

Suryakrupa Finance Limited

CIN: L99999MH1986PLC041487

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

Email: suryakrupafinance@gmail.com; Website: www.suryakrupafinance.in

NOTICE

(Pursuant to Sec.110 of the Companies Act, 2013 read with 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 Companies (Management and Administration) Rules, 2014 (the "Rules") that Suryakrupa finance Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot for the following matters:

- 1) To shift the Registered Office of the Company from Mumbai, State of Maharashtra to Gandhidham, State of Gujarat.
- 2) To increase in the limit to make loans or investments, give guarantee or provide security.
- 3) To increase Borrowing Powers of the Board.
- 4) To create Charge on the assets of the Company.
- 5) To alter Object Clause of Memorandum of Association of the Company.
- 6) To keep Registers, copies of Returns etc., at Corporate Office (i.e. at a place other than Registered Office)

In terms of Sec.110 of the Companies Act, 2013 read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

Rajesh Parekh of Rajesh Parekh & Co., Ahmedabad, Company Secretary in Practice has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 6.00 p.m on 11th December, 2014. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act, 2013 and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of through Postal Ballots. E-voting is optional. The Company has engaged the services of Central Depository Services (India) Limited, for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The voting through Postal Ballot/e-voting will commence at 10.00 a.m. on Wednesday, the 12th November, 2014 and end at 6.00 p.m. on Thursday, the 11th December, 2014.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The results of Postal Ballot and E-Voting will be announced on Friday, the 12th December, 2014 at 4.00 p.m., at the Registered Office of the Company at 8-A Kapoor Building, Behind Canara Bank, J P Road, Andheri (W), Mumbai-400 056. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot and E-Voting. The results of the Postal Ballot will also be posted on the Company's website viz., www.suryakrupafinance.in The Board of Directors has appointed Mr. Maulin B. Acharya as a person responsible for the entire Postal Ballot Process.

SPECIAL BUSINESS:

1. To shift the Registered Office of the Company from Mumbai, State of Maharashtra to Gandhidham, State of Gujarat.

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 the Section 12,13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules thereunder and subject to the approval of the Regional Director or the Central Government and any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, the consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the State of Gujarat and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause,"

"II. The registered office of the Company will be situated in the State of Gujarat"



"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 8-A Kapoor Building, Behind Canara Bank, J P Road, Andheri (W), Mumbai-400 056, State of Maharashtra to Plot No.267, Ward 12/B, Gandhidham-370201, Gujarat or such other place in the State of Gujarat as may be determined by the Board of Directors of the Company from time to time."

"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 authorised to file requisite form/return/documents with MCA/Registrar of Companies, Gujarat with their digital signatures and also authorised to appoint any professional to file applications/ petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do all such acts, deeds & things as may be necessary and incidental for the above purpose."

2. To increase in the limit to make loans or investments, give guarantee or provide security.

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 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, the consent of the Company 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 or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) 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) to make investments by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of company's paid-up share capital, its free reserves and securities premium account or one hundred per cent 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 exceed Rs. 300 Crore (Rupees Three Hundred Crore Only) at any point of time over and above the paid-up share capital of the Company, free reserves and securities premium account.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

3. To Increase Borrowing Powers of the Board

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

"RESOLVED THAT in supersession of the earlier Resolution(s) in respect of the Borrowing powers of the Board of Directors of the Company and in pursuance of Sec.180(1)(c) and other applicable provisions and relevant of the Rules applicable, if any, under the Companies Act, 2013 the Board of Directors of the Company be and is hereby authorized to borrow money by way of Rupee Term Loan /Cash Credit/ Mortgage Loan/ Vehicle Loan/Foreign Currency Loan / Debentures / Bonds or other instruments / Loans/ Credit facilities, from time to time upto a limit not exceeding in the aggregate Rs. 200 Crore (Rupees Two Hundred Crore Only), including working capital loans, not withstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".

4. To Create Charge on the assets of the Company

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

"RESOLVED THAT in supersession of the earlier Resolution(s), consent of the Company be and is hereby accorded, in terms of the Section 180(1)(a) and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013, to the creation, by the Board of Directors of the Company, all such mortgage(s), charge(s) and hypothecation(s) in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine from time to time, all or any of the movable and/or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) together with power to take over the management of the Company in certain events of default in favour of all or any of the Financial Institutions / Banks / any other investing agencies or any other person(s) / Bodies Corporate by private placements or otherwise to secure Credit Facilities/ Loan /Rupee Term Loan(s) / Foreign Currency Loan(s) / Debenture(s) / Bond(s) or other instrument(s) of any equivalent aggregate value not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment and other moneys payable under the agreement(s) / arrangement(s) entered into / to be entered into by the Company in respect of the said Loans /Debentures / Bonds / any other instruments.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".



