



SURYA ROSHNI LIMITED

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

Notice is hereby given that the following additional special business is to be transacted in addition to the matters specified at Item No. 1 to 8 in the notice dated 28th May, 2010 of Annual General Meeting of the members of Surya Roshni Limited to be held on Friday, the 24th September, 2010 at 11.00 A.M., at the Registered office of the Company at Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana) :

SPECIAL BUSINESS

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

“RESOLVED THAT in supersession of the resolution passed by the members of the Company in their meeting held on 27th September, 1996, in relation to the exercise of borrowing power, consent of the Company be and is hereby accorded, under the provisions of section 293(1)(d) and Articles of the Company and all other applicable provisions, if any, of the Companies Act, 1956 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 monies to be borrowed together with the monies 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.”

**By order of the Board
for Surya Roshni Ltd.**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 9th August, 2010

B. B. SINGAL
AVP & COMPANY SECRETARY

NOTES

1. MEMBERS ARE HEREBY INFORMED THAT ORIGINAL NOTICE DATED 28th MAY, 2010 ISSUED UNDER THE AUTHORITY OF THE BOARD OF DIRECTORS CONTAINS 6 ORDINARY BUSINESS AND 2 SPECIAL BUSINESS . AS BOARD RECOMMENDS TO RAISE THE BORROWING LIMIT OF THE COMPANY FROM THE PRESENT Rs. 1000 CRORE TO Rs. 2000 CRORE IN ITS MEETING HELD ON 9TH AUGUST, 2010. ADDITIONAL NOTICE HAS BEEN ISSUED TO MEMBERS TO TRANSACT 1 MORE SPECIAL BUSINESS IN CONTINUATION OF ORIGINAL BUSINESS ITEM NO. 8 TO APPROVE & RAISE THE BORROWING LIMIT OF THE COMPANY IN SUPERSESSION OF EARLIER RESOLUTION PASSED BY THE MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 1996 u/s 293(1)(d) OF THE COMPANIES ACT, 1956 FROM THE PRESENT Rs. 1000 CRORE TO Rs. 2000 CRORE.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Additional item no. 9 is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 9

In the recent past company has widened its range of activities and implementing various projects. In order to meet the future increased requirements of funds , which may arise on account of enlargement of area of operation and further expansion and diversification programmes, it may be necessary to raise further loans from financial institutions, banks and others. Thus the Company proposes to increase the borrowing limits, as stated in the resolution.

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors cannot, except, with the consent of the company in general meeting , borrow monies , apart from temporary loans obtained from the company's bankers in the ordinary course of business , in excess of the aggregate of its paid – up Share Capital and Free Reserves viz. reserves not set aside for any specific purposes.

The members of the Company vide the Ordinary Resolution passed at the Twenty Third Annual General Meeting of the Company held on 27th September, 1996 have accorded their consent to the Board for borrowing up to the extent of Rs. 1000 Crore (Rupees One thousand Crore). Thus, with a view to meet its increased financial requirements, it is proposed to increase the borrowing limit from the present limit of Rs. 1000 Crore (Rupees One thousand Crore) to Rs. 2000 Crore (Rupees Two thousand Crore only).

With a view to have flexibility, such funds as above would be used for expansion , acquisition, modernization, normal capital expenditure, general corporate purposes and working capital requirements and such other purpose permitted under respective regulations, during the course of the business of the Company.

The Board of Directors recommends the resolution set out in item No. 9 for the approval of the shareholders.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution.

**By order of the Board
for Surya Roshni Ltd.**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 9th August, 2010

**B. B. SINGAL
AVP & COMPANY SECRETARY**