretaries Firm) 14,

First floor, Rani Jhansi Road, New Delhi – 110055 as Scrutinizer for conducting the e-voting process .

- i) At the end of the Annual General Meeting voting exercise, Scrutinizer will download the entire voting data using its scrutinizer login.
- j) The Scrutinizer will submit his final report after the conclusion of voting at the Annual General Meeting but not later than closing of the business hours on 29th September, 2018.
- k) The Chairman of the meeting shall announce the result of voting on the resolutions taken up at the 45th Annual General Meeting on or after submission of final report by the Scrutinizer.

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 Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 45th Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.

3. A statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 4 to 19 are annexed hereto.
4. The Register of Members and Share Transfer books of the Company will remain closed from **11.09.2018 to 14.09.2018 (both days inclusive)**.
5. Members are requested to forward their change of address notifications, Bank Account details

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 Statement are open for inspection to the Members at the registered office of the Company during business hours on all working days up to the date of Annual General Meeting.
7. Pursuant to the provisions of Section 124(5) and (6) of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) vide notification dated February 28, 2017 and 16th October, 2017 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2017 ('IEPF Rules') and inter-alia specified the manner for transfer of Unclaimed Dividend along with the shares, in respect of which dividend is unpaid or unclaimed for a period of seven years, to Investor Education and Protection Fund (IEPF) established by the Central Government. During the year, the Company has transferred 1,49,513 equity shares to IEPF Suspense Account as tabulated below in respect of which dividend stands unclaimed for a continuous period of seven years starting from F.Y - 2008-09 onwards.

Disclosure with respect to transfer of shares to IEPF suspense account as per the provisions of section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Year	Total No. of Shareholders at the beginning of the year	Outstanding Shares in IEPF demat suspense account at the beginning of the year	Total No. of Shareholders whose shares are transferred to IEPF demat suspense account during the year	Total No. of Shares transferred to IEPF suspense account during the year	Total No. of Shareholders who approached the company for transfer of shares from IEPF suspense account during the year	No. of Shares Transferred from IEPF Suspense Account during the year	Outstanding Shares in demat suspense account lying at the end of the year.	Voting Rights Frozen
2008-09	Nil	Nil	1187	132101	2	Nil	132101	Yes
2009-10	Nil	Nil	142	17412	1	Nil	17412	Yes
Total	Nil	Nil	1329	149513	3	Nil	149513	