



SURYA ROSHNI LIMITED

LIGHTING DIVISION

CIN -L31501HR1973PLC007543

Padma Tower-1, Rajendra Place, New Delhi-110 008

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

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

SRL/TK/se/15-16/18

July 30, 2015

310720150039

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 Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
NSE Symbol : SURYAROSNI

SUBJECT : 42nd ANNUAL GENERAL MEETING NOTICE

Dear Sir,

Pursuant to **Clause 31(a)** of the Listing Agreement with the Stock Exchange, please find enclosed herewith, soft copy of the Notice for Annual General Meeting of our company. Further enclosed six copies of the 42nd Annual General Meeting Notice of the company in original for your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for **SURYA ROSHNI LIMITED**


B. B. SINGAL
VP & COMPANY SECRETARY

Enclosed : as above.

**NOTICE**

Notice is hereby given that the Forty Second (42nd) Annual General Meeting of the members of SURYA ROSHNI LIMITED will be held on Friday, the 11th September, 2015 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. To consider and adopt the Financial Statements of the Company and the Reports of Directors and Auditors thereon for the year ended 31st March, 2015.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Utkarsh Dwivedi, (Director Identification No. (DIN) - 05142124 who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-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 of the Companies Act, 2013. the retiring auditors of the Company, M/s Sastry K Anandam & Company, Chartered Accountants, being eligible, offer themselves for re-appointment as Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company 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 Mysore (SBOM) to the Company.
- b) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export -

Import Bank of India (EXIM) to the Company.

- c) Term Loan of Rs. 3000 lac (Rupees Three thousand lac only) lent and advanced by State Bank of Patiala (SBOP) to the Company.
- d) Term Loan of Rs. 6000 lac (Rupees Six thousand lac only) lent and advanced by State Bank of India (SBI) to the Company.
- e) Term Loan of Rs. 2500 lac (Rupees Two thousand five hundred lac only) lent and advanced by Canara Bank (CB) to the Company.
- f) Term Loan of Rs. 1000 lac (Rupees One thousand lac only) lent and advanced by Development Corporation Bank (DCB) to the Company.
- g) The Working Capital Limits including CEL Limits for forward cover of Rs. 105265 lac, secured on Second Charge basis, lent and advanced/ agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala IDBI Bank Ltd., State Bank of Travancore, 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	43965
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	7800
5	State Bank of Travancore	8500
6	Canara Bank	10300
7	HDFC Bank Limited	7700
	TOTAL	105265

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, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, Canara Bank, HDFC Bank Limited, State Bank of Mysore, Export - Import Bank of India and Development Corporation Bank 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



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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 increase the remuneration paid to Shri Raju Bista having Director Identification No. (DIN - 01299297) as the Managing Director of the Company, w. e. f 01-04-2015 for the rest of his tenure, as set out in the Supplementary Agreement executed on 30th May, 2015 between the Company and Shri Raju Bista, 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 Raju Bista 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 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 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 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 and clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded to appoint Dr. Smt. Salila Tewari having Director Identification No. (DIN) - 01748088 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."

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, 2016 be paid a remuneration of Rs. 2,75,000 (Rupees Two lakh Seventy five thousand only)."

"RESOLVED FURTHER THAT the Board be and is 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 a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed under section 188 of the Companies Act, 2013 by the members of the Company in their meeting held on 5th September, 2014 in relation to the contract / agreement executed between the Company and M/s Surya



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Global Steel Tubes Limited, consent of the members of the company be and is hereby accorded pursuant to Section 188 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 Clause 49 of the listing agreement with the stock exchange(s) 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 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 for this purpose) to continue the contract / agreement executed between the Company and M/s Surya Global Steel Tubes Limited, brief terms of which are set out in the explanatory statement in regard to purchase of goods or materials and to provide guarantee or security deposit for performance of said Contract, as per the terms and conditions of the agreement.

