

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting of the Members of Sarup Industries Limited will be held at registered office of the Company at P.O. Ramdaspora, Jalandhar-144003, Punjab on **Friday, the 29th day of September, 2017 at 11:00 A.M** for the transaction of the following businesses:

ORDINARY BUSINESS

Item No.1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Directors and the Auditors thereon.

Item No.2- Declaration of Dividend

To declare a dividend for the Financial Year ended 31st March,2017.

Item No.3- Retire By Rotation

To appoint a Director in place of Ms. Lissy Jacob (DIN: 07510795) who retires by rotation and being eligible, offers herself for re-election.

Item No.3- Appointment of Auditors

To appointment of Auditors to hold office from the conclusion of this 38th Meeting, for 5 (Three) consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the Calendar year 2022 and in this regard, to consider and, if thought fit, to pass, with or without modification (s) the following resolution thereof as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/S VSAP & ASSOCIATES, Chartered Accountants, (Firm Registration No. 018705N) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Y.K SUD & CO., Chartered Accountants, retiring due to mandatory rotation of Auditors)for a term of five consecutive years, to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting of the Company to be held in the calendar year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be decided by the Audit Committee of the Board.

By Order of the Board of Directors
Sarup Industries Ltd

Simarjit Singh Bawa
Managing Director
DIN: 00851651

Atamjit Singh Bawa
Whole-Time Director
DIN: 00807400

Place: Jalandhar
Date: 28.08.2017

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT P.O. RAMDASPURA, JALANDHAR-144003, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM I.E. BY 11:00 A.M. ON FRIDAY 29TH SEPTEMBER, 2017.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
4. In case of joint holders attending the meeting, only such joint holder who is in higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable. In respect of shares held in electronic form, the dividend will be payable on the basis of ownership as per details furnished by National Securities Depository Ltd. And Central Depository Services (India) Ltd., for this purpose.
6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors , if declared at the meeting, will be paid within a period of 30 days from the date of declaration.
7. Those Members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government, pursuant to Section 124 of the Companies Act, 2013 on the respective dates mentioned there against. Please note that as per Section 124 of the Companies Act, 2013, no claim shall lie against the Company or the aforesaid Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date the dividend became due for payment and no payment shall be made in respect of such claims.

Dividend for the Financial Year ended	Due date for Transfer	Dividend for the Financial Year ended	Due date for Transfer
31.03.2010	29th October, 2017	31.03.2013	28th October, 2020
31.03.2011	29th October, 2018	31.03.2014	28th October, 2021
31.03.2012	28th October, 2019	31.03.2015	28th October, 2022

Shareholders are, therefore, requested to check up and send their claims, if any, for the relevant years from 2009-10 onwards before the respective amounts become due for transfer to the above fund.

8. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their De-Mat Accounts immediately. Members holding shares in physical form are requested to advise any changes of address immediately to Registered Office of the Company or to Registrar M/s Skyline Financial Services Pvt. Limited.
9. As per the provisions of Section 72 of Companies Act, 2013 and Rules made there under provides for Nomination by the shareholders of the Company in the prescribed form(s).
10. Members are requested to send in their queries at least a week in advance to the Finance Head at the Registered Office of the Company to facilitate clarifications during the meeting.
11. Members are requested to bring their attendance slips to the AGM. Duplicate admission slips and/or copies of the Annual Report and Accounts will not be provided at the AGM venue.
12. **Members who want to avail the facility of NECS (National Electronic Clearing System) for the payment of Dividend on Equity Shares, holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt. Limited, D-153 A, 1st Floor, Okhla Industrial Area Phase I, New Delhi- 110020 along with duly filled ECS Mandate Form (enclosed herewith):-**
 - (i) their bank account details in order to receive payment of dividend through electronic mode,
 - (ii) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - (iii) any change in their address/e-mail id/ECS mandate/ bank details,
 - (iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

Members holding shares in dematerialized form are requested to notify to their Depository Participant:-

- (i) their email id.
- (ii) all changes with respect to their address, email id, ECS mandate and bank details.

Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

13. Shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
14. Route Map showing directions to reach to the venue of the 38th AGM is given at the end of this Notice as per the requirements of Secretarial Standards-2 on General Meeting.