5. To alter Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be altered by inserting Sub-Clause 4 after existing Sub-Clause 3 of Main Objects i.e. Clause III (A) of Memorandum of Association of the Company which shall read as under:

(4) To carry on the business of logistics, transportation by Road, Rail, Sea and Air, warehousing, cargo handling, loading & 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.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".

6. To keep Registers, copies of Returns etc., at Corporate Office (i.e. at a place other than Registered Office)

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

"RESOLVED THAT, pursuant to provisions of Section 94(1) of the Companies Act, 2013 and all other applicable provision and relevant Rules applicable, if any, consent of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents at the Corporate Office: 3, Smrutikunj Society, Near Navrangpura Bus Stand, Opp. Namarayan Complex, Swastik Cross Road, Ahmedabad-380 009, Gujarat (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".

**By Order of the Board
For Surykrupa Finance Limited**

Sd/-
**Maulin B Acharya
CHAIRMAN**

Place: Ahmedabad

Date : 30/10/2014

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 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 31st October, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of members as on 31st October, 2014.
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 31st October, 2014 and the same will be considered for voting.
5. The dispatch of the Postal Ballot Notices will be completed by 11th November, 2014. The voting through Postal Ballot/e-voting will commence at 10.00 a.m. on 12th November, 2014 and end at 6.00 p.m. on 11th December, 2014.
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 6.00 p.m on 11^h December, 2014. 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 Mr. Rajesh Parekh of Rajesh Parekh & Co., Ahmedabad,



Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman of the Company.

10. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the Postal Ballots & E-voting indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot & E-voting will be declared on Friday, at 4.00 p.m. on 12th December, 2014 at the Registered Office of the Company at Mumbai. After declaration, the result of the Postal Ballot & E-voting will also be posted on the Company's website www.suryakrupafinance.in besides communicating the same to the Bombay Stock Exchange Limited 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 on the backside of the Postal Ballot Form before exercising their vote.
12. 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

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

Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2: Click on "Shareholders" to cast your vote(s)

Step 3: Please enter User ID –

- a. For account holders in CDSL :- Your 16 digits beneficiary ID
- b. For account holders in NSDL :- Your 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.

Step 4: Enter the Image Verification as displayed and Click on Login

Step 5: 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.

Step 6 : If you are a first time user follow the steps given below:

- 6.1 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 enter default PAN No **SYSSS1234G**
- 6.2 Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as **01/01/1990**
- 6.3 Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as **SYSSUP123**

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account.

Step 7: After entering these details appropriately, click on "SUBMIT" tab.

Step 8: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 9: Click on the relevant EVSN for Suryakrupa Finance Limited" to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the Resolution File Link if you wish to view the Notice.

Step 12: 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.

Step 13: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

2. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamped sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
3. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
4. 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.

Contact Details	
Company	SURYAKRUPA FINANCE LIMITED
Registrar and Transfer Agent	System Support Services 209, Shivai Industrial Estate, Near Logitech Park, 89, Andheri-Kurla Road, Sakinaka, Andheri (East) Mumbai – 400 072 Ph. 022-28500835/ Fax: 022-28500438 Email: syss72@yahoo.com / zoebsss@hotmail.com Website: www.syss.com Contact Person: Mahendra Mehta / Zoeb Sutarwala
e-Voting Agency	Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	CS Rajesh Parekh, Rajesh Parekh & Co., Ahmedabad Practising Company Secretary Email: contact@csrajeshparekh.in

Explanatory Statement:

(Pursuant to Sec. 102 of the Companies Act, 2013)

Item No.1:

The Company was incorporated under the provision of the Companies Act, 1956, in the State of Maharashtra. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of Maharashtra.

In accordance with the provision of Section 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change. Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 the Special Resolution for shifting of Registered Office for a listed Company from one state to another is required to be passed by way of Postal Ballot.

In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat and for altering Clause II of the Memorandum of Association of the Company. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or any other person in any manner whatsoever.

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:

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 means of a special resolution passed at a general meeting is necessary.

The Company may have to invest the funds or give guarantee or provide security to attain greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of

Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate for an amount not exceeding Rs.300 Crore (Rupees Three Hundred Crore Only).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

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.

ITEM NO. 3 & 4:

Sec.180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of aggregate of Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and Sec.180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, except with the consent of the members accorded by way of Special Resolution.

Since the Company is envisaging to diversify in to logistic and transport business during the current year borrowing limit is proposed to be enhanced to the Rs.200 Crore (Rupees Two Hundred Crore Only) in excess of aggregate of paid up capital and free reserves. The Board recommends the Resolutions set out at Item No. 3 and 4 in this Notice for approval of the Members as Special Resolutions.

