

# SURYAKRUPA FINANCE LIMITED

CIN: L60200GJ1986PLC083845

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

Email: [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com) Website: [www.suryakrupafinance.in](http://www.suryakrupafinance.in) Contact: 9979898027

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SFL/BSE/2022

07/09/2022

To  
General Manager  
Department of Corporate Services  
BSE Limited  
P. J. Towers, Fort,  
Mumbai – 400 001

**Ref.: Scrip Code: 511185.**

**Sub.: Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the company for the FY 2021-2022.**

This is to inform you that 35<sup>th</sup> Annual General Meeting of the Company will be held on Friday, 30<sup>th</sup> Day of September, 2022 at 10:00 AM at "RAJVI HOUSE" PLOT NO. 109, SECTOR-8 GANDHIDHAM KACHCHH GUJART 370201 INDIA

The notice containing the business to be transacted at the meeting is attached herewith.

We request you to take it in your record.

Thanking you,  
Yours faithfully,  
For SURYAKRUPA FINANCE LIMITED

  
\_\_\_\_\_  
Company Secretary  
Akansha Pithaliya  
Membership No. A37504



Encl.:- As Above

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## NOTICE

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Suryakrupa Finance Limited will be held on Friday, 30<sup>th</sup> September, 2022 at 10:00 A.M at Rajvi House, Plot No. 109 Sector-08 Gandhidham -370201 Kachchh Gujarat India to transact the following business.

### ORDINARY BUSINESS:

- 1) To consider and adopt the Audited financial statements for the financial year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.
- 2) To Appoint Statutory Auditors of the Company:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder as amended from time to time, (including any modification and re-enactment thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and based on recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Prakash Tekwani & Associates, Chartered Accountants (Firm Registration No. 120253W) be and is hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy arisen on account of resignation of M/s. NPV & Associates for a period commencing from date of recommendation of the Board i.e. 12/07/2022 and until the conclusion of this AGM and shall also hold the office for a term of 5 (five) consecutive years from the conclusion of the 35<sup>th</sup> AGM till conclusion of the 40<sup>th</sup> AGM (financial years 2022-23, 2023-24, 2024-25, 2025-26 and 2026-27), the remuneration of Rs. 75000/- per annum payable to M/s. Prakash Tekwani & Associates, Chartered Accountants for conduct of audit for the financial year 2022-23, payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign all the necessary documents, applications on behalf of the Company to be filed along with necessary e-forms with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

- 3) To appoint a Director in place of Mr. NARENDRASINH DALPATSINH RANA (DIN: 02543871), who retires by rotation and being eligible, offer himself for re-appointment.

### SPECIAL BUSINESS:

- 4) **To change the Main Object Clause of the Memorandum of Association of the company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s) , rule(s), regulation(s), guideline(s) or provision(s), and subject to the approval of Registrar of Companies or any other authority as may be necessary, consent of the members be and is hereby accorded to amend the Object Clause of the Memorandum of Association of the Company in the following manner:

The existing Sub Clause 1, 2 and 3 of Clause III (A) be deleted and sub clause 4 shall be numbered as 1 and new sub clause 2, 3 and 4 be inserted after it, the new Clause III (A) shall be read as under:

1. To carry on the business of logistics, transportation by road, Rail, Sea and air, Warehousing, cargo handling, loading and unloading, brokering, supply chain management, shipping agents, shipping agency, transport, stevedores, clearing and forwarding agents, custom house agent, container line, international and national freight forwarding, vessel chartering, custom related works, cargo owners, ship brokers, fleet owners.
2. To undertake and carry on the trade and business of all types of ships, vessels, shippers, ship owners, ship traders, ship brokers, ship breakers, shipping agents, ship managers, tug owners, loading brokers, freight contractors, barge owners, lighter men, dredgers and forwarding agents, engineers, ship store merchants, ship husbands, stevedores, salvers, ship builders and ship repairers and to carry on business of breaking, cutting, dismantling of ship, steamers, trawlers, steam launches, ocean going vessels and vessels plying on water either by company itself or through other arrangements whether on contract or job work basis and to purchase, sell, dispose off, import, export.
3. To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organise, promote, service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types of courier activities in all its branches for collecting and delivering either by own arrangements or through

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representatives or agents, any documents, goods, articles or things on behalf of customers from one place to another place in any part of the world and to do all incidental acts and things necessary for the attainment of the said object.

