

**SURYA INDIA LIMITED**

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

**Tel:** +91 11 45204115/18; **Fax:** +91 11 28898016; **Email:** [cs@haldiram.com](mailto:cs@haldiram.com),

**CIN-** L74899DL1985PLC019991; **Website:** [www.suryaindialtd.com](http://www.suryaindialtd.com)

**NOTICE**

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

**ORDINARY BUSINESS:**

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

**SPECIAL BUSINESS:**

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

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

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

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

  
**Jitesh Grover**

**(Company Secretary)**

**M. No. : F7542**

**Date: 31<sup>st</sup> August, 2015**

**Place: New Delhi**

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

## NOTES:

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

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

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

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

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


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

**Important Communication to Members**

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

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

**Date: 31<sup>st</sup> August, 2015  
Place: New Delhi**

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

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

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

**ITEM NO. 5**

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

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

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

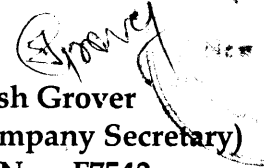
Mr. Manohar Lal Agarwal, Mrs. Preeti Agarwal and Mrs. Priyanka Agarwal are interested in the resolution. Their relatives may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.

## **SURYA INDIA LIMITED**

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

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

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



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

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

**Date: 31<sup>st</sup> August, 2015  
Place: New Delhi**