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

ITEM NO.5:

The company proposes to diversify in to logistic and transport business. Your Directors propose to insert Sub-Clause 4 after existing Sub-Clause 3 in Main Objects i.e. Main Objects i.e. Clause III (A) of Memorandum of Association of the Company.

Pursuant to Section 13 of the Companies Act, 2013, a Company is required to pass Special Resolution to alter the Object Clause of Memorandum of Association of the Company. The Board recommends the Resolution set out at Item No. 5 in this Notice for approval of the Members as Special Resolution.

Memorandum of Association with the proposed alteration in the Object Clause shall be available for inspection to the members during business hours up to the date of declaration of result of E-voting and Postal Ballot.

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

ITEM NO.6:

At present the Registered office of the Company is situated at 8-A Kapoor Building, Behind Canara Bank, J P Road, Andheri (W), Mumbai-400 056 and approval of the members through Postal Ballot is sought for shifting the Registered Office of the company from the State of Maharashtra to the State of Gujarat. On receipt of necessary approvals, the Registered Office will be shifted from Maharashtra to Gujarat. However the Corporate Office of the Company will continue to operate from Ahmedabad to coordinate Banking operation, purchase etc., due to well established infrastructure of the Company in Ahmedabad in handling these matters. The Board recommends to keep the registers under Section 88(1) [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act and other documents at the Corporate Office at Ahmedabad.

In terms of the provision of Section 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the company, in which more than one-tenth of the total number of members entered in the Register of Members reside, by passing a Special Resolution at the general meeting of the Company.

The Board recommends the Resolution set out at Item No. 6 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 Surykrupa Finance Limited**

**Place: Ahmedabad
Date : 30/10/2014**

**Sd/-
Maulin B Acharya
CHAIRMAN**



Suryakrupa Finance Limited

CIN: L99999MH1986PLC041487

Registered Office: 8A, Kapoor Building, J P Road, Behind Canara Bank, Andheri (W),
Mumbai, Maharashtra-400056 Tel. No. +91-22-64646411,

POSTAL BALLOT FORM

(Please read the Instructions printed overleaf carefully before completing this form)

SERIAL NO.:

- (1) Name of Shareholder(s) :
(including joint holders, if any)
- (2) Registered Address of the :
Sole/First named Member(s)
- (3) Registered Folio No./DP ID No.
/ Client id No. (*Applicable for
Members holding Shares in :
Dematerialized form)
- (4) No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special resolutions to be passed through postal ballot for the businesses stated in the Postal Ballot Notice dated 30th October, 2014 by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	Description	No. of Shares Voted	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution in respect of shifting the Registered office of the company from Mumbai, State of Maharashtra to Gandhidham, State of Gujarat under Section 12,13 of Companies Act, 2013			
2.	Special Resolution to increase in the limit to make loans or investments, give guarantee or provide security under Section 186 of Companies Act, 2013			
3.	Special Resolution to increase Borrowing powers of the Board under Section 180 (1) (c) of Companies Act,2013			
4.	Special Resolution to create charge on the assets of the Company under Section 180 (1) (a) of Companies Act,2013			
5.	Special Resolution to alter Object Clause of Memorandum of Association of the Company under Section 13 of Companies Act, 2013			
6.	Special Resolution to keep Registers, copies of Returns etc. at corporate office(i.e at a place other than Registered Office) under Section 94(1) of Companies Act, 2013			

Place: _____

Date: _____

(Signature of the share holder)

(Last date for receipt of Postal Ballot by Scrutinizer is 11-12-2014 (before the close of the working hours i.e. 6.00 p.m.) (For instructions please see overleaf)

Instruction

- (1) A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier or any other mode at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
- (2) This Form should be completed and signed by the member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.
- (3) The consent must be accorded by placing a tick (✓) in the appropriate column.
- (4) Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before 6 p.m. on 11-12-2014. Postal Ballot Form received after the said date will be treated as if the reply from such Member(s) has not been received and shall not be counted for the purpose of passing of Resolution.
- (5) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy cannot sign the Postal Ballot Form on behalf of the shareholder.
- (6) A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at item 4 above.
- (7) Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (✓) Postal Ballot Form will liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns i.e in assent and in dissent will render the Postal Ballot Form invalid.
- (8) The Scrutinizer's decision on the validity of the Postal Ballot form shall final and binding.
- (9) The voting rights shall be reckoned in proportion to a Member's share of the paid up Equity Share Capital of the Company.
- (10) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
- (11) The result of the voting by Postal Ballot will be announced by the Chairman or duly authorized person of the Company on 12-12-2014 at 4.00 p.m. at the Registered Office of the Company, Situated at 8A, Kapoor Building, J P Road, Behind Canara Bank, Andheri(W), Mumbai, Maharashtra-400056