

NOTICE

NOTICE is hereby given that the thirty first Annual General Meeting of the Members of Suryakrupa Finance Limited. (CIN L60200GJ1986PLC083845) will be held on Saturday, the 29th day of September, 2018 at 10.00 a.m., at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Kutch, Gujarat- 370201, to transact the following Business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2018 together with the Reports of the Directors and the Auditors.
- 2) To appoint/re appoint auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next 32nd Annual General Meeting and to fix their remuneration.
- 3) To appoint a Director in place of Mr. Narendrasinh Rana (DIN: 02543871), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narendrasinh Rana (DIN: 02543871) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 4) To approve material related party transition

To consider and if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), (including any modification and re-enactment thereof for the time being in force), read with the applicable rules there under, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 governing the Related Party contracts or arrangements or Transactions and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Shareholders, be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company) for entering into related party contracts or arrangements or transactions by the Company by way of entering appropriate rent agreement, up to an amount of Rs. 1,00,000 (Rupees One Lakh Only) per

annum, in F.Y. 2017-18 with Dr. Neemaben B. Acharya relative of Mr. Maulin B. Acharya, Director, till the termination of the said agreement or any modification in the terms thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby authorized to sign and execute necessary deeds, documents and writings that may be required, on behalf of the Company for the purpose of giving effect to this Resolution”.

By Order Of the Board
SURYAKRUPA FINANCE LIMITED

Sd/-

Date: 9th August, 2018

Place: Gandhidham

Ashok Kumar Dudi
Managing Director
DIN: 02579317

CIN: L60200GJ1986PLC083845

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 10.00 a.m. on Thursday, 27th September, 2018.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from Sunday 23rd September, 2018 to Saturday 29th September, 2018 (both days inclusive).
6. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Business to be transacted at the meeting under Item No. 4 is Annexed hereto.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. 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 in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Tel No: +91 (22) 49186270 Fax: +91 (22) 49186060, E-mail id : rnt.helpdesk@linkintime.co.in, Website : www.linkintime.co.in

11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
 12. The details of directors who are proposed to be reappointed/newly appointed are given in Annexure-I after explanatory Statement. There are no inter-se relationships between the Board Members.
 13. The cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be Saturday 22nd September, 2018.
 14. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
 15. The results of voting shall be declared at the Registered Office of the Company within 3 working days of the conclusion of the Annual General Meeting i.e. on or before Thursday 4th October, 2018, by the Chairman, of the meeting and shall also be displayed at the website of the company www.suryakrupafinance.in.
 16. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
 17. Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Company or R&T Agent of the Company.
 18. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
- (vii) If you are a first time user follow the steps given below:
19. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.
 20. The Board of Directors of the Company has appointed CS. Dipak Jogi, Practicing Company Secretary, Gandhidham as a Scrutinizer. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and result of voting by ballot, including voting through electronic means will be declared by placing it along with the Scrutinizer's Report on the Company's website and communicated to the Stock Exchange (BSE).
 21. The Register of director & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection at the venue of the meeting by the members attending the meeting.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- (i) The voting period begins on 10 A.M. on Tuesday, 25th September, 2018 and ends on at 5.00 PM on Friday on 28th September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 22nd September, 2018 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 for the relevant **Suryakrupa Finance Limited** on which you choose to vote.
- (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.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Company	SURYAKRUPA FINANCE LIMITED
Registrar and Transfer Agent	LINK INTIME INDIA PVT. LTD. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel No : +91(22) 49186000 Fax: +91 (22) 49186060 E-mail id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in Contact Person: Ms. Prachi Baradi
e-Voting Agency	Central Depository Services (India) Limited [CDSL] E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	CS. Dipak Jogi, Practicing Company Secretary, Gandhidham, Gujarat.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO. 4

The provisions of Section 188(1) of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI [Listing Obligations and Disclosure Requirements (LODR)] Regulations 2015 that govern the related party transactions/material related party transactions require a company to obtain prior approval of the Audit Committee/Board of Directors and in case the transactions exceeds specified limits, the prior approval of shareholders by way of ordinary resolution. Since the proposed related party contracts or arrangements or transactions which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The transaction related to take premises on rent basis, from Dr. Neemaben Acharya. The rented premise will be used as registered office of the Company. The Company shall pay maximum rupees One lakh per annum as rent, security deposits and other ancillary expenses. In financial year 2017-18 the Company had carried out transaction of Rs. 60,000/- as rent with Dr . Neemaben Acharya. The transaction of Rs. 60000/- in F.Y. 2017-18 was fall under thresh hold limit of material related party transaction as the turnover of the company was noted achieve its expectation as well as net worth was noted in minus.

