



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 16th November, 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 thereof) 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 54,75,000 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 decided 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. 111/- (“consideration”) which includes a premium of Rs. 101/- 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 17th October, 2010 (i.e 30 days prior to the date of General Meeting i.e 16th Day of November, 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 as per the applicable 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”.

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 22nd October, 2010

By order of the Board
for Surya Roshni Ltd.

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 is 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 at 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 54,75,000 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 54,75,000 Warrants optionally Convertible into Equity Shares of nominal value of Rs.10/- each at a price of Rs.111/- which includes a premium of Rs. 101/- 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 17th October, 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 54,75,000 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. 111/- which includes a premium of Rs. 101/- 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. 27.75 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. 83.25 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 from the date of equity shares allotted pursuant to exercise of the options attached to warrants as per the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(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 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	
			No. of Shares	% to Capital
1.	Raxon Motor Finance Private Ltd *	31,50,000	3150000	6.389
2.	B M Graphics Pvt Ltd *	15,25,000	1525000	3.093
3.	Jits Courier & Finance Private Ltd. *	8,00,000	800000	1.622
	Total	54,75,000		

*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	Shareholding Pattern			
	Pre - Issue (As on 22nd October, 2010)**		Post Issue	
	No. of Shares	% to Capital	No. of Shares	% to Capital
A. Promoters & Promoter Group				
1. Indian				
(a) Individuals / HUF	2217839	5.060	2217839	4.498
(b) Central Government / State Govt.	—	—	—	—
(c) Bodies Corporate				
Goel Die Cast Ltd.,	1880729	4.291	1880729	3.815
Viksit Trading & Holding P Ltd.	698346	1.593	698346	1.416
Lustre Merchants Private Ltd.	658794	1.503	658794	1.336
Gargiya Finance & Invest. P Ltd.	645487	1.473	645487	1.309
Pankaj Investments Limited	969348	2.211	969348	1.966
Sahaj Tie-up Pvt. Ltd.	1700000	3.879	1700000	3.448
Shirin Commodeal Pvt. Ltd.	2000000	4.563	2000000	4.056
Lumax Mercantile Private Ltd.	1900000	4.335	1900000	3.853
Diwakar Marketing Pvt Ltd	4300000	9.810	4300000	8.721
Shreyansh Mercantile Pvt Ltd	2830000	6.457	2830000	5.740
Cubitex Marketing Pvt Ltd	4300000	9.810	4300000	8.721
— Raxon Motor Finance Pvt Ltd *	—	—	3150000	6.389
— B M Graphics Pvt Ltd *	—	—	1525000	3.093
— Jits Courier & Finance Pvt Ltd *	—	—	800000	1.622
(d) Financial Institutions / Banks	—	—	—	—
(e) Any other (specify)	—	—	—	—
Sub Total (A) (1)	24100543	54.985	29575543	59.983
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)	24100543	54.985	29575543	59.983
B. Public Shareholding				
1. Institutions				
(a) Mutual Fund & UTI	1381	0.003	1381	0.003
(b) Financial Institution/Banks	22528	0.051	22528	0.046
(c) Central Government / State Govts.	—	—	—	—
(d) Venture Capital Funds	—	—	—	—
(e) Insurance Companies	1043906	2.382	1043906	2.117
(f) Foreign Institutional Investors	10250	0.023	10250	0.021
(g) Foreign Venture Capital Inv.	—	—	—	—
(h) Any other (specify)	—	—	—	—
Sub Total (B) (1)	1078065	2.459	1078065	2.187
2. Non-Institutions				
a. Bodies Corporate	11798457	26.918	11798457	23.928
b. Individuals				
i) Individual shareholders holding nominal share capital upto 1 lakh	5424206	12.375	5424206	11.001
ii) Individual shareholders holding nominal capital in excess of Rs.1 Lakh	893372	2.038	893372	1.812

Particulars	Shareholding Pattern			
	Pre - Issue (As on 22nd October, 2010)**		Post Issue	
	No. of Shares	% to Capital	No. of Shares	% to Capital
c. Any Other (Specify)				
NRIs	163551	0.373	163551	0.332
Clearing Members	371056	0.847	371056	0.753
Trust	2000	0.005	2000	0.004
Sub Total (B) (2)	18652642	42.556	18652642	37.830
Total Public Shareholding B=(B)(1)+(B)(2)	19730707	45.015	19730707	40.017
TOTAL (A) + (B)	43831250	100.000	49306250	100.000
C. Shares held by custodian and against which depository receipts have been issued				
GRAND TOTAL (A)+(B)+(C)	43831250	100.000	49306250	100.000

* 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 22nd October, 2010 except the break-up of Public Shareholding which was taken for the relevant date i.e. 17th October, 2010.
- The post issue shareholding pattern has been arrived on the assumption that the entire 54,75,000 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.

(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 :

- 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.
- 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.

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 22nd October, 2010

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

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



SURYA ROSHNI LIMITED

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

ATTENDANCE SLIP

Member's Name I hereby record my presence at the Extra Ordinary
(In Block Letters) General Meeting of Surya Roshni Limited being held at
..... Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)
on Tuesday, the 16th November, 2010 at 11 a.m.

Folio/Client Id & DP Id No. I certify that I am a Registered Member of the Company
and hold Shares
Name of Proxy in the Company.
(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.



SURYA ROSHNI LIMITED

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

PROXY FORM

Folio/Client Id & DP Id No.

No. of shares held

I/We of
in the district of
being a member of Surya Roshni Limited, hereby appoint
of in the district of
or failing him of
in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra
Ordinary General Meeting of the Company to be held on Tuesday, the 16th November, 2010 at 11 a.m. and at any adjournment
thereof.

Signed this day of 2010

Affix
Re. 1/-
Revenue
Stamp

Note : The proxy must be returned so as to reach Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not to be a member of the Company.