4. To carry on in India or else where the business as traders, general merchants, buyers, sellers, stockists, distributors, liasioners, dealers, exporters, importers, buying agents, indentors, sub-agents, merchants, consignors, manufacturers, assemblers, and wholesale and retail dealers in goods, wares, produce, products, commodities and merchandise of every description including but not limited to wood, chemicals, food grain, fertilizers, scrap, metals, furniture, agricultural products, seeds, coal, oils, all kinds of machinery, fabrics, clothes, minerals, and all other goods, products, items and commodities both commercial and non-commercial.

#### 5) Alteration in the Memorandum of Association of the company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (hereinafter referred as "the Act") and all other applicable provisions, if any and read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), Clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred as "the rules") and such other approval(s), permissions and sanctions of Registrar of Companies, and other competent authorities, departments or bodies as and to the extent necessary under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for adopting the new set of Memorandum of Association (the "MOA") in line with Companies Act, 2013 and effecting the following alterations in the existing MOA of the Company by substitution / deletion of certain clauses in the following manner:

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY are"
- (ii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE":
- (iii) The existing Clause III (C) other objects is deleted permanently.
- (iv) The existing Clause IV of the MOA be substituted with the following clause:

"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

"RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing Memorandum of Association, be replaced with the reference to the corresponding Sections of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) be hereby authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

By Order Of the Board  
**SURYAKRUPA FINANCE LIMITED**

Sd/-

Date: 03<sup>rd</sup> September, 2022  
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, 28<sup>th</sup> September, 2022.
3. In terms of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or

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- 
- Member.
4. Corporate Members intending to send their authorized representatives to attend the AGM in terms of Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of their Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote at the AGM. The said certified true copy of the Board resolution should be sent to the Scrutinizer by email through its registered email address to [deepakjogi@gmail.com](mailto:deepakjogi@gmail.com) with a copy marked to [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com)
  5. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
  6. 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.
  7. The Register of Members and Share Transfer Registers of the Company will remain closed from Friday 23<sup>rd</sup> September, 2022 to Friday 30<sup>th</sup> September, 2022 (both days inclusive).
  8. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
  9. Notice of AGM along with Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-2022 will be available on the website of the Company at [www.suryakrupafinance.in](http://www.suryakrupafinance.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
  10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
    - (a) In case shares are held in physical mode, please provide Full Name and Address, Email-Id and Mobile No., No. of Shares held, Folio No., Certificate No. & Distinctive No. scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card & Aadhar Card), by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to company at email id: [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com)
    - (b) In case shares are held in demat mode, members are requested to approach their respective Depository through Depository Participant.
  11. The cutoff date for determining the eligibility to vote by electronic means in the general meeting shall be Friday 23<sup>rd</sup> September, 2022.
  12. 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.
  13. Members seeking any information with regard to the accounts or any matter are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com) on or before September 23, 2022 so as to enable the management to keep the information ready.
  14. 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 the results through electronic voting will be declared by placing it along with the Scrutinizer's Report on the Company's website and communicated to the Stock Exchange (BSE).
  15. The Register of director & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection in electronic mode.

## **Furnishing PAN, KYC, Bank Details and Nomination by Shareholders:**

SEBI has issued Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 for Common and Simplified Norms for processing investor's services request by Registrar and Share Transfer Agents (RTAs) and norms for furnishing PAN, KYC details and Nomination, freezing of folios without valid PAN, KYC details; compulsory linking of PAN and Aadhar by Shareholders holding shares in physical form, among others. Specimen copy of letter and prescribed formats for KYC and Nomination are available on website of Company under "Updation of KYC" section

Freezing of Folios without PAN, KYC details and Nomination: Folios wherein any one of the above mentioned documents/details are not available on or after April 1, 2023, shall be frozen by RTA/Company in terms of said Circulars. The frozen folios will be referred by RTA/Company to the administering authority under the Benami Transaction (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025

Compulsory linking of PAN and Aadhaar by all shareholders in physical mode: From March 31, 2022 or any other dates as may be specified by the Central Board of Direct Taxes ("CBDT"), RTA will accept only valid PANs and also verify that the PAN in the existing folios are valid i.e. linked

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to the Aadhaar number of the Shareholder. The folios wherein PAN is not valid as on the notified cut-off date of March 31, 2022 or any other date as may be specified by the CBDT, will also be frozen.

Shareholders may note that in terms of the above mentioned Circulars, w.e.f. January 1, 2022, RTA of the Company will not process any service request or complaint from Shareholder(s) / claimant(s) unless PAN, KYC and Nomination documents/ details are available.

