



SURYA ROSHNI LIMITED

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

Notice is hereby given that an Extra Ordinary General Meeting of Surya Roshni Limited will be held on Tuesday, the 29th June, 2010 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:

AS SPECIAL BUSINESS:

1. 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 Memorandum and Article of Association of the Company and subject to Section 81(1A) and all other applicable provision, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment there of) and subject to such other consent, approval, if any, including those of Stock Exchange(s), Securities Exchange Board of India (SEBI), financial Institution and/or Reserve Bank of India as may be required on such terms and conditions as may be prescribed while granting such approval and Consents which may be agreed to by the Board, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers) to create, offer, issue and allot up to 1,14,30,000 optionally convertible equity warrants on a preferential basis (hereinafter referred to as 'Warrants') to such persons / entities belonging to promoters category / management group, their friends, relatives and associates as the Board may decide in its absolute discretion with each Warrant convertible into one equity share of the Company of nominal value of Rs.10/- each at a price of Rs. 83/- ("consideration") which includes a premium of Rs. 73/- per share calculated on the relevant date as per regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, (**the "Regulations"**) for preferential allotment of warrants and on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company at the time of issue or allotment".

"FURTHER RESOLVED THAT the relevant date for the purpose of calculating the exercise price for the equity shares under Chapter VII of SEBI Regulations is 30th May, 2010 (i.e. 30 days prior to the date of General Meeting i.e 29th Day of June, 2010).

"RESOLVED FURTHER THAT the Board be and is hereby authorised in its entire discretion to decide to proceed with the issue of the Warrants, to finalise the list of allottee(s) including the size and relative components of the same and authorized to accept and to agree any request for modification in number of offer, issue/ allotment of aforesaid optionally convertible equity warrant inter-se between the allottees".

"RESOLVED FURTHER THAT for the purpose of giving effect to this issue or allotment of Warrants, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the equity shares representing the same in any Indian stock exchanges with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Warrants and in complying with any SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of the Warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall subject to any subsisting conditions of the Warrant rank pari- passu in all respects including dividend with the existing equity shares of the Company".

FURTHER RESOLVED THAT the Warrants and / or the equity shares to be allotted on conversion, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Regulations except to the extent and in the manner permitted there under.

FURTHER RESOLVED THAT the Warrants and or the Equity Shares to be allotted on the conversion thereof, shall be locked in for a period of 3 (three) years, from the date of respective allotments or up to such extended period as per the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for issue of Warrants on Preferential basis, as amended till the date of the Notice."

"RESOLVED FURTHER THAT the Warrant holder shall have the option of applying for and being allotted equivalent number of Equity Shares of the Company of face value of Rs. 10/- each by paying the balance subscription price after adjusting the upfront payment made on the date of allotment of the Warrants, at any time prior to the expiry of 18 months from the date of allotment of the Warrants."

"RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid Resolution, the Board be and is hereby authorised to agree to, make and accept such conditions, modifications and alterations as may be stipulated by the relevant authorities and to take such actions as may be necessary, desirable or expedient to effect such modifications and alterations and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of Securities and to do all acts, deeds, matters and things as it may at its discretion consider necessary or desirable".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution".

2. 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 198,269,309, 310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or reenactment 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 as the Managing Director of the Company w.e.f. 01-06-2010 for the rest of his tenure, as set out in the Supplementary Agreement executed on 28-05-2010 between the Company and Shri Jai Prakash Agarwal, the revised terms 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 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 rest of his tenure, 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 XIII of the Companies Act, 1956, 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 thereunder 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."

3. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (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 Satya Narain Bansal as the Whole-Time Director of the Company, designated as Deputy Managing Director (Finance and Corporate Management) w.e.f. 01-06-2010 for the rest of his tenure, as set out in the Supplementary Agreement executed on 28-05-2010 between the Company and Shri Satya Narain Bansal, the revised terms 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 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 Satya Narain Bansal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, 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 Satya Narain Bansal 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 thereunder 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."

4. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (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 Arvind Kumar Bansal as the Whole-Time Director of the Company, designated as Deputy Managing Director (Operations and Corporate Management) w. e. f 01-06-2010 for the rest of his tenure, as set out in the Supplementary Agreement executed on 28-05-2010 between the Company and Shri Arvind Kumar Bansal, the revised terms 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 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 Arvind Kumar Bansal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, 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 Arvind Kumar Bansal 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 thereunder 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."

5. To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (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 Vineet Kumar Garg as the Whole-Time Director of the Company, designated as Deputy Managing Director (Projects and Corporate Management) w. e. f 01-06-2010 for the rest of his tenure, as set out in the Supplementary Agreement executed on 28-05-2010 between the Company and Shri Vineet Kumar Garg, the revised terms 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 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 Vineet Kumar Garg remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of schedule XIII of the Companies Act, 1956, 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 Vineet Kumar Garg 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 thereunder 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 modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, (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 Raju Bista as the Whole-Time Director of the Company, designated as Deputy Managing Director (Corporate) w. e. f 01-06-2010 for the rest of his tenure, as set out in the Supplementary Agreement executed on 28-05-2010 between the Company and Shri Raju Bista, the revised terms 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 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 XIII of the Companies Act, 1956, 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 thereunder 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."

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

Registered Office:
Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 30th May, 2010

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

NOTES:

1. The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 with regard to the Special Business nos. 1 to 6 are annexed hereto.
2. Members entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be received at 509, Padma Tower-II, Rajendra Place, New Delhi - 110 008 or Registered Office, not less than forty-eight hours before the commencement of the Meeting

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

ITEM No. 1

(a) Objects of the Issue:

In the long term interest of the Company and to meet the additional fund requirements for expansion of its activities, finance additional working capital requirements and general corporate purpose, the Company proposes to issue 1,14,30,000 Warrants convertible into equivalent number of equity shares on a Preferential basis ("Warrants") to persons / entities belonging to promoters category / persons of management group, their friends, relatives and associates. The proposed issue and allotment of the Warrants as above require the approval of members by way a Special Resolution pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act 1956 and the provisions of listing agreements entered into by the Company with the Stock Exchanges.

(b) No. of Warrants and Issue Price :

The Company proposes to issue up to 1,14,30,000 Warrants optionally Convertible into Equity Shares of nominal value of Rs.10/- each at a price of Rs.83/- which includes a premium of Rs. 73/- per share as decided on the relevant date per share, in accordance with the provisions of Chapter VII titled 'Regulations for Preferential Issue' of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "Regulations") and for the purposes of the Regulations, the relevant date is 30th May, 2010 being the date 30 days prior to the date on which this meeting of the Shareholders is held. The price of the Warrants is calculated in accordance with the Regulation 76 of Chapter VII of Regulations. The Subscriber(s) to Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the consideration per Warrant and pay the balance 75% of the consideration along with the exercise of the conversion option.

(c) Intention of the Promoter / Promoter Group including persons acting in concert to subscribe to this offer :

The promoter / promoter group (including persons acting in concert) of the company are participating in the proposed preferential allotment to the extent of entire 1,14,30,000 Warrants.

d) Terms of the Issue

The issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of warrants and conversion of such Warrants in one or more tranches as may be permissible under any of the regulatory regulations as existing at the time of exercise of the option.
2. Each Warrant shall be convertible into one equity share of nominal value of Rs.10/- each at a price of Rs. 83/- which includes a premium of Rs. 73/- per share calculated on the relevant date in accordance with the Regulations.
3. The Warrant holder(s) shall, on/or before the date of allotment of warrants, pay an amount equivalent to atleast 25% of the consideration per Warrant i.e Rs. 20.75 per Warrant.
4. The Warrant holder(s) shall, on the date of exercise of the conversion option, pay the balance 75% of the consideration i.e Rs. 62.25 per Warrant towards the subscription to each equity shares.
5. The amount referred to in (3) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of Warrants.
6. The equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to promoter or promoter group, shall be locked -in for a period of three years from the date of equity shares allotted pursuant to exercise of the options attached to warrants.