Remote e-voting Instructions & Information

A. Basic Instructions & Information

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('remote e-voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. Ankit Gandhi, Company Secretary, as the Scrutinizer for this purpose.
2. The Notice of the 38th Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of remote e-voting is being sent to all the Members.
3. NSDL shall be sending the User ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants. For members who have not registered their email address, can use the details as provided in this document.
4. Open the internet browser and type the following URL: www.evoting.nsdl.com
5. Click on Shareholder-Login
6. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for the Login.
7. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. Once the remote e-voting home page opens, click on remote e-voting: Active Voting Cycles.
9. Select "EVEN (Electronic Voting Event Number)" of **SARUP INDUSTRIES LIMITED**.
10. Once you enter the Cast Vote page will open. Now you are ready for remote e-voting.
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. Once you have voted on the resolution, you will not be allowed to modify your vote.

B. In case of Members who receive the Notice by post:

User ID and initial password is provided in the separate sheet.

C. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login.

D. The period for remote e-voting starts at IST 10.00 a.m. on Monday, 25th September, 2017 and ends at IST 5.00 p.m. on Thursday, 28th September, 2017. Remote e-voting shall be disabled by NSDL at IST 5.00 p.m. on 28th September, 2017.

E. General Information

- (a) Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
- (b) Remote e-voting right cannot be exercised by a proxy.
- (c) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate

authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested, to the Scrutinizer through e-mail at csankitgandhi@gmail.com with a copy marked to NSDL's e-mail ID: evoting@nsdl.co.in.

(d) **The Results of the remote e-voting will be declared on or after the date of the AGM i.e. Friday 29th September, 2017.**

(e) The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website www.sarupindustries.com under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

F. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and remote e-voting User Manual for Shareholders available under the Downloads section of NSDL's remote e-voting website www.evoting.nsdl.com You may also address your queries relating to remote e-voting to the e-mail ID shareholders@bawastl.com

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

Annexed to the Notice convening the 38th (Thirty Eighth Annual General Meeting to be held on Friday, 29th September, 20167.

ITEM NO. 4

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under section 96 (1) of the Act, after three years from the date of commencement of the Act. M/s Y.K. Sud & Co, Chartered Accountants, existing statutory Auditors of the Company have been in office for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place.

Accordingly the Board of Directors at their meeting held on 28th August, 2017 have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s VSAP & Associates, Chartered Accountants, as the Statutory Auditors of the Company, in place of M/s Y.K. Sud & Co., to hold office from the conclusion of this 38th AGM until the conclusion of 43rd AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

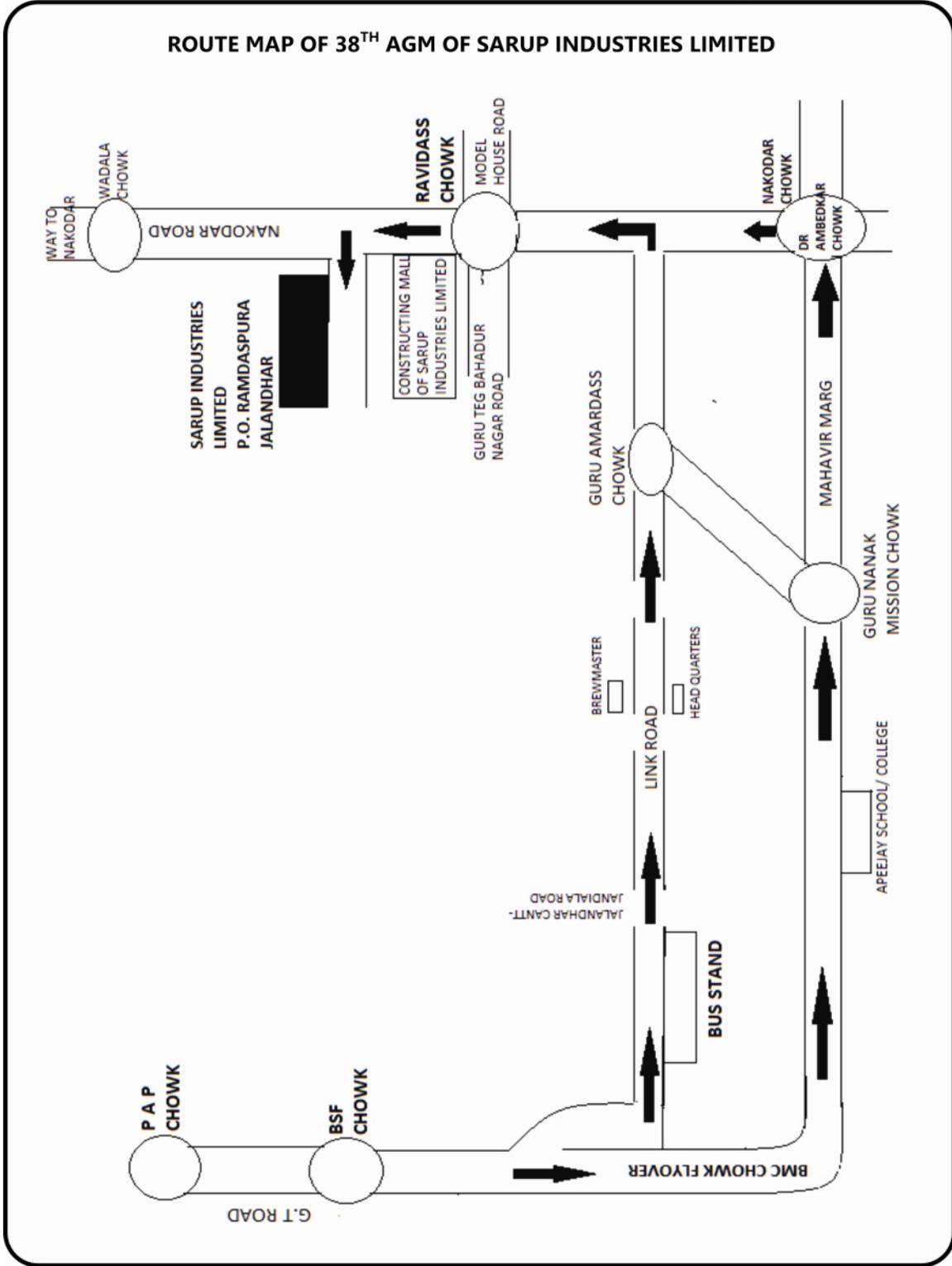
By Order of the Board of Directors
Sarup Industries Ltd