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

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

- (i) The voting period begins on Tuesday, 27-09-2022 at 10:00 AM and ends on Thursday, 29<sup>th</sup> September, 2022 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23<sup>rd</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li></ol>

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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	<p>www.cdslindia.com home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Important note:	<p>Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</p>

Helpdesk for Individual Shareholders holding (v) securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL **Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,**
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.**
- Next enter the Image Verification as displayed and Click on Login.
- 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 e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

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<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [Investorsuryakrupa@gmail.com](mailto:Investorsuryakrupa@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

# SURYAKRUPA FINANCE LIMITED

CIN: L60200GJ1986PLC083845

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

Email: [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com) Website: [www.suryakrupafinance.in](http://www.suryakrupafinance.in) Contact No: 9979898027

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

<b>Company</b>	<b>SURYAKRUPA FINANCE LIMITED</b> Email id: <a href="mailto:investorsuryakrupa@gmail.com">investorsuryakrupa@gmail.com</a> Contact: 9979898027
<b>Registrar and Transfer Agent</b>	<b>LINK INTIME INDIA PVT. LTD.</b> 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 : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Ms. Shruti Shetty
<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. Dipak Jogi, Practicing Company Secretary, Gandhidham, Gujarat. Email id: <a href="mailto:deepakjogi@gmail.com">deepakjogi@gmail.com</a>

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

### **ITEM NO. 2**

This explanatory statement is provided as per Section 102 of the act and Regulation 36 of SEBI (LODR).

The Statutory Auditor M/S NPV & Associates Chartered Accountants (FRN: 129408W) have tendered their resignation from the position of the Statutory Auditors of the company w.e.f. 25<sup>th</sup> June, 2022 stating their inability to continue as the statutory Auditor considering the proposed audit fees is not commensurate with the audit work.

Pursuant to provision of the section 139(8) and other applicable provision of the Act read with the rules made thereunder, the Board of Directors at their meeting held on 12<sup>th</sup> July, 2022 has recommended the appointment of M/s. Prakash Tekwani & Associates, Chartered Accountants,

(Firm Registration No. 120253W), as Statutory Auditor of the Company to fill the casual vacancy of Statutory Auditor of the Company, which requires to be approved by the Shareholders at the General meeting to be convened within 90 days of recommendation of the Board.

Accordingly, the Board has decided to obtain approval of Shareholders in this Annual General Meeting as the same was scheduled to be held before due date as stated above. Relevant details in terms of Regulation 36 of LODR are as under:

M/S Prakash Tekwani & Associates is a Chartered Accountants' Firm is a leading service provider to Business Enterprises in the field of Audit Services, Taxation & Compliance Services, Finance, Valuation & Management solutions, Insolvency Resolution and Advisory Services.



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Taking into consideration the wide range of services provided by M/S Prakash Tekwani & Associates the Audit Committee has recommended their appointment as Statutory Auditor of the Company and fixed a remuneration of 75,000/- (Rupees Seventy Five Thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses at actuals. After evaluating the nature and size of the audit work involved and considering the industry experience, competency of the audit team and efficiency in conduct of audit the board has proposed change in the fees payable to the proposed statutory auditors as compared to the fees given to the outgoing auditors.

The Board recommends appointment of M/s Prakash Tekwani & Associates, Chartered Accountants, (Firm Registration No. 129408W), for a period from the date of recommendation of the Board i.e. 12/07/2022 until the conclusion of this AGM and for further period of five years as mentioned in the Resolution.

None of the Manager, Key Managerial Personnel, and their relatives is interested or concerned, financially or otherwise in the proposed resolution

## ITEM NO. 4

The members may note that the existing object clause of the company comprises of objects pertaining to finance and transport business, the management envisages to continue with the transport and logistic business only. Further the NBFC registration certificate of the company has been cancelled and the company can no longer carry on the NBFC business. The management has decided to delete the objects relating to Finance and explore the possibilities to diversify the existing business of the company by including therein the objects relating to trading, courier activity and other ancillary and incidental activities. In order to enable the company to carry on the proposed business activities from time to time or in near future, it is proposed to alter the main object clause of the Memorandum of Association of the Company by:

Deleting existing Sub Clause 1, 2 and 3 of Clause III (A) and inserting 3 new clauses after clause 4 relating to trading, courier and other ancillary and incidental business.

The Board recommends the matter in item no. 4 of the notice for approval of shareholders be passed as Special Resolutions.