e) Identity of the Proposed Allottees :

The following further particulars/information are given in terms of the requirements of the aforesaid Chapter VII of the Regulations:

The following companies which are associate companies of the existing promoter group company(ies) namely Goel Die Cast Ltd., Viksit Trading & Holding Pvt. Ltd., Lustre Merchants Private Ltd. and Gargiya Finance & Investment Pvt. Ltd. have expressed their intention to become part of the Promoter Group Companies and want to subscribe to the Warrants to be offered pursuant to the Special Resolution covered by this Notice:

Sl. No.	Name of the Proposed Allottees	No. of Warrants to be subscribed	Post Issue			
			Without the conversion of already existing warrants#		With the Conversion of all the existing warrants#	
			No. of shares	% to Capital	No. of Shares	% to Capital
1.	Diwakar Marketing Pvt Ltd	43,00,000	43,00,000	10.952	43,00,000	9.810
2.	Shreyansh Mercantile Pvt Ltd	28,30,000	28,30,000	7.208	28,30,000	6.457
3.	Cubitex Marketing Pvt Ltd.	43,00,000	43,00,000	10.952	43,00,000	9.810
	Total	1,14,30,000				

refer note no. (ii) of clause (f)

This is subject to any modification in terms of third paragraph of the Resolution. The overall percentage of Promoter including person acting in concert will not change. However, inter-se changes can be done at the request of respective allottees.

f) Shareholding Pattern before and After the Offer :

	Particulars	Pre – Issue (As on 30 th May, 2010)		Post Issue			
		No. of shares	% to Capital	Without the conversion of already existing warrants		With the Conversion of all the existing warrants	
				No. of shares	% to Capital	No. of Shares	% to Capital
A.	Promoters & Promoter Group						
1.	Indian						
(a)	Individuals / HUF other than Jai Prakash Agarwal	1318677	4.739	1318677	3.359	1318677	3.009
	– Jai Prakash Agarwal	229162	0.823	229162	0.584	899162	2.051
(b)	Central Government/State Govt.						
(c)	Bodies Corporate						
	Goel Die Cast Ltd.,	1880729	6.758	1880729	4.79	1880729	4.291
	Viksit Trading & Holding P Ltd.	698346	2.509	698346	1.779	698346	1.593
	Lustre Merchants Private Ltd.	658794	2.367	658794	1.678	658794	1.503

