



# SURYAKRUPA FINANCE LIMITED

CIN: L60200MH1986PLC041487

Registered Office: 8A, Kapoor Building, J P Road, Behind Canara Bank,  
Andheri (W), Mumbai, Maharashtra-400 056 Tel. No. +91-22-64646411

Email: [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com); Website: [www.suryakrupafinance.in](http://www.suryakrupafinance.in)

## NOTICE OF POSTAL BALLOT

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

Notice is hereby given, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions of the Act and Rules made thereunder for transacting the following special business by the members of Suryakrupa Finance Limited ("The Company") by passing resolutions through Postal Ballot:

#### SPECIAL BUSINESS:

#### 1. CHANGE THE NAME OF THE COMPANY FROM "SURYAKRUPA FINANCE LIMITED" TO "RAJVI LOGISTIC LIMITED."

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

**"RESOLVED THAT** pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from **"SURYAKRUPA FINANCE LIMITED"** to **"RAJVI LOGISTIC LIMITED."**

**"RESOLVED FURTHER THAT** the name "SURYAKRUPA FINANCE LIMITED" to "RAJVI LOGISTIC LIMITED" wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name "RAJVI LOGISTIC LIMITED"

**"RESOLVED FURTHER THAT** any one of Shri Maulin Acharya or Shri Ashok Kumar Dudi or Shri Narendrasinh Rana, Directors of the Company be and is hereby severally authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

#### 2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY IN CONFORMITY WITH PROVISIONS OF 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** any one of Shri Maulin Acharya or Shri Ashok Kumar Dudi or Shri Narendrasinh Rana, Directors of the Company be and is hereby severally authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

**By Order of the Board  
For, Suryakrupa Finance Limited**

Sd/-

**Narendrasinh D. Rana  
DIRECTOR  
DIN: 02543871**

Place: Ahmedabad  
Date : 18/04/2015

**Notes:**

1. Explanatory Statement 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 office hours.
3. The Notice is being sent to all the Members, whose names would appear in the Register of Members / Record of Depositories as on 24<sup>th</sup> April, 2015. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of members as on 24<sup>th</sup> April, 2015.
4. The notice is being sent to all the members by post / 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 24<sup>th</sup> April, 2015 (cut-off date) and the same will be considered for voting.
5. The dispatch of the Postal Ballot Notices will be completed by 7<sup>th</sup> May, 2015. The voting through Postal Ballot/e-voting will commence at 10.00 a.m. on 9<sup>th</sup> May, 2015 and end at 06.00 p.m. on 8<sup>th</sup> June, 2015.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before Time 06.00 p.m. on 8<sup>th</sup> June, 2015. 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 & E-voting 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 through Postal Ballot Form.
9. The Board of Directors of the Company has appointed CS. Kamlesh Patel, Practicing Company Secretary, Ahmedabad as a Scrutinizer. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and result of voting by postal 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).
10. A member cannot exercise his vote by proxy on postal ballot.
11. The resolutions, if approved, shall be deemed to have passed on the date of declaration of result of postal ballot resolution i.e. 10<sup>th</sup> June, 2015.
10. 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 on the backside of the Postal Ballot Form before exercising their vote.
11. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of through Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

## **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

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

- (i) The voting period begins on 10.00 a.m. on 9<sup>th</sup> May, 2015 and ends on 06.00 p.m. on 8<sup>th</sup> June, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24<sup>th</sup> April, 2015, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
DOB	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. DOB if not registered with the DP or Company then enter it as 01/01/1990
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"><li>• 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 as mentioned in instruction (iv).</li></ul>

- (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 relevant EVSN for Suryakrupa Finance Limited 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

<b>Company</b>	<b>SURYAKRUPA FINANCE LIMITED</b>
<b>Registrar and Transfer Agent</b>	<b>System Support Services</b> 209, Shivai Industrial Estate, Near Logitech Park, 89, Andheri- Kurla Road, Sakinaka, Andheri (East) Mumbai – 400 072, Ph. 022-28500835/ Fax: 022-28500438 Email: <a href="mailto:syss72@yahoo.com">syss72@yahoo.com</a> / <a href="mailto:zoebsss@hotmail.com">zoebsss@hotmail.com</a> Website: <a href="http://www.syss.com">www.syss.com</a> Contact Person: Mr. Mahendra Mehta / ZoebSutarwala
<b>e-Voting Agency</b>	Central Depository Services (India) Limited [CDSL] E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	CS Kamlesh Patel, Ahmedabad Practicing Company Secretary Email: <a href="mailto:kamlesh_ppatel@yahoo.co.in">kamlesh_ppatel@yahoo.co.in</a>

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

#### **ITEM NO.1:**

On 12<sup>th</sup> December 2014 vide passing special resolution through Postal Ballot, the Company has added new main object Clause (4) to carry on the logistic and transport business and accordingly the Company has commenced the logistics and transportation business during last quarter of 2014-15.

As the Company has discontinued the finance business since long, the logistic and transport business would be the main business activities of the Company in future. Hence it is proposed to Change the name of the Company from “**SURYAKRUPA FINANCE LIMITED**” TO “**RAJVI LOGISTIC LIMITED**” to keep the name in consonance with the main object of the Company.

The Company has received the approval dated 13<sup>th</sup> April, 2015 from the Registrar of Companies, Mumbai, Maharashtra (ROC) confirming the availability of the new name “**RAJVI LOGISTIC LIMITED**”.The Company will make fresh application for availability of the name in case the validity of the name availed is expired before completion of Postal Ballot Process. The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association.

The Board recommends the Resolution set out at Item No. 1 in this Notice for approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

#### **ITEM NO.2:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered, expedient to wholly replace the existing AOA by a new set of AOA. The new set of AOA is proposed to be substituted in place of the existing AOA. The draft set of AOA is available for inspection to the Shareholders at the Registered Office of the Company on all working days (except Saturday, Sunday and Public Holiday) between 11.00 a.m. to 1.00 p.m. till the last date for receipt of the postal ballot forms from the Shareholders without payment of any fees by the Shareholders. The draft set of AOA is also available on web site of the Company.

The Board recommends the Resolution set out at Item No. 2 in this Notice for approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested in the proposed Resolution.

**By Order of the Board  
For, Suryakrupa Finance Limited**

**Sd/-  
Narendrasinh D. Rana  
DIRECTOR  
DIN: 02543871**

Place: Ahmedabad  
Date : 18/04/2015