



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008

Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560

E-mail : cs@surya.in Website : www.surya.co.in

SRL/17-18/ 44

December 01, 2017

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th Floor,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code : 500336

The Manager (Listing Department)
The National stock Exchange of India Ltd
Exchange Plaza, 5th floor, Plot No. C/1,
G Bpock, Bandra Kurla Complex
Bandar (E)
Mumbai – 400 051
NSE Symbol : SURYAROSNI

SUBJECT : 44th ANNUAL GENERAL MEETING NOTICE

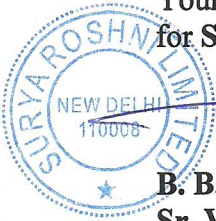
Dear Sir,

Pursuant to Regulation 30 read with Para A (12) of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as the Listing Regulations with the Stock Exchange, please find enclosed herewith, soft copy of the 44th Annual General Meeting Notice of our company.

Kindly take the same in your records.

Thanking you,

Yours faithfully,
for SURYA ROSHNI LIMITED



B. B. SINGAL
Sr. VP & COMPANY SECRETARY

Enclosed : as above.



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

N O T I C E

Notice is hereby given that the Forty fourth (44th) Annual General Meeting of the members of **SURYA ROSHNI LIMITED** will be held on Friday, the **29th December, 2017 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. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon
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 appoint the Statutory Auditors and to fix their remuneration and pass the following resolution as an Ordinary Resolution:--

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, M/s Ashok Kumar Goyal & Company, Chartered Accountants, being eligible, having registration number 002777N from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received be and are hereby appointed as Statutory Auditors of the Company for a consecutive period of 5 years and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting 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) 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 an agent of Banks / Financial Institutions to secure:

- a) Term Loan of Rs.5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of India (SBI) to the Company.
- b) Term Loan of Rs.2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by Export-Import Bank of India (EXIM) to the Company.
- c) The Working Capital Limits including CEL Limits for forward cover of Rs. 136107 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India (includes erstwhile State Bank of Patiala and State Bank of Travancore), Punjab National Bank, IDBI Bank Ltd., Canara Bank and HDFC Bank Limited to the Company. The details are as under;

S. No.	Consortium Banks	(₹ In Lac)
1	State Bank of India *	66665
2	Punjab National Bank	20754
3	IDBI Bank Ltd.	9588
4	Canara Bank	22000
5	HDFC Bank Limited	17100
	TOTAL	136107

- It includes erstwhile State Bank of Patiala and State bank of Travancore Working Capital Limits of Rs. 10200 lacs and 11500 lacs respectively on account of merger with State Bank of India.

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 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 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 Jai Prakash Agarwal having Director Identification No. (DIN-00041119) as the Whole-time Director of the Company for a period of five years commencing from 1st January, 2017 to 31st December, 2021, as set out in the Agreement executed between the Company and Shri Jai Prakash Agarwal, 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 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.”

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 increase the remuneration paid to Shri Jai Prakash Agarwal having Director Identification No. (DIN – 00041119) as the Whole-time Director and Executive Chairman of the Company, w. e. f 01-07-2017 for the rest of his tenure, as set out in the Supplementary Agreement executed on 16th August, 2017 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.”

8. 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, 2018 be paid a remuneration of Rs. 3,50,000 (Rupees Three lakh fifty thousand only)."

"RESOLVED FURTHER THAT the Board be and are 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."

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 Smt Urmil Agarwal having Director Identification No. (DIN) – 00053809 as Woman Director of the Company liable to retire by rotation.

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 pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being in force), applicable Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, 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 for appointment of Sh. Vinay Surya a related party to hold office or place of profit in the company.

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 of the Company be and are hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party."

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being in force), applicable Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, 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 for ratification of transactions entered with related Party's including appointment to office or place of profit in the associate company (Surya Global steel Tubes Limited) during the financial year 2016-2017 in ordinary course of business and on arm's length basis (other than under contract(s) already approved by members of the company), as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party."