	Particulars	Pre – Issue (As on 30 th May, 2010)		Holding Pattern			
				Post Issue			
				Without the conversion of already existing warrants		With the Conversion of all the existing warrants	
		No. of shares	% to Capital	No. of shares	% to Capital	No. of Shares	% to Capital
	Gargiya Finance & Invest. P Ltd.	645487	2.319	645487	1.644	645487	1.473
	Pankaj Investments Limited	969348	3.483	969348	2.469	969348	2.211
	Sahaj Tie- up Private Limited	1700000	6.108	1700000	4.33	1700000	3.879
	– Shirin Commodeal Pvt. Ltd.	–	–	–	–	2000000	4.563
	– Lumax Mercantile Private Ltd.	–	–	–	–	1900000	4.335
	– Diwakar Marketing Pvt Ltd.*	–	–	4300000	10.952	4300000	9.810
	– Shreyansh Mercantile Pvt Ltd.*	–	–	2830000	7.208	2830000	6.457
	– Cubitex Marketing Pvt Ltd. *	–	–	4300000	10.952	4300000	9.810
(d)	Financial Institutions / Banks	–	–	–	–	–	–
(e)	Any other (specify)	–	–	–	–	–	–
	Sub Total (A) (1)	8100543	29.106	19530543	49.745	24100543	54.985
2.	Foreign Promoters	–	–	–	–	–	–
(a)	Individual(Non-Resident Individuals/Foreign Individuals)	–	–	–	–	–	–
(b)	Bodies Corporate	–	–	–	–	–	–
(c)	Institutions	–	–	–	–	–	–
(d)	Any other Specify	–	–	–	–	–	–
	Sub – Total (A)(2)	–	–	–	–	–	–
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	8100543	29.106	19530543	49.745	24100543	54.985
B.	Public Shareholding						
1.	Institutions						
(a)	Mutual Fund & UTI	1381	0.005	1381	0.003	1381	0.003
(b)	Financial Institution/Banks	1528	0.005	1528	0.004	1528	0.003
(c)	Central Government/State Govt.	–	–	–	–	–	–
(d)	Venture Capital Funds	–	–	–	–	–	–
(e)	Insurance Companies	1043906	3.751	1043906	2.659	1043906	2.382
(f)	Foreign Institutional Investors	250	0.001	250	0.001	250	0.001
(g)	Foreign Venture Capital Inv.	–	–	–	–	–	–
(h)	Any other (specify)	–	–	–	–	–	–
	Sub Total (B) (1)	1047065	3.762	1047065	2.667	1047065	2.389
2.	Non-Institutions						
a.	Bodies Corporate	12307464	44.222	12307464	31.348	12307464	28.079
b.	Individuals						
i)	Individual shareholders holding nominal share capital upto 1 lakh	5347084	19.212	5347084	13.619	5347084	12.199
ii)	Individual shareholders holding nominal capital in excess of Rs.1 Lakh	632591	2.273	632591	1.611	632591	1.443
c)	Any Other (Specify)						
	NRIs	133472	0.480	133472	0.340	133472	0.305
	Clearing Members	263031	0.945	263031	0.670	263031	0.600
	Sub Total (B) (2)	18683642	67.132	18683642	47.588	18683642	42.626
	Total Public Shareholding B=(B)(1)+(B)(2)	19730707	70.894	19730707	50.255	19730707	45.015
	Total (A)+(B)	27831250	100	39261250	100	43831250	100
C.	Shares held by custodians and against which depository receipts have been issued	–	–	–	–	–	–
	GRAND TOTAL (A)+(B)+(C)	27831250	100	39261250	100	43831250	100

* This is subject to any modification in terms of third paragraph of the Resolution. The overall percentage of Promoter including person acting in concert will not change. However, inter-se changes can be done at the request of respective allottees.

Note:-

- The above shareholding pattern has been prepared on the basis of shareholdings as on 30th May, 2010.
- As on 15th December, 2009, the Company had allotted 64,00,000 warrants, out of which, 18,30,000 have already been converted into equity shares, and balance 45,70,000 are yet to be converted into equity shares. The above Post Issue shareholding has been prepared on both the assumptions, including the conversion of these 45,70,000 warrants and without the conversion of these 45,70,000 warrants into equity
- The post issue shareholding pattern has been arrived on the assumption that the entire 1,14,30,000 Warrants proposed to be issued to Promoter /Management Group would be converted into equity shares and that no further increase will happen in the Company's paid-up share capital in between. This may, however, vary depending upon any other corporate actions in between.

(g) Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

(h) Proposed time limit within which the allotment shall be completed:

The Company will complete the allotment of Warrants within 15 days from the date of the passing of the aforesaid Special Resolution by the shareholders, or the date on which the Company obtained all the applicable Regulatory approvals for consummating transactions contemplated herein, whichever is later, on receipt of 25% of the price fixed and calculated in terms of Regulation 76 of SEBI (Capital and Disclosure Requirements) Regulations, 2009 which will be adjusted against the price payable subsequently for acquiring the shares by exercising an option for the purpose.

(i) Auditors' Certificate :

M/s. Sastry K. Anandam & Co., Chartered Accountants, Statutory Auditors of the Company, have certified that the Preferential Issue is being made in accordance with the requirements contained in the Regulations. A Copy of the certificate will be placed before the shareholders.

(j) Lock-in :-

The warrants / the Equity Shares to be allotted on conversion shall be under lock-in, as per the applicable provisions as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The promoters further undertake that the entire pre-preferential share holding, if any of the allottees shall be locked in from the relevant date up to a period of 6 months from the date of preferential allotment.

(k) Change in Management :-

Due to this preferential allotment, there will be no change in management of the company.