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 in the best interest of the Company."

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)

B. B. SINGAL

Dated : 30th May, 2015

V.P & COMPANY SECRETARY

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 09th September, 2015**. 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 clause 35B of the listing Agreement, the Company is providing its members facility to exercise their right to vote on the Items of Business given in the AGM Notice dated 30th May, 2015 proposed to be passed in the Annual General Meeting ("meeting") of the Company scheduled to be held on Friday, 11th September, 2015 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 the 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.
- 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.



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- 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, 8th September, 2015 at 9.00 a.m (IST) and ends on Thursday, 10th September, 2015 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 4th September, 2015, 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 4th September, 2015 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 4th September, 2015 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 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 number 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 4th September, 2015.
 - 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 either through postal ballot or by 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 and Postal Ballot process. The Pre-paid postage self-addressed envelope attached to this notice bears the address to which duly completed Postal Ballot is to be sent.
 - i. At the end of the Annual General Meeting voting exercise, Scrutinizer will download the entire voting data using its scrutinizer login.
 - j. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the



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attached Pre-paid postage self addressed envelope so as to reach the Scrutinizer not later than the close of working hours i.e 5.00 p.m. on 7th September, 2015.

- k. 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 14th September, 2015.
- l. The Chairman of the meeting shall announce the result of voting on the resolutions taken up at the 42nd Annual General Meeting on or after submission of final report by the Scrutinizer.

However, in terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Postal Ballot Form attached with this AGM Notice in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer at Flat No. 911, Padma Tower-1, 5 Rajendra Place, New Delhi - 110008 on or before 7th September, 2015. Any Postal Ballot Form received after this date will be treated as if the reply from the members has not been received. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

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 the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 42nd 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 9 are annexed hereto.
4. The Register of Members and Share Transfer books of the Company will remain closed from 25.08.2015 to 28.08.2015 (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 42nd Annual General Meeting.
7. Pursuant to Section 205A of the Companies Act, 1956 (Section 125 of the Companies Act, 2013 not notified), 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 encashed their dividend warrant so far for the financial year ended 31st March, 2008, or any subsequent financial year(s), the details of which are available at the following link.

http://www.surya.co.in/2015/downloads/Surya_Roshni_IETF_Report_as_on_05_09_2014.pdf

are requested to address their claim to the Vice President & Company Secretary, Surya Roshni Ltd., 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

8. Pursuant to Clause 5A of the Listing Agreement with the Stock Exchanges, unclaimed equity shares of 151 shareholders comprising 10944 equity shares had been transferred by credited to a demat Suspense Account title " Surya Roshni Limited – Unclaimed Suspense Account " with National Securities Depository Limited.

5 (Five) shareholders consisting of total 681 shares have claimed their shares during the Financial Year 2013-14 and the unclaimed balance of remaining 146 shareholders in " Surya Roshni Limited – Unclaimed Suspense Account " maintained with National Securities Depository Limited as on 31st March, 2015 is 10263 shares.

Members who have not claimed their shares to whom notices have been served in regard to unclaimed equity shares 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.

9. In compliance to Section 20 of the Companies Act, 2013 & Listing Agreement Clauses, Ministry of Corporate Affairs permits service of documents by



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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 VP & 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.

10. Information provided as per Clause 49-VIII(E)(1) & (2) of the Listing Agreement.

The following are the details of the directors seeking reappointment or recommended to be appointed as a Director:

Shri Utkarsh Dwivedi (Director Identification No. (DIN) - 05142124) aged about 37 years is the Whole-Time Director designated as Dy. Managing Director of the Company. He holds the directorship in Surya Chhatisgarh Steel & Power Limited. Shri Dwivedi is a Graduate in B.Com from Delhi University. He is a person of great outlook and joined Surya in 2002 in furtherance of his deep rooted desire to develop the youth of the country. As Dy. Managing Director he contributed a great deal in building up Surya. His management and planning skills are valuable factors in the growth of the Company. Further he has no inter-se relation(s) with other Directors of Company. Furthermore, he is not holding any shares of the Company.