Name of the related party and nature of relationship: Dr. Neemaben Acharya, Mother of Mr. Maulin B. Acharya, Director of the Company

Name of the director or key managerial personnel who is related, if any: Except Mr. Maulin B. Acharya, none of the Directors or Key managerial personnel is related.

Nature, material terms, monetary value and particulars of the contract or arrangement: Necessary rent agreement will be executed between the parties. The Company will pay up to Rupees One lakh per annum as rent, security deposit and all other ancillary expenses related to the property. The Board has power to implement the agreement from the date of expiry of existing/

earlier agreement. The transaction shall be considered effective till the termination of the said agreement or any modification in the terms thereof, renewal of agreement at same terms and condition shall not considered modification in the terms and considered as continue agreement.

Any other information relevant or important for the members to take a decision on the proposed resolution: As the net worth of the company is negative and rent amount is more than 10% of the turnover noted in the financial year 2017-18 the Company is considering this transaction as material related party transaction. The member shall approve Rs. 60,000/ paid as rent in F.Y. 2017-18 to Dr. Neemaben Acharya.

In view of the compliance with Statutory requirements required under Section 188 of the Companies Act, 2013 and SEBI (LODR),Regulations,2015 prior approval of the members for entering into material related party transactions by the Company as described above, is being sought by way of ordinary resolution pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, (subject to any modification and re-enactment thereof), read with the applicable rules there under, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 governing Related Party Transactions. The above material related party contracts or arrangements or transaction(s) were approved by the Audit Committee and the Board of Directors of the Company in their meetings held on 9th August, 2018 respectively. The Board recommends passing the resolution as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives, except Mr. Maulin B. Acharya, Director, is deemed to be concerned or interested in the resolution.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the related parties shall abstain from voting on the proposed resolution.

DETAILS OF DIRECTORS RETIRING BY ROTATION, AS REQUIRED TO BE PROVIDED PURSUANT TO THE PROVISIONS OF (I) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT ARE PROVIDED HEREIN BELOW:

Name of the Director & DIN	Mr. Narendrasinh D. Rana (DIN 02543871)
Date of Birth & Age	18-10-1974, 44 years
Date of Appointment	13-10-2014
Qualification	GRADUATE
Expertise in specific functional areas	Vast experience in the fields of logistic, warehousing, shipping and other ancillary business.
List of Companies in which outside Directorship held as on 31.03.2018	RCC Ltd.
Chairman/Member of the *Committees of other Companies on which he/she is a Member as on 31.03.2018	Member of CSR Committee of RCC Ltd.
Number of equity shares held in the Company	1,36,200
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Relationship with other Directors/ KMP	No
No of meetings of the Board attended during the financial year	All Board meetings were attended.

SURYAKRUPA FINANCE LIMITED

(CIN L60200GJ1986PLC083845)

Registered Office: Plot No.267, Ward 12/B, Gandhidham – 370201, Gujarat

ATTENDANCE SHEET

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

DP Id:

Folio No.

Client ID

No of Shares

Name & Address of shareholder:

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the Company at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Gujarat- 370201 held on Saturday, the 29th day of September, 2018 at 10.00 a.m.

Sign of shareholder/ Proxy

SURYAKRUPA FINANCE LIMITED

(CIN L60200GJ1986PLC083845)

Registered Office: Plot No.267, Ward 12/B, Gandhidham – 370201, Gujarat

Form No. MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the shareholder
Registered address
E-mail ID
Folio No. / Client ID
DP ID

I / we, being the shareholder(s) of shares of the above named company, hereby appoint:

1) Name _____ Address _____

E-mail ID _____, Signature of failing him/her

2) Name _____ Address _____

E-mail ID _____ Signature of 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 the 31st AGM of the Company at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Gujarat- 370201 to be held on Saturday the 29th day of September, 2018 at 10.00 a.m, and at any adjournment thereof in respect of such resolutions as are indicated below:

#	ORDINARY BUSINESS	For	Against
1.	Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2018 and Auditors' Report thereon		
2.	Appointment of Statutory Auditor of the Company		
3.	Re-Appointment of Mr. Narendrasinh D. Rana, as Director liable to retire by rotation.		
	SPECIAL BUSINESS		
4.	Approve material related party transition.		

Signed this _____ day of September, 2018.

Signature of the Shareholder

Signature of Proxy holder(s)

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.

Affix
Revenue
stamp
Rs. 1/-