(l) Undertakings

In terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issuer hereby undertakes that :

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked - in till the time such amount is paid by the allottees.

Shareholders consent is sought pursuant to Section 81(1A) of the Companies Act, 1956 and in terms of the listing agreements with stock exchanges to the issue of the above Warrants as set out in the Resolution.

The Special Resolution set out in the Notice is recommended for approval of the shareholders.

Memorandum of Interest

None of the Directors is concerned or interested in the said resolution except Shri Jai Prakash Agarwal and Smt. Urmil Agarwal as Promoter and relative of Promoter of the Company respectively.

ITEM NO. 2

The Shareholders of the Company at the Annual General Meeting held on 28-09-2006 had appointed Shri Jai Prakash Agarwal as a Joint Managing Director for a period of five years from 01-01-2007 to 31-12-2011. On 31-07-2008 Board of Directors has unanimously designated Sh. Jai Prakash Agarwal as Managing Director of the company. Considering the inflationary trend and increased in business activities of the Company which resulted in increase in work and responsibility of the Managing Director and also the amount of remuneration payable in the similar Industries, the Board of Directors deemed fit to revise the remuneration payable to Shri Jai Prakash Agarwal, Managing Director w.e.f. 01-06-2010 for the rest of his tenure by executing a Supplementary Agreement on 28-05-2010 for modification of remuneration and the rest clauses of the Principal Agreement dated 28-07-2006 will be remain same and effective.

The Board of Directors in their meeting held on 28-05-2010 approved the revised remuneration of Shri Jai Prakash Agarwal, as Managing Director w.e.f. 01-06-2010 for the rest of his tenure as follows :

SALARY : Salary of Rs.750000/- per month in the Grade of 750000-100000-1050000.

COMMISSION : 1% Commission of the net profit of the company computed in the manner laid down in section 309(5) of the Companies Act, 1956 subject to a maximum of 50% of the annual salary.

PERQUISITES : Perquisites will be allowed in addition to salary and commission restricted to an amount equal to the Annual 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. HOUSING: I. The expenditure by the Company on hiring unfurnished accomodation for the Managing director shall be subject to the following ceilings: 60% of the Salary, over and above 10% payable by the Managing Director himself.
II. In case the accommodation provided to the Managing Director is owned by the Company, the Company shall deduct 10% of the salary of the Managing Director.
III. In case no accommodation is provided by the Company to the Managing Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.
IV. The Expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rule,1962. This shall, however, be subject to a ceiling of 10% of the salary of the Managing Director.
2. 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.
3. Leave Travel Concession : For self and family once in a year incurred with the rules specified by the Company.
4. Club Fees : Fees of clubs subject to a maximum of two clubs. Admission and life membership fees shall not be allowed.
5. Personal Accident Insurance : Premium not to exceed Rs.4000/-per annum.

PART-B

Contribution to provident fund, Superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable shall not exceed a half month's salary for each completed year of service.

PART-C

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

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

If the Company has no profits or the profits are inadequate in any financial year during the terms of his office as the Managing 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 XIII of the Companies Act, 1956 or such other amount and perquisites as/ is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

Apart from the aforesaid remuneration, Shri Jai Prakash Agarwal will be entitled to reimbursement of expenses incurred in connection with the business of the Company.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

IT IS DEEMED TO BE A DISCLOSURE OF THE VARIATION OF THE TERMS & CONDITIONS UNDER SECTION 302(2) OF THE COMPANIES ACT, 1956.

Copy of the Supplementary Agreement executed between the Company and Shri Jai Prakash Agarwal are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting.

None of the Directors except Smt. Urmil Agarwal and Shri Jai Prakash Agarwal are interested in the above said resolution.

ITEM NO. 3

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Satya Narain Bansal as a Whole - Time Director, currently designated as Deputy Managing Director (Finance & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Considering the inflationary trend and increased in business activities of the Company which resulted in increase in work and responsibility of the Dy. Managing Director and also the amount of remuneration payable in the similar Industries, the Board of Directors deemed fit to revise the remuneration payable to Shri Satya Narain Bansal, Whole - Time Director designated as Dy. Managing Director w.e.f. 01-06-2010 for the rest of his tenure by executing a Supplementary Agreement on 28-05-2010 for modification of remuneration and the rest clauses of the Principal Agreement dated 31-07-2008 will be remain same and effective.