Simarjit Singh Bawa
Managing Director
DIN: 00851651

Atamjit Singh Bawa
Whole-Time Director
DIN: 00807400

Place: Jalandhar
Date: 28.08.2017

ROUTE MAP OF 38TH AGM OF SARUP INDUSTRIES LIMITED



SARUP INDUSTRIES LIMITED

CIN: L19113PB1979PLC004014

Regd. Office: Sarup Industries Limited, P.O. Ramdasapura, Jalandhar-144003, Punjab, India.

Tel No: (91 181) 2271556/7/8 **Fax No:** (91 181) 2277557,

Website: www.sarupindustries.com **E-mail:**shareholders@bawastl.com

RTA: Skyline Financial Services (P) Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020

PROXY FORM

[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:

E-Mail Id:

Folio No. / Client Id:

DP Id:

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

1. Name: Address.....
E-Mail Id:Signature:
2. 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 38th Annual General Meeting of the Company to be held at Sarup Industries Limited, P.O. Ramdasapura, Jalandhar-144003, Punjab, at 11:00 A.M. on Friday, the 29th day of September, 2017 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Ordinary Resolution(s)	For	Against	Abstain
1. Adoption of the audited Balance Sheet as at and the Financial Statements for the financial year ended on March 31, 2017 and Reports of the Directors and Auditors thereon.			
2.Declaration of Dividend			
3. Re-appointment of Director Ms. Lissy Jacob who retires by rotation.			
4. Appointment of Statutory Auditors and fixing their remuneration.			

Signed thisday of 2017

Signature of Shareholder

**Affix
revenue
Stamp**

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box.

Note:

- 1. 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.**
2. A proxy need not be a member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

THIS PORTION IS INTENSTIONALLY LEFT BLANK

SARUP INDUSTRIES LIMITED**CIN:** L19113PB1979PLC004014**Regd. Office:** Sarup Industries Limited, P.O. Ramdaspora, Jalandhar-144003, Punjab, India.**Tel No:** (91 181) 2271556 **Fax No:** (91 181) 2277557**Website:** www.lotusbawa.in **E-mail:**shareholders@bawastl.com**Share Transfer Agent:** Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 38th Annual General Meeting of the Company held at registered office of the Company at M/s Sarup Industries Limited, P.O. Ramdaspora, Jalandhar-144003, Punjab at 11:00 AM on Friday, 29th day of September, 2017.

Name & Address of the Shareholder(s)	DP Id	
	Client Id/Regd. Folio.	
	No. of Shares Held	
If Shareholder(s) please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

- (1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to Skyline Financial Services Pvt. Ltd., at the above address.