Dr. Smt. Salila Tewari (Director Identification No. (DIN) - 01748088) aged about 71 years, has been appointed as an additional director of the Company on 31st March, 2015. She holds directorship in Vivina Marketing Private Limited and KYM Realtech Private Limited. Dr. Salila Tewari is a renowned name in Naturopathy. She possess deep knowledge & experience of 45 years or more in Naturopathy besides other important fields. Her induction as woman director in Surya, will infuse vibrant ideas and provide new dimensions to the entire Board. Further she has no inter-se relation(s) with other Directors of Company. Furthermore, she is not holding any shares of 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 Mysore, Export Import Bank of India, State Bank of Patiala, State Bank of India, Canara Bank, Development Corporation Bank and

working capital limits from consortium Banks i.e. State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, 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 Mysore (SBOM) to the Company.
- Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by Export-Import Bank of India (EXIM) to the Company.
- Term Loan of Rs. 3000 lac (Rupees Three thousand lac only) lent and advanced by State Bank of Patiala (SBOP) to the Company.
- Term Loan of Rs. 6000 lac (Rupees Six 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 Canara Bank (CB) to the Company.
- Term Loan of Rs. 1000 lac (Rupees One thousand lac only) lent and advanced by Development Corporation Bank (DCB) to the Company.
- The Working Capital Limits including CEL Limits for forward cover of Rs. 105265 lac, secured on Second Charge basis, lent and advanced/ agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, 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	43965
2	Punjab National Bank	17300
3	State Bank of Patiala	9700
4	IDBI Bank Ltd.	7800
5	State Bank of Travancore	8500
6	Canara Bank	10300
7	HDFC Bank Limited	7700
	TOTAL	105265

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, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, Canara Bank, HDFC Bank Limited, State Bank of Mysore, Export – Import



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Bank of India and Development Corporation Bank 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. Dev Dutt Das (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

The Shareholders of the Company at the Annual General Meeting held on 05-09-2014 had approved the re-appointment of Shri Raju Bista as Managing Director (DIN-01299297) of the Company for a period of five years from 18th June, 2014 to 17th June, 2019.

The Shareholders are aware that since Shri Raju Bista assumed the office of Managing 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 Raju Bista-Managing Director, the Company's Lighting

Division set new bench marks and archived new milestones of sales.

Furthermore, seeing the vast duties and responsibilities to be performed by Managing Director, and after taking into account the Industry Standard's remuneration paid to Managing Director(s) & on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30th May, 2015 increase the remuneration paid to Shri Raju Bista-Managing Director of the Company w.e.f. 01-04-2015 for the rest of his tenure of services, as set out in the Supplementary Agreement executed on 30th May, 2015 between the Company and Shri Raju Bista at the following terms :

SALARY : Basic Salary in the Grade of Rs. 3,75,000-50,000 – 5,75,000 per month

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 Managing Director shall be subject to the following ceilings: 50% 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.

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. 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 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 (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 Managing 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 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.

Copy of the Supplementary Agreement dated 30th May, 2015 executed between the Company and Shri Raju Bista along with other relevant documents related to his appointment as Managing 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. Raju Bista (whose interest is only to the extent of increase in remuneration as Managing Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 7

The Board of Directors of the company 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 Clause 49(II) (A) of the Listing agreement and SEBI Circular and the Articles of Association of the Company Dr. Smt. Salila Tewari (having DIN - 01748088 as an Additional Woman Director of the Company with effect from 31st March 2015. In

terms of the provisions of Section 161(1) of the Act, Dr. Smt. Salila Tewari holds office only up to the date of ensuing Annual General Meeting of the Company.