By order of the Board

Registered Office: B. B. SINGAL
Prakash Nagar, Sankhol, SR. V.P &
Bahadurgarh – 124 507 (Haryana) COMPANY SECRETARY
Dated : 29th November, 2017 Membership No. A-10781

**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 27th December, 2017. 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 29th November, 2017 proposed to be passed in the Annual General Meeting (“meeting”) of the Company scheduled to be held on Friday, 29th December, 2017 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 tying 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, 26th December, 2017 at 9.00 a.m (IST) and ends on Thursday, 28th December, 2017 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 22nd December, 2017, 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 22nd December, 2017, 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 22nd December, 2017, 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 22nd December, 2017,
- 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 – 110015 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 30th December, 2017.
- k) The Chairman of the meeting shall announce the result of voting on the resolutions taken up at the 44th 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 44th 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. 5 to 11 are annexed hereto.
- 4. The Register of Members and Share Transfer books of the Company will remain closed from **12.12.2017 to 15.12.2017 (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. The Company shall initiate transfer of shares to IEPF Suspense Account in respect of which dividend stands unclaimed for a continuous period of seven years starting from F.Y - 2008-09. The Company has uploaded full details of such shareholders and shares due for transfer to IEPF Suspense Account on its website www.surya.co.in. Any future dividend / benefits, if any, in respect of shares so transferred shall also be credited to the IEPF Fund. After the shares are transferred to the IEPF Suspense Account, the claimant can claim those shares in accordance with the procedure and on submission of necessary forms and documents to the IEPF Authority.

8. Pursuant to 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 en-cashed their dividend warrant so far for the financial year ended 31st March, 2010, or any subsequent financial year(s), the details of which are available at the following link. <http://www.surya.co.in/wp-content/uploads/2016/03/SRL-IEPF-2.pdf> are requested to address their claim to the Sr. Vice President & Company Secretary, Surya Roshni Ltd., 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

9. Pursuant to Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, unclaimed equity shares of 146 shareholders comprising 10263 equity shares lying in the escrow account titled "Surya Roshni Limited – Unclaimed Suspense Account" maintained with National Securities Depository Limited as on 31st March, 2017. No shareholders whose shares are lying in the above mentioned escrow account have claimed their shares during the Financial Year 2016-17.

Members who have not claimed their shares lying in Unclaimed Suspense Account 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.

10. In compliance to Section 20 of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, 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 Sr. V.P & 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.

11. Information provided as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015 referred to as the "Listing Regulations"

The following is the detail of the director seeking appointment / re-appointment as Director

Shri Raju Bista , aged about 31 years, is the Managing director of the Company having DIN - 01299297. He holds the directorship in Surya Global Steel Tubes Ltd. He is a Graduate in Arts from Manipur and has done executive Master Programme in Business Administration in Marketing Management from National Institute of Business Management. 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. He has not having any inter-se relationship between other Directors of the Company. Further he is not holding any shares of the Company.

Shri Jai Prakash Agarwal, aged about 66 years, has been the Promoter and Executive Chairman (DIN – 00041119) of the Company since beginning. He holds directorship in Surya Global Steel Tubes Limited. Sh. Jai Prakash Agarwal has done his B.Com from University of Calcutta. He is an Industrialist by occupation. It is his managerial skills that transform a small steel unit into a Conglomerate that recognized today as one of the top Steel Pipes & Strips and Lighting & Consumer Durables Company of India. He does not hold directorship in any other listed Company. He is not having any inter-se relationship between other Directors of the Company except Smt Urmil Agarwal. Further, he holds 18,39,416 equity shares in the Company.

Smt. Urmil Agarwal aged about 63 years, is the additional director of the Company having DIN



-00053809. She is closely associated with the business of the company and has been assisting her husband Shri Jai Prakash Agarwal (Executive Chairman) for the past 38 years. She does not hold any other directorship. She is not having any inter-se relationship between other Directors of the Company except Shri Jai Prakash Agarwal (Executive Chairman of the Company). Further, she holds 2,10,431 equity shares in 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 State Bank of India and working capital limits from consortium Banks i.e. State Bank of India , Punjab National Bank IDBI Bank Ltd., Canara Bank and HDFC Bank Limited for its Steel and Lighting Divisions. The details are as under:

- Term Loan of Rs 5000 lac (Rupees Five thousand lac only) lent and advanced by State Bank of India (SBI) to the Company.
- Term Loan of Rs 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by Export – Import Bank of India (EXIM) to the Company.
- The Working Capital Limits including CEL Limits for forward cover of Rs. 136107 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, (includes erstwhile State Bank of Patiala and State Bank of Travancore), Punjab National Bank, IDBI Bank Ltd., Canara Bank and HDFC Bank Limited to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India *	66665
2	Punjab National Bank	20754
3	IDBI Bank Ltd.	9588
4	Canara Bank	22000
5	HDFC Bank Limited	17100
	TOTAL	136107

- It includes erstwhile State Bank of Patiala and State bank of Travancore Working Capital Limits of Rs. 10200 lacs and 11500 lacs respectively on account of merger with State Bank of India

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, IDBI Bank Ltd. , Canara Bank, HDFC 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 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 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, 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. Rajeev Kumar Sinha (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 & 7

The Shareholders of the Company at the Annual General Meeting held on 28.09.2012 had approved the appointment of Shri Jai Prakash Agarwal as Whole-time Director of the Company for a period of 5 years from 1st January, 2012 to 31st December, 2016.

The Shareholders are aware that Shri Jai Prakash Agarwal, assumed the office of Whole-time Director of the Company, the Company has made all-round progress. The Company rather owes its present stature and position to his guidance and foresight. His unshakable determination along with a vast experience has helped the Company scale new heights year after the other. Under the management control and guidance Shri Jai Prakash Agarwal, Whole-time Director, the Company has consistently maintained growth in sales and profitability.

The Board of Directors of the Company, in their meeting held on 6th December, 2016 approved the re-appointment



of Shri Jai Prakash Agarwal, as Whole-time Director for a period of five years w.e.f. 1st January, 2017 to 31st December, 2021 as set out in the Agreement executed on 11th February, 2017 between the Company and Shri Jai Prakash Agarwal and seeing the vast duties and responsibilities to be performed by Executive Chairman, and after taking into account the Industry Standard's remuneration paid to Whole-time Director(s) and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 11th August, 2017 increase the remuneration paid to Shri Jai Prakash Agarwal having DIN -00041119 as Whole-time Director (Executive Chairman) of the Company w.e.f. 01-07-2017 for the rest of his tenure of services, as set out in the Supplementary Agreement executed on 16th August, 2017 between the Company and Shri Jai Prakash Agarwal subject to the approval of the Members, and other concerned authority, if necessary at the following terms :

SALARY : Rs.30 lac per month w.e.f 1st July, 2017 (Previous Rs. 25 lac per month upto 30.06.2017).

PERQUISITES : Perquisites will be allowed in addition to salary. For this purpose unless the context otherwise requires, perquisites are classified into three categories: Parts A, B and C and the ceiling shall apply only to Part-A.

PART-A

1. Medical Reimbursement : Expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary in a period of three years.
2. Leave Travel Concession : For self and family once in a year incurred with the rules specified by the Company.
3. Club Fees : Fees of clubs subject to a maximum of two clubs. Admission and life membership fees shall not be allowed.
4. Personal Accident Insurance : Premium not to exceed Rs.4000/-per month.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in Paragraph I of Section IV of part II of Schedule V of the Companies Act, 2013.

- 1) Gratuity payable shall not exceed a half months's salary for each completed year of service.
- 2) Encashment of leave at the end of the tenure.

PART-C

The Company shall provide a car with driver and telephone facility at the residence of the Chairman.

Provision of car with driver for use of Company's business and telephone facility at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on the Whole-Time Director (Executive Chairman).

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (1) of section 197 of the Companies Act, 2013.

If the Company has no profits or the profits are inadequate in any financial year during the terms of his office as the Whole-time Director, Sh. Jai Prakash Agarwal will be entitled to receive the above remuneration and perquisites as minimum remuneration, provided that the total remuneration, of salary, perquisites and any other allowances shall not exceed the ceiling as provided in section II of the Part II of Schedule V of the Companies Act, 2013 or such other amount and perquisites as/is may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

The Board of Directors recommends the resolution(s) as set out in item No.6 & 7 for the approval of the shareholders as an Ordinary Resolution.

