

SURAJ INDUSTRIES LTD

Registered Office –Plot no. 2, Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org

Telephone No:- 01970-256414

NOTICE

Notice is hereby given that the Twenty Forth Annual General Meeting of the members of **M/s Suraj Industries Ltd** will be held on Wednesday September 28, 2016 at 3.30 p.m. at the Registered Office of the Company at Plot No.2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2016 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Suchi Bahl who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Satendra Rawat & Company, Chartered Accountants**, having Firm Registration No. 008298C, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as fixed by the Board of Directors.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Syed Azizur Rahman who was appointed as an Additional Director of the Company with effect from October 30, 2015 in terms of Section 161(1) of the Act and who hold the office till the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation.”

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

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“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, consent of the members be and is hereby accorded for the appointment of Mr. SyedAzizurRahman, as Whole-Time Director of the Company for a period of Two (2) years with effect from October 30, 2015.

RESOLVED FURTHER THAT no remuneration be paid to the Whole Time Director till the re-commencement of business activities by the company.

RESOLVED FURTHER THAT after the business activity re-commences during the currency of tenure of the Whole Time Director, Board of Directors be and are hereby authorised to pay annual remuneration to the Whole Time Director not exceeding the limits specified in Section II of Part II of schedule V of Companies Act 2013 for the remaining period of his tenure.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do needful acts, things and deeds in this regard and undertake necessary filings in respect of his appointment and submitting this matter to the shareholders for their consent.”

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HEREWITH.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percentage of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percentage of the total share capital the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- b) **Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.**

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- c) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 26, 2016 to Wednesday, September 28, 2016 (both days inclusive).
- d) Corporate members are requested to send duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
- e) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out is annexed hereto.
- f) All documents referred to in the notice are open for inspection at the registered office of the Company between 2.00 pm to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

- g) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- h) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.
- i) The Company has a dedicated E-mail address secretarial@surajindustries.org for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.surajindustries.org has a dedicated section on Investors.
- j) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares can submit their PAN details to the Company/RTA.
- k) Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
- l) Member(s) may also note that the Notice of the Meeting and the Annual Report for the Financial Year 2015-16 will also be available on the Company's website www.surajindustries.org for download.

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- m) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- n) In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
- o) As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for general meeting issued by the Institute of Companies Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".
- p) The Company has recently been allotted ISIN (INE170U01011) by CDSL for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) or through Polling Paper at the AGM. Information relating to e-Voting facility and voting at the AGM is given below:

(1) Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and **Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.

II. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting

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III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-Voting period commences at 10:00 a.m. on Saturday, September 24, 2016 and ends at 5:00 p.m. on Tuesday, September 27, 2016. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Wednesday, September 21, 2016 (“**Cutoff date**”), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for remote e-Voting are as under:

A. In case of members receiving an e-mail from CDSL

- i.** The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii.** Click on “Shareholders” tab.
- iii.** Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv.** Now enter your User ID;
 - a)** For CDSL: 16 digits beneficiary Id
 - b)** For NSDL: 8 Character DP Id followed by 8 Digits Client Id,
 - c)** Members holding shares in Physical Form should enter Folio Number registered with the Company
- v.** Next enter the Image Verification as displayed and Click on Login.
- vi.** If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii.** If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Forms

PAN*	<i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i>
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	<p><i>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</i></p> <p><i>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</i></p>
DOB#	<p><i>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</i></p>
Dividend Bank	<p><i>Enter the Dividend Bank Details as recorded in your demataccountor in the company records for the said demat account or folio.</i></p>
Details	<p><i>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</i></p>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Suraj Industries Ltd which is **160820024**
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- xiv.** 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 “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii.** If Demat account holders have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii.** Note for –Non Individual Shareholders and Custodians:
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix.** In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx.** Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from

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- xxi.** the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. In case of members receiving physical copies of the Notice of the AGM

(i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xvi) above, to cast vote.

(2) Voting at AGM

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM via polling papers. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

(3) Other Instructions

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com or call at toll free no.: 1800-200-5533.

II. If you are already registered with CSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.

III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).

IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. September 21, 2016.

V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. September 21, 2016, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at evoting@cdsl.co.in or RTA at beetalrta@gmail.com

However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using “Forgot User Details/ Password” option available on www.evoting.cdsl.com or contact CDSL on toll free no.: 1800-200-5533.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

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www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

VII. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) of M/s DMK Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.