The Board of Directors in their meeting held on 28-05-2010 approved the revised remuneration of Shri Satya Narain Bansal, as Whole-Time Director w.e.f. 01-06-2010 for the rest of his tenure as follows :

SALARY : Salary of Rs 2,00,000/- per month in the Grade of 2,00,000-25,000-2,75,000.

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.

PART-A

- HOUSING :**
- I. The expenditure by the Company on hiring unfurnished Accommodation for the Whole-Time Director shall be subject to the following ceilings: 50% of the Salary, over and above 10% payable by the Whole-Time Director himself.
 - II. In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% of the salary of the Whole-Time Director.
 - III. In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956 :

1. Contribution to provident fund to the extent this is not taxable under the Income Tax Act.
2. Gratuity payable shall not exceed a half month's salary for each completed year of service.
3. 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 Whole-Time Director. 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.

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

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. Satya Narain Bansal 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 XIII of the Companies Act, 1956 or such other amount and perquisites as/ is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

IT IS DEEMED TO BE A DISCLOSURE OF THE VARIATION OF THE TERMS & CONDITIONS UNDER SECTION 302(7) OF THE COMPANIES ACT, 1956.

Copy of the Supplementary Agreement executed between the Company and Shri Satya Narain Bansal are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting.

None of the Directors of the Company is concerned or interested in the said resolution except Sh. Satya Narain Bansal.

ITEM NO. 4

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Arvind Kumar Bansal as a Whole - Time Director, currently designated as Deputy Managing Director (Operations & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Considering the inflationary trend and increased in business activities of the Company which resulted in increase in work and responsibility of the Dy. Managing Director and also the amount of remuneration payable in the similar Industries, the Board of Directors deemed fit to revise the remuneration payable to Shri Arvind Kumar Bansal, Whole - Time Director designated as Dy. Managing Director w.e.f. 01-06-2010 for the rest of his tenure by executing a Supplementary Agreement on 28-05-2010 for modification of remuneration and the rest clauses of the Principal Agreement dated 31-07-2008 will be remain same and effective.

The Board of Directors in their meeting held on 28-05-2010 approved the revised remuneration of Shri Arvind Kumar Bansal, as Whole-Time Director w.e.f. 01-06-2010 for the rest of his tenure as follows :

SALARY : Salary of Rs 2,00,000/- per month in the Grade of 2,00,000-25,000-2,75,000.

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.

PART-A

- HOUSING :
- I. The expenditure by the Company on hiring unfurnished Accommodation for the Whole-Time Director shall be subject to the following ceilings: 50% of the Salary, over and above 10% payable by the Whole-Time Director himself.
 - II. In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% of the salary of the Whole-Time Director.
 - III. In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956 :

1. Contribution to provident fund to the extent this is not taxable under the Income Tax Act.
2. Gratuity payable shall not exceed a half month's salary for each completed year of service.
3. 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 Whole-Time Director. 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.

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

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. Arvind Kumar Bansal 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 XIII of the Companies Act, 1956 or such other amount and perquisites as/ is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

IT IS DEEMED TO BE A DISCLOSURE OF THE VARIATION OF THE TERMS & CONDITIONS UNDER SECTION 302(7) OF THE COMPANIES ACT, 1956.

Copy of the Supplementary Agreement executed between the Company and Shri Arvind Kumar Bansal are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting.

None of the Directors of the Company is concerned or interested in the said resolution except Sh. Arvind Kumar Bansal.