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

The Board of Directors recommends the resolution set out in item No. 7 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 Dr. Smt. Salila Tewari (whose interest is only to the extent of appointment as Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

ITEM NO. 08

The Board of Directors of the Company, on the recommendation of the Audit Committee in their meeting held on 30th May, 2015 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, 2016 at a remuneration of Rs. 2,75,000.

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, 2016.

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.



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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 members of the Company pursuant to the provisions of section 188 of the Companies Act, 2013 through Special Resolution passed at the Forty First Annual General Meeting of the Company held on 5th September, 2014 have accorded their assent to the company to continue to enter into contract / agreement dated 1st September, 2013 with M/s Surya Global Steel Tubes Limited for purchase of goods or materials approx. 40000 MT Pipes or provide financial support by way of providing guarantee(s) or security deposits for performance of said contract to the extent of Rs. 200 crore annually.

As Company got routine domestic as well as export orders from various customers and Surya Global Steel Tubes Limited express its willingness to execute those orders on behalf of the Company, the above said contract / agreement entered between the Company and M/s Surya Global Steel Tubes Limited for purchase of goods or materials be revised and approved by the Audit Committee and proposed that Company Agreement with M/s Surya Global Steel Tubes Limited in regard to purchase of goods or materials for domestic and export orders and accordingly the quantity and further provide financial support by way of providing guarantee(s) or security deposits for performance of said contract will remain continue to the extent of Rs. 280 Crores annually.

Surya Global Steel Tubes Ltd. ("SGSTL") is an associate company of SRL. SGSTL is having facilities of H-Saw pipes production also along-with ERW Pipes. It is having various products range of various specifications of domestic as well as international. SGSTL is having best economic situations for the export due to port proximity. Plant of SGSTL is located in Anjar, Gujarat.

Surya Roshni Limited ("SRL") may manufacture ERW Pipes or get them manufactured from other manufacturers also. SRL get routine export orders from the various customers and various country(ies). SGSTL is willing to execute both domestic and export orders on behalf of SRL The terms & conditions as set out in the Agreement between Surya Roshni Limited (SRL) and M/s Surya Global Steel Tubes Limited (SGSTL) are as

follows:

1. The "SGSTL" to the agreement is the manufacturer of ERW pipes of various sizes and having its work at Village: Bhuvad, Tal: Anjar, (Gujarat) with all necessary man, machine, material and equipment.
2. The "SGSTL" to the agreement shall undertake to produce pipes of various sizes in its plant for the "SRL" as per the requirements and terms of Purchase Order given by "SRL".
3. The "SGSTL" shall procure all the raw material such as HR Coils, Zinc, Store & Spares etc whatever required to produce the pipes as per the requirement of Purchase Order received from "SRL".
4. Delivery: Material shall be delivered as per the delivery schedule given by the "SRL" to "SGSTL".
5. Pricing Pattern :
 - a. Prices shall be determined as per the prevailing market prices based upon orders obtained by SRL.
 - b. Pricing shall be on F.O.B. MUNDRA/ KANDLA basis.
 - c. Increase / Decrease on raw material prices after receiving the PO by SGSTL, shall be borne by SGSTL only.
 - d. Pricing shall be done order to order basis.
 - e. Letter of Credit by the end customers shall be opened in the favour of SRL.
 - f. Export Incentives for the export made by SRL shall be claimed by SRL only.
 - g. Excise & VAT Rebate shall be claimed by SGSTL only.
6. Currency Exchange Rate Determination: Purchase orders shall be issued by SRL on the basis of prevailing exchange rate at the time of obtaining export orders by SRL & any exchange fluctuation at the time of actual export shall be borne by SRL.
7. Payment Terms: "SRL" shall make payment within 5 working days from the date of Bill of Lading.
8. Security Deposit: As stated in point no. 3 responsibility of arranging the Raw Material to execute the orders lies upon "SGSTL". Hence to facilitate SGSTL, SRL will arrange a loan upto Rs. 25 Crores from the outside lenders by providing performance guarantee on behalf of SGSTL or "SRL" may provide initial interest free security deposit of Rs. 10 crores which can be extended up to Rs. 25 Crores for the performance of above said



NOTICE CONTD.

contract for supply of goods. The above said deposit / comfort shall be refunded/rescinded on the termination of said contract.