## ITEM NO. 5

The existing Memorandum of Association ("MoA") of the Company of the Company is as per the erstwhile Companies Act, 1956 and contain reference to the provisions of erstwhile Companies Act, 1956 which have been amended in the Companies Act, 2013 under the new provisions. It

is proposed to amend the Memorandum of Association ("MoA") with the provisions of the Companies Act, 2013 to bring them in line with the reference of the prevailing sections

Accordingly, with a view to align the existing Memorandum of Association of the Company, it is proposed to make the following alteration in the Memorandum of Association of the Company:

- i) The existing heading of Clause III (A) be substituted by the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ARE"
- ii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE":
- iii) The existing Clause III (C) Other Objects be deleted permanently.
- iv) The existing Clause IV of the Memorandum of Association be substituted with the following clause: "The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
- v) The words 'Companies Act, 1956' in the existing Memorandum of Association be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing Memorandum of Association, replaced with the reference to the corresponding Sections of the Companies Act, 2013.

In terms of Sections 4, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for alteration of Memorandum of Association of the Company.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

A copy of amended and restated Moa of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day.

None of the directors and/or key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board  
**SURYAKRUPA FINANCE LIMITED**

Sd/-

Date: 03<sup>rd</sup> September, 2022  
Place: Gandhidham

**Ashok Kumar Dudi**  
Managing Director  
DIN: 02579317

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## ANNEXURE A

Information pursuant to the Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting regarding re-appointment of a Director.

Name of the Director	Mr. NARENDRASINH DALPATSINH RANA
Director Identification Number (DIN)	02543871
Date of Birth & Age	18/10/1974, 45 years
Date of Appointment	13-10-2014
Qualification	Bachelor of Commerce (B.COM)
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 31.03.2022	1. RCC Ltd. 2. ROYALE PORTS MANAGEMENT PRIVATE LIMITED
Chairman/ Member of the committees of other companies in which he/she is a Director as on 31.03.2022	Member of the CSR Committee of the RCC LTD
Number of equity shares held in the Company	136200
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Relationship with other Directors/ KMP	Not related to any Directors and Key Managerial Personnel of the Company
No of meetings of the Board attended during the financial year	All Board meetings were attended.

## FORM OF PROXY

### 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 Company:** SURYAKRUPA FINANCE LIMITED

**CIN:** L60200GJ1986PLC083845

**Registered Office:** Plot No.267 Ward 12/B Gandhidham Kachchh Gujarat 370201 India

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 .....

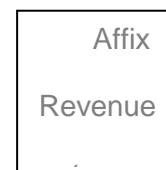
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 10:00 A.M at Rajvi House, Plot No. 109 Sector-08 Gandhidham -370201 Kachchh Gujarat India on and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	To consider and adopt the Audited financial statements for the financial year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.			
2.	To Appoint Statutory Auditors of the Company			
3.	Re-Appointment of Mr. NARENDRASINH DALPATSINH RANA (DIN: 02543871), as Director liable to retire by rotation.			
<b>SPECIAL BUSINESS</b>				
4.	To change the Main Object Clause of the Memorandum of Association of the company			
5.	Alteration in the Memorandum of Association of the company.			

Signed this \_\_\_\_\_ day of September, 2022.

Signature of the Shareholder

Signature of Proxy holder(s)



#### Note:

1. A Proxy need not be a member of the company
2. 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 scheduled hour of commencement of the meeting i.e. by 10:00 a.m. on Friday, 30th September, 2022 alternatively members can mail the same to the company at [investorsuryakrupa@gmail.com](mailto:investorsuryakrupa@gmail.com).

**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.

**35<sup>th</sup> Annual General Meeting on 30th September, 2022**

**Name of the Company:** SURYAKRUPA FINANCE LIMITED

**CIN:** L60200GJ1986PLC083845

**Registered Office:** Plot No.267 Ward 12/B Gandhidham Kachchh Gujarat 370201 India

Full name of the members : \_\_\_\_\_

Ledger Folio No / Client ID No.: \_\_\_\_\_

No of Shares held: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of Suryakrupa Finance Limited at Rajvi House, Plot No. 109 Sector-08 Gandhidham -370201 Kachchh Gujarat India on Friday, 30th September, 2022 at 10:00 A.M

**Sign of shareholder/ Proxy**

**Notes:**

1. Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
  2. Members are requested to bring copy of the Annual Report with them at the Annual General Meeting
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