

SURNIDHI INVESTMENT LTD

M-5A, Magnum House-II, Karampura Commercial Complex, New Delhi - 110015

Phone: 011- 27355689 / Fax: 011- 47041543, website: www.surnidhiinvestmentltd.com

E-mail: surnidhiinvestmentltd@gmail.com

CIN: L74899DL1993PLC056491

Notice

Notice is hereby given that the Extraordinary General Meeting of the Members of the Company will be held as under:

Date	:	15 th May, 2015
Day	:	Friday
Time	:	11:00AM
Venue	:	M-5A, Magnum House-II, Karampura Commercial Complex, New Delhi-110015

To transact the following business:-

SPECIAL BUSINESS

Appointment of Statutory Auditors to fill casual vacancy

1. 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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Bansal Agarwal & Co.(FRN No.006674N), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M.S. Goyal & Associates, Chartered Accountants.

RESOLVED FURTHER THAT Bansal Agarwal & Co.(FRN No.006674N),Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Extra Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with him.

By Order of the Board of Directors

Date : 15th April, 2015

Place : New Delhi

**Sd/-
Mohit Gupta
Managing Director
(DIN: 02366798)**

NOTES:

- a. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
- b. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
- c. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 shareholder.
- d. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting.
- e. This notice ("EGM Notice") is being sent to all the members, whose names appear in the Register of Members as on 17th April, 2015. The EGM Notice is also posted on the website of the Company i.e. **www.surnidhiinvestmentltd.com**
- f. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- g. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
- h. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- j. The procedure and instructions for the voting through electronic means is, as follows:

In case of members receiving e-mail:

- (i) The voting period begins on 09-May-2015 at 9 am and ends on 11-May-2015 at 6 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17-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
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. 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.
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.
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"> Please enter the DOB or 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Surnidhi Investment Limited**.
- (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 changed 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 & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - 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.

In case of members receiving the physical copy

- (A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (B) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- k. The Company has appointed Shipra Chattree, Practicing Company Secretaries, (C.P. No.13539) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- l. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of April 17, 2015.
- m. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- n. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s/ CDSL’s website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to Exchange where the shares of the company are listed.

By Order of the Board of Directors

Date : 15th April, 2015
Place : New Delhi

Sd/-
Mohit Gupta
Managing Director
(DIN: 02366798)

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

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 1:

M/s M.S. Goyal & Associates., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139 of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Bansal Agarwal & Co. be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s M.S. Goyal & Co, Chartered Accountants.

M/s. Bansal Agarwal & Co have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

Date : 15th April, 2015
Place : New Delhi

Sd/-
Mohit Gupta
Managing Director
(DIN: 02366798)

Surnidhi Investment Limited

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CIN: L74899DL1993PLC056491, Contact No.: 011-27355689,

Attendance Slip

Extraordinary General Meeting

DULY FILLED IN ATTENDENCE SLIP SHALL BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

D.P. ID No.*	
Client ID No.*	

Folio No.	
No. of Shares	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Friday, May 15th 2015 at 11.00 A.M. at M-5A, Magnum House-II, Karampura Commercial Complex, New Delhi-110015.

Name of the Shareholder (IN CAPITAL LETTER)	
Name of Proxy (IN CAPITAL LETTER)	

SIGNATURE/S OF THE SHAREHOLDER/S OR PROXY
(To be signed at the time of handing over the slip)

*Applicable for investors holdings shares in electronic form.

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CIN: L74899DL1993PLC056491, Contact No.: 011-27355689,

Form No. MGT-11

Proxy form

Extraordinary General Meeting

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 member(s) :
Registered Address :
Email ID :
Folio No./Client ID :
DP ID :

I/We, being the member (s) holding shares of the above named company, hereby appoint

1. Name:Address:
E-mail Id:Signature: or failing him/her
2. Name:Address:
E-mail Id:Signature: or failing him/her
3. Name:Address:
E-mail Id: Signature: or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on Friday, May 15th, 2015 At 11.00 a.m. at M-5A, Magnum House-II, Karampura Commercial Complex, New Delhi-110015, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Appointment of Statutory Auditors to fill casual vacancy.

Signed this..... day of..... 2015

Signature of shareholder:
Signature of Proxy holder(s):

Affix a Revenue Stamp of Rs. 1.00
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.