Copy of the Agreement dated 11th February, 2017 and supplementary Agreement dated 16th August, 2017 executed between the Company and Shri Jai Prakash Agarwal along with other relevant documents related to his appointment as Whole-time Director 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. Jai Prakash Agarwal and Smt. Urmil Agarwal (whose interest is only to the extent of appointment as Whole-time Director and their respective shareholding), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee in their meeting held on 30th May, 2017 approved the appointment of M/s R J Goel & Company (a Cost auditor firm) as Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of Rs. 3,50,000/-.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and



Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 8 of the Notice for ratification of the remuneration payable to M/s R J Goel & Company (a Cost auditor firm) for the financial year ending March 31, 2018.

The Board of Directors recommends the resolution set out in item No.8 for the approval of the shareholders as an Ordinary Resolution.

Copy of the resolution(s) and relevant documents (if any) are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of the meeting.

None of the Directors, Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 9

The Board of Directors of the company has appointed pursuant to the provisions of Section 161(1) and second proviso to Section 149(1) of the Companies Act, 2013 and further in Compliance to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations and SEBI Circular and the Articles of Association of the Company Smt Urmil Agarwal (having DIN – 00053809) as an Additional Woman Director of the Company with effect from 19th December, 2016. In terms of the provisions of Section 161(1) of the Act, Smt. Urmil Agarwal holds office only up to the date of ensuing Annual General Meeting of the Company.

Pursuant to Section 152 and 160 of the Companies Act, 2013, and the Articles of Association of the Company and all other relevant provisions and that of listing regulations, Board of Directors of the Company proposed the name of Smt. Urmil Agarwal as Director of the Company liable to retire by rotation.

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

Copy of the resolution(s) and relevant documents (if any) are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of the meeting.

None of the Directors except Shri Jai Prakash Agarwal and Smt Urmil Agarwal (whose interest are only to the extent of appointment as a Director and their respective shareholding), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 10

Pursuant to the provisions of Section 188 and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations with the Stock exchanges, consent of the members of the company be and is hereby accorded for appointment of Sh. Vinay Surya (Son of Shri Jai Prakash Agarwal - Promoter & Executive Chairman) to hold office or place of profit in the Company. Sh. Vinay Surya, aged about 44 years is an M.B.A from Swinburn University, Australia. He has an experience of over 20 years in export and finance with hands on knowledge of all Commercial, Marketing, Financial and Operational fields.

As per Rule 15(3)(b) of The Companies (Meeting of Board and its Powers) Rules, 2014 for appointment to any office or place of profit of related party in the company at a monthly remuneration exceeding two and a half lakh rupees per month, prior approval of the members are required. As remuneration of Rs. 6,00,000 per month is proposed to be paid to Sh. Vinay Surya, which exceeds the limit as specified in the Rules, prior assent of the members are required to approve the appointment on remuneration as proposed and authorized the Board of Directors of the Company 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 from time to time.

Members are hereby informed that as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as per Section 188 of the Companies Act, 2013, no member of the company shall vote on this resolution if such member is a related party.

The Board of Directors recommends the resolution set out in item No. 10 for the approval of the shareholders as an Ordinary Resolution. Copy of the relevant documents (if any) are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of meeting.

The Nature of concern or interest financial or otherwise pursuant to the provisions of sub-section 1 of section 102 of the Companies Act, 2013.

None of the Directors except Shri Jai Prakash Agarwal and Smt. Urmil Agarwal and their relative(s) (whose interest are only to the extent of his appointment and its shareholding), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 11

During the year ended 31st March, 2017, the company has entered into the following transactions as tabulated



below with related parties (except transactions entered pursuant to specific contracts / agreements executed and duly approved by the shareholders) including appointment to office or place of profit in the associate company (M/s Surya Global Steel Tubes Limited) which are covered under Section 188 of the Companies Act, 2013.

(Amount in Rs.)

