

SURYA INDUSTRIAL CORPORATION LIMITED

(CIN – L36912UP1988PLC010285)

Regd. Office: B-9 Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250103Email: sicl1388@gmail.com ; Website: www.suryainduscorp.com**POSTAL BALLOT NOTICE**

(Pursuant to Sec.110 of the Companies Act, 2013 read with rule 22 of the Companies
(Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 (the “Companies Act”) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) that ‘**Surya Industrial Corporation Limited**’ (the “Company”) is seeking consent of its members for passing of the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/e- Voting.

1. Consent to giving any loan or guarantee/making investment/providing security up to Rs. 50 Crores in pursuant to section 186 of the Companies act, 2013.

Shareholder’s consent sought for the proposals contained in the Resolution given in the Notice. The explanatory statement pursuant to section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the “Form”).

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Form.

The Company has appointed Ms. Sheetal Patil, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in all respect in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer at the address given on self addressed pre-paid envelope on or before 5:00 P.M. 21st January, 2016.

Members desiring to opt for e-voting as per the facilities provided by the Company are requested to read the instructions carefully in the Notes under the section ‘Voting through electronic means’ in this Notice.

The Postal Ballot & E-voting will be start from 23rd December, 2015 9:00 A.M. and will be end on 21st January, 2016 at 5:00 P.M.

The Scrutinizer will submit the scrutinizers report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting) on 23rd January, 2016 on or before 2:00 p.m. The result of postal ballot (including e-voting) shall be declared on 23rd January, 2016 by 5:00 p.m. and communicated to the Stock Exchanges where the securities of the company are listed and would also be displayed on the Company's website at www.suryainduscorp.com.

1. Consent to giving any loan or guarantee/making investment/providing security up to Rs. 50 Crores in pursuant to section 186 of the Companies act, 2013;

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as “the Board”) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of

Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 50 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Surya Industrial Corporation Limited

Place: Surat
Date: 16th December, 2015

Sd/-
Pratik Kumar Mehta
Managing Director
DIN - 06902637

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.

2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 2:00 p.m. except Saturday & Sunday till the completion of Postal Ballot.

3. The notice is being sent to all the members by Permitted mode courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on Record Date/Cut-off date i.e. 11th December, 2015, Friday and these will be considered for voting.

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote by Ballot/electronically.

4. The dispatch of the Postal Ballot Notices will be completed by Tuesday 22nd December, 2015.

5. The voting through Postal Ballot/e-voting will commence on Wednesday, the 23rd December, 2015 at 9:00 A.M. and end on Thursday the 21st January, 2016 at 5:00 P.M.

E-Voting shall not be allowed beyond 5:00 p.m. on 21st January, 2016.

6. A member who has not received the Postal Ballot Form may seek duplicate Postal Ballot Form from, Registrar & Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi- 110020; **Tel.:** 011-64732681 to 64732688; **Fax :** 011-26812682; **Investor Grievances Cell: E-mail : grievances@skylinerta.com**. Send Ballot form duly completed in all respect in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects, should reach the Scrutinizer before 5:00 P.M. on 21st January, 2016. The Postal Ballot received after the said date will be treated as not having been received.

7. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.

8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

9. The Board of Directors of the Company has appointed to Ms. Sheetal Patil, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of scrutiny of Ballot and E-voting, Scrutinizer will submit Scrutinizers report to the Managing Director or any other Director of the Company.

10. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Managing Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions.

The declaration of result of the Postal Ballot by Managing Director or Authorised Key Managerial Personnel (KMP) as stated above shall be treated as declaration of Result at meeting of the shareholders as per the Rules, The will be declared on 23rd January, 2016 at 5:00 p.m., at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.suryainduscorp.com besides communicating the same to the Stock Exchanges where the shares of the Company are listed.

11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed in the Notice of Postal Ballot before exercising their vote.

INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 11th December, 2015.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences on and from 9:00 A.M. on December 23, 2015 and ends on 5:00 P.M. on January 21, 2016.
5. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office at 5:00 P.M. on January 23, 2016. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in this Notice.
8. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: The Managing Director of the Company, Surya Industrial Corporation Limited, B-9 Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250103; email-id: sic1388@gmail.com

E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote through the Postal ballot and by electronic means and the Company has engaged with National Securities Depository Limited (NSDL) to transacted the matters through e-Voting Services provided by NSDL.

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL

[For members whose email IDs are Registered with the Depository Participants(s)]:

- II. Open email and open PDF file; the said PDF file contains your user ID and password/PIN for e-voting.
- III. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- IV. Click on Shareholder – Login.
- V. Put User ID and password as initial password noted in step (1) above and Click Login.
- VI. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- VII. Home page of remote “e-Voting” opens. Click on e-Voting: - Active Voting Cycles.
- VIII. Select “EVEN” of Surya Industrial Corporation Limited.
- IX. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- X. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- XI. Members can cast their vote online from December 23, 2015 (9:00 A.M.) till January 21, 2016 (5:00 P.M.). Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on all the resolutions or till the end date of voting period.

XII. E-Voting shall not be allowed beyond said time i.e. January 21, 2016, 5:00 P.M.

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at cssheetalpatil@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

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

Item No. 1:

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by way of postal ballot means of a special resolution passed is necessary.

As per Section 110 of the companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

As at the close of financial year 2014-15, the aggregate value of loans given / investments made / guarantees given / security provided, after taking into account, by the Company is under the specified limit given to Board of Director as per Section 186 (2) of the Act.

As the Company has taken various initiatives for future growth plan in the business of Company, these future plans will have to be partially implemented / proposed in order to derive maximum value.

Therefore, the increasing business operations and future growth plans of the Company may necessitate making further providing loans/investments made or giving guarantees or providing security to these body corporate(s) and other person(s), over a period of time.

Taking into consideration, the requirements of additional loans to be given/investments to be made/ guarantees to be provided by the Company to meet the financial requirements of company it is expected that the limit given under section 186(2) of the Act will not be adequate. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the limits upto Rs. 50 Crores .

Hence prior approval of the Members of the Company is sought for exercising these powers by the Board beyond the specified limit.

Pursuant to the provisions of Section 110 of the Act read with the rule 22 of the Companies (Management & Administration) Rules, 2014, consent of the Members of the Company is proposed to be obtained through postal ballot by way of a special resolution.

The Board has unanimously approved the above proposal at its meeting held on 16th December 2015 and the Board also recommends the passing of the resolution by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form or E-voting, which is sent along with the Notice or cast their votes electronically through NSDL website as explained in the notes appended herewith.

None of the directors or key managerial personnel and / or their relatives is deemed to be interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Surya Industrial Corporation Limited

Sd/-

Pratik Kumar Mehta
Managing Director
DIN - 06902637

Place: Surat
Date: 16th December, 2015

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014].

CIN: L36912UP1988PLC010285

NAME OF THE COMPANY: SURYA INDUSTRIAL CORPORATION LIMITED

REGD. OFFICE: B-9 Industrial Estate, Partapur,
Meerut, Uttar Pradesh – 250103.

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address.	
3	Registered folio No. /*Client ID No.	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sr. No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	Consent to giving any loan or guarantee/making investment/providing security up to 50 crores in pursuant to section 186 of the Companies act, 2013			

Place:

Date:

(Signature of the shareholder)