VIII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

IX. The poll process shall be conducted and a report thereon shall be prepared in accordance with the provisions of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

X. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than forty eight (48) hours of conclusion of the AGM, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorised by him in writing.

XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.surajindustries.org and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Plot No. 2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212.

XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 24th AGM scheduled to be held on Wednesday, September 28, 2016.

q) The route map of the venue for the Annual General Meeting is attached herewith.

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- r) The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings are also annexed as Annexure-A.

**By Order of the Board
For Suraj Industries Ltd**

Place : New Delhi

Dated : 03.09.2016

BHANUMATI RAMCHANDRAN
COMPANY SECRETARY
Membership No.: ACS 9145
Address:E 13, GTB Hospital, Staff
Quarters Delhi-110095

Registered Office:

Plot No. 2, Phase-III, Sansarpur Terrace,
Distt.Kangra, Himachal Pradesh-173212

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to section 161(1) of Companies Act, 2013, your Board of Directors had appointed Mr. Syed Azizur Rahman as an Additional Director of the company w.e.f October 30, 2015 who will hold office till the date of ensuing annual general meeting. Notice along with deposit of the requisite amount as stipulated under Section 160 of the Act has been received from a member intending to propose Mr. Syed Azizur Rahman as a candidate for the office of Director.

Your board recommends the resolution as set out in item no. 4 of the notice for your approval for the appointment of Mr. Syed Azizur Rahman as director of the company.

None of the director, key managerial personnel, and their relative except Mr. Syed Azizur Rahman is interested as mentioned above or concerned, financially or otherwise in the resolution.

ITEM NO. 5

Mr. Syed Azizur Rahman who was appointed as Additional Director of the Company was also appointed as Whole Time Director of the Company for a period of Two (2) years with effect from October 30, 2015 by the Board of Directors as recommended by the Nomination & Remuneration Committee subject to the approval of the members of the Company. The term of Mr. Syed Azizur Rahman as Whole Time Director is upto October 29, 2017. The appointment of Mr. Syed Azizur Rahman as Whole Time Director is made as per section 196, 197, 198 and 203 read with schedule V and other applicable provisions if any of the Companies Act, 2013.

The approval of shareholders by way of Ordinary resolution is hereby solicited for the confirmation of appointment of Mr. Syed Azizur Rahman as Whole Time Director for a period of 2 years w.e.f. October 30, 2015.

It has been decided that no remuneration would be paid to the Whole Time Director till the company re-commences its business activities.

Once the company re-commences its business activities, the Board of Directors of the company may be authorised to pay remuneration to Whole Time Director for his remaining tenure and such remuneration shall not exceed the limit specified in Section II of Part II of Schedule V of Companies Act 2013.

Your Directors recommend the resolution as set out at item no. 5 for your approval.

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Except Mr. Syed Azizur Rahman, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

**By Order of the Board
For Suraj Industries Ltd**

Place : New Delhi

Dated : 03.09.2016

BHANUMATI RAMCHANDRAN
COMPANY SECRETARY
Membership No.: ACS 9145
Address: E 13, GTB Hospital, Staff
Quarters Delhi-110095

Registered Office:

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“Annexure A”

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS)

ITEM NO-2

Ms. Suchi Bahl

Ms. Suchi Bahl, aged 32 years, is MBA by qualification and a young entrepreneur managing her own boutique business since last 5 years. She is on the Board of the Company since February 14, 2015.

She also holds directorships in the following companies:

- Shri Gang Industries and Allied Products Limited
- LV Global Private Limited

During the Financial year 2015-16, Ms. Suchi Bahl has attended the meeting of Board of Directors held on 29 May 2015.

Her tenure is liable to be retire by rotation at the forthcoming Annual General Meeting. The Board of Directors has already recommended for her appointment.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

ITEM NO-4

Mr. Syed Azizur Rahman

Mr. Syed Azizur Rahman, aged 53 years, is a Mechanical Engineer. He has vast experience of over 28 years in manufacturing inclusive of 18 years as Unit Head/Business head. He is on the Board since October 30, 2015.

He also holds directorships in the following companies:

- Shri Gang Industries and Allied Products Limited
- Gold Coin Marketing Private Limited

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None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

**By Order of the Board
For Suraj Industries Ltd**

Place : New Delhi

Dated : 03.09.2016

BHANUMATI RAMCHANDRAN
COMPANY SECRETARY
Membership No.: ACS 9145
Address: E 13, GTB Hospital, Staff
Quarters Delhi-110095

Registered Office:

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