Nature of Transactions	March 31, 2017
Sale of Raw Material	10,33,39,336
Sale of Property and Equipment's	57,74,340
Sale of Consumable Stores	2,23,279
Purchase of FPS / MEIS License	3,89,31,406
Purchase of Property, Plant and Equipment's	5,34,445
Purchase of Consumable Stores	2,60,764
Appointment and payment of remuneration to Smt. Puja Agarwal (related party appointment in associate company Surya Global Steel Tubes Limited (SGSTL) for holding office or place of profit & remuneration paid by associate company.	19,20,000

Pursuant to the provisions of Section 188 and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations with the Stock exchanges,

the Board of Directors are authorize to give consent / approval to the company for entering into the contract or arrangement with a related party transactions entered between the Company and M/s. Surya Global Steel Tubes Limited and related party appointment to the office or place of profit in the associate company in Financial Year 2016-17.

Consent of the members of the company be and is hereby accorded for ratification of transactions entered with related parties including M/s Surya Global steel Tubes Limited and appointment of related party to office or place of profit in associate company during the financial year 2016-2017 in ordinary course of business and on arm's length basis (other than under a contract already approved by the members of the company) as detailed above.

Members are hereby informed that as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as per Section 188 of the Companies Act, 2013 , no member of the company shall vote on this resolution if such member is a related party.

The Board of Directors recommends the resolution set out in item No. 11 for the approval of the shareholders as an Ordinary Resolution. Copy of the agreement & relevant documents (if any) are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of meeting.

The Nature of concern or interest financial or otherwise pursuant to the provisions of sub-section 1 of section 102 of the Companies Act, 2013.

Category of Person(s)	Name of Person(s)	Nature of concern or Interest
i) Directors of the Company	(a) Jai Prakash Agarwal Urmil Agarwal	No Financial Interest; the interest is only to the extent of shareholding held by them.
	(b) Raju Bista Ravinder Kumar Narang Krishan Kumar Narula Mukesh Tripathi	No financial Interest ; the interest is only to the extent of Directorship in the Company
	(c) Other Directors	No Interest, financial or otherwise
ii) Every other Key Managerial personnel	Tarun Baldua (CEO – Steel Operations)	No Interest, financial or otherwise
	Ramanjeet Singh (CEO – Lighting Division)	
	R N Maloo (ED & Group C.F.O)	
	B B Singal (Sr. V.P & Company Secretary)	
iii) Relatives of the persons mentioned in (i) and (ii) above	Relatives of the directors and Key Managerial Personnel	No Interest, financial or otherwise

By order of the Board

Registered Office:
Prakash Nagar, Sankhol
Bahadurgarh – 124 507 (Haryana)
Dated : 29th November, 2017

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



SURYA ROSHNI LIMITED

Regd. Office : Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)
Corporate Identity Number (CIN) – L31501HR1973PLC007543
Email : investorgrievances@sroshni.com Website : www.surya.co.in
Phone : 01276-241540, Fax : 01276-241886

ATTENDANCE SLIP

Member's Name..... I hereby record my presence at the Forty
Fourth (44th) Annual General Meeting
(In Block Letters)..... of Surya Roshni Limited being held at
Prakash Nagar, Sankhol, Bahadurgarh –
124507 (Haryana) on Friday, the 29th
December, 2017

Folio/Client ID & DP ID No.....