9. Both the parties shall ensure the compliance of Central Excise Act, 1944 and all other legal requirements.
10. The ownership of materials after delivery at MUNDRA/ KANDLA shall be vested with the "SRL".
11. Third Party Inspection by the customers may be conducted in the premises of SGSTL. SRL shall give prior intimation of the inspection to SGSTL.
12. Quantity: SRL shall purchase approx. 60000 MT Pipes having value of Rs. 280 Cr. Approx. on annually basis. Quantity tolerance of 20% + / - shall be applicable.
13. Countries to be covered for Export Orders: Mainly UAE, Behrin, Qatar countries shall be covered under this contract. Other countries also may be covered with mutual understanding of the both parties.
14. Claims Settlement: Any quality related complaints shall be intimated to SGSTL by SRL in writing. Sole responsibility related to quality complaints related to manufacturing defects lies with SGSTL. SGSTL shall attend & settle the complaint accordingly.
15. Modernization / Capital Expenditure Expenses on account of modernization / expansion for new market / product development shall be borne by SGSTL.

COMMENCEMENT, DURATION AND TERMINATION:

1. This agreement shall commenced from the date of its execution by both the parties hereto.
2. The duration of this Agreement shall be up to 31/03/2017 and can be extended for further period by mutual agreement in writing subject to shareholders approval.
3. Either Party can terminate the agreement by giving three months in writing to the other party, subject to prior intimation to Audit Committee of both companies.
4. The term & conditions of this agreement shall be reviewed on yearly basis like pricing, markets, product, payment terms etc.

Members are hereby informed that as per clause 49-VII of Listing Agreement 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. 9 for the approval of the shareholders as a **Special 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) Jaiprakash Agarwal	No Financial Interest; the interest is only to the extent of shareholding held by him .
	(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) - R N Maloo (ED & Group C.F.O) - B B Singal (V.P & Company Secretary)	No Interest, financial or otherwise
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)

B. B. SINGAL

Dated : 30th May, 2015

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.....
(In Block Letters).....
.....

I hereby record my presence at the Forty Second (42nd)
Annual General Meeting of Surya Roshni Limited being held
at Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)
on Friday the 11th September 2015.

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.



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 second (42nd) Annual General Meeting of the Company, to be held on Friday, 11th September, 2015 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	Adoption of Financial Statements of the Company and the Report of Directors' and Auditors thereon for the year ended 31st March, 2015.
2	Declaration of Equity Dividend.
3	Re-Appointment of Sh. Utkarsh Dwivedi (holding DIN – 05142124) who retires by rotation and offers himself for re- appointment
4	Re-Appointment of Statutory Auditor(s) M/s Sastry K Anandam & Co. for the F.Y 2015-16.
SPECIAL BUSINESS	
5	Consent for Mortgage of Properties for Loans and Working Capital limit u/s 180(1)(a) of Companies Act, 2013.
6	Approval for Increase in remuneration of Managing Director-Sh. Raju Bista (DIN-01299297) as per the provision of Companies Act, 2013.
7	Appointment of Dr. Salila Tewari (holding DIN -01748088) as Woman Director of the company liable to retire by rotation.
8	Ratification of Remuneration of Cost Auditors M/s R J Goel & Co. for the F.Y 2015-16 in compliance to Companies Act, 2013.
9	Approval to continue of existing Contract / Agreement with modification(s) between the Company and M/s Surya Global Steel Tubes Limited in compliance to Companies Act, 2013.

Signed this _____ day of _____ 2015

Signature of the Member(s) : _____

Signature of Proxy holder(s) : _____

Affix Re.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.