ITEM NO. 5

The Shareholders of the Company at the Annual General Meeting held on 24-09-2008 had appointed Shri Vineet Kumar Garg as a Whole - Time Director, currently designated as Deputy Managing Director (Projects & Corporate Management) for a period of five years from 31-07-2008 to 30-07-2013. Considering the inflationary trend and increased in business activities of the Company which resulted in increase in work and responsibility of the Dy. Managing Director and also the amount of remuneration payable in the similar Industries, the Board of Directors deemed fit to revise the remuneration payable to Shri Vineet Kumar Garg, Whole - Time Director designated as Dy. Managing Director w.e.f. 01-06-2010 for the rest of his tenure by executing a Supplementary Agreement on 28-05-2010 for modification of remuneration and the rest clauses of the Principal Agreement dated 31-07-2008 will be remain same and effective.

The Board of Directors in their meeting held on 28-05-2010 approved the revised remuneration of Shri Vineet Kumar Garg, as Whole-Time Director w.e.f. 01-06-2010 for the rest of his tenure as follows :

SALARY : Salary of Rs 2,00,000/- per month in the Grade of 2,00,000-25,000-2,75,000.

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.

PART-A

- HOUSING :
- I. The expenditure by the Company on hiring unfurnished Accommodation for the Whole-Time Director shall be subject to the following ceilings: 50% of the Salary, over and above 10% payable by the Whole-Time Director himself.
 - II. In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% of the salary of the Whole-Time Director.
 - III. In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956 :

1. Contribution to provident fund to the extent this is not taxable under the Income Tax Act.
2. Gratuity payable shall not exceed a half month's salary for each completed year of service.
3. 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 Whole-Time Director. 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.

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

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. Vineet Kumar Garg 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 XIII of the Companies Act, 1956 or such other amount and perquisites as/ is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

IT IS DEEMED TO BE A DISCLOSURE OF THE VARIATION OF THE TERMS & CONDITIONS UNDER SECTION 302(7) OF THE COMPANIES ACT, 1956.

Copy of the Supplementary Agreement executed between the Company and Shri Vineet Kumar Garg are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting.

None of the Directors of the Company is concerned or interested in the said resolution except Sh. Vineet Kumar Garg.

ITEM NO. 6

The Shareholders of the Company at the Annual General Meeting held on 24-09-2009 had appointed Shri Raju Bista as a Whole - Time Director, currently designated as Deputy Managing Director (Corporate) for a period of five years from 18-06-2009 to 17-06-2014. Considering the inflationary trend and increased in business activities of the Company which resulted in increase in work and responsibility of the Dy. Managing Director and also the amount of remuneration payable in the similar Industries, the Board of Directors deemed fit to revise the remuneration payable to Shri Raju Bista, Whole - Time Director designated as Dy. Managing Director w.e.f. 01-06-2010 for the rest of his tenure by executing a Supplementary Agreement on 28-05-2010 for modification of remuneration and the rest clauses of the Principal Agreement dated 18-06-2009 will be remain same and effective.

The Board of Directors in their meeting held on 28-05-2010 approved the revised remuneration of Shri Raju Bista, as Whole-Time Director w.e.f. 01-06-2010 for the rest of his tenure as follows :

SALARY : Salary of Rs 1,00,000/- per month in the Grade of 1,00,000-25,000-2,00,000.

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.

PART-A

- HOUSING :**
- I. The expenditure by the Company on hiring unfurnished Accommodation for the Whole-Time Director shall be subject to the following ceilings:
50% of the Salary, over and above 10% payable by the Whole-Time Director himself.
 - II. In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% of the salary of the Whole-Time Director.
 - III. In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956 :

1. Contribution to provident fund to the extent this is not taxable under the Income Tax Act.
2. Gratuity payable shall not exceed a half month's salary for each completed year of service.
3. 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 Whole-Time Director. 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.

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

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. Raju Bista 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 XIII of the Companies Act, 1956 or such other amount and perquisites as/ is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

IT IS DEEMED TO BE A DISCLOSURE OF THE VARIATION OF THE TERMS & CONDITIONS UNDER SECTION 302(7) OF THE COMPANIES ACT, 1956.

Copy of the Supplementary Agreement executed between the Company and Shri Raju Bista are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting.

None of the Directors of the Company is concerned or interested in the said resolution except Sh. Raju Bista.

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

Registered Office:
Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 30th May, 2010

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