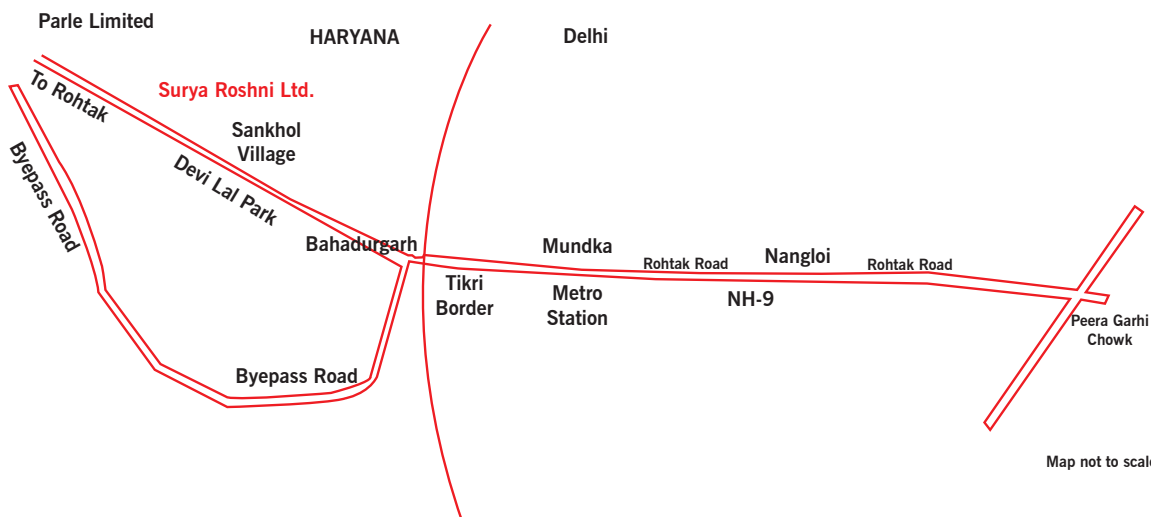
No. of Shares held

Name of Proxy
(If attending for Member)

Signature of the Member/Proxy

1. Members/Proxies are requested to bring the DULY SIGNED Attendance Slip to the Meeting and hand it over at the entrance
2. For the convenience of Members, persons other than Members/Proxies WILL NOT BE ADMITTED.

ROUTE MAP OF THE VENUE OF 44TH ANNUAL GENERAL MEETING (AGM) OF EQUITY SHARE HOLDERS OF SURYA ROSHNI LIMITED AT BAHADURGARH (HARYANA)



Map not to scale



SURYA ROSHNI LIMITED

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

Corporate Identity Number (CIN) – L31501HR1973PLC007543

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

Phone : 01276-241540, Fax : 01276-241886

PROXY FORM

(Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / DPID & Client ID:

I / We being the Member(s) of _____ equity shares of Rs. 10/- each of Surya Roshni Limited hereby appoint :

1. Name :

Address :

E-mail ID : Signature

or failing him / her

2. Name :

Address :

E-mail ID : Signature

or failing him / her

3. Name :

Address :

E-mail ID : Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the forty fourth (44th) Annual General Meeting of the Company, to be held on Friday, 29th December, 2017 at Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana) and at any adjournment(s) thereof in respect of the resolutions, as indicated below :

Resolution Nos.	Description
ORDINARY BUSINESS	
1.	a) Adoption of Audited standalone Financial Statements of the Company for the year ended 31st March, 2017 and the Report of Directors' and Auditors thereon. b) Adoption of Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the Report of Auditors thereon.
2.	Declaration of Equity Dividend
3.	Re-Appointment of Sh. Raju Bista (holding DIN – 01299297) who retires by rotation.
4.	Appointment of Statutory Auditor M/s Ashok Goyal & Co. for the period of Five years subject to ratification of members every year at the AGM in compliance to the provisions of the Companies Act, 2013
SPECIAL BUSINESS	
5.	Consent for Mortgage of Properties for Loan and Working Capital limit u/s 180(1)(a) of Companies Act, 2013
6.	Re-appointment of Shri Jai Prakash Agarwal (DIN – 00041119) as Whole time director for a period of five years from 1st January, 2017 in compliance to the provisions of Companies Act, 2013
7.	Increase in Remuneration of Shri Jai Prakash Agarwal (DIN – 00041119) as whole-time Director w.e.f 1st July, 2017 for the rest of his tenure in compliance with the provisions of the Companies Act, 2013.
8.	Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y – 2017-18, in compliance to Companies Act, 2013
9.	Appointment of Smt. Urmil Agarwal (DIN – 00053809) as Director of the Company liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013
10.	Approval for appointment of Sh. Vinay Surya a related party to hold office or place of profit as per the provisions of Section 188 of the Companies Act, 2013 or rules made thereunder.
11.	Approval to ratify related party transactions with related parties in compliance to Companies Act, 2013 during Financial year 2016-17.

Signed this _____ day of _____ 2017

Signature of the Member(s) :

Signature of Proxy holder(s): Stamp

Affix
₹.1/-
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.