

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

Email id- secretarial@surajindustries.org; Website- www.surajindustries.org

Telephone No: 01970-256414

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting (AGM) of the members of M/s Suraj Industries Ltd will be held on Tuesday, September 27, 2022 at 04:00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The venue of the meeting shall be deemed to be the Registered Office of the Company i.e., Plot No.2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Suraj Prakash Gupta (DIN: 00243846), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Pawan Shubham & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 30th Annual General Meeting of the Company until the conclusion of the 35th Annual General Meeting of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 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. Pawan Shubham & Co., Chartered Accountants, having FRN.: 011573C, be and are hereby appointed as Statutory Auditors of the Company in place of M/s Satendra Rawat & Co., Chartered Accountants (FRN: 008298C), retiring Statutory Auditor, to hold the office from the conclusion of the 30th Annual General Meeting of the Company till the conclusion of 35th Annual General Meeting to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

4. To consider and approve the re-appointment of Mr. Nazir Baig (DIN: 07468989) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nazir Baig (DIN 07468989), who holds office of Independent Director up to September 26, 2022 from whom company has received

declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 27th September, 2022 to 26th September, 2027.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.”

5. To consider and approve the re-appointment of Mr. Ashu Malik (DIN: 07998930), as Whole Time Director of the Company and pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded for re-appointment of Mr. Ashu Malik (DIN: 07998930), as Whole Time Director of the Company designated as Key Managerial Personnel for a period of 1 (One) year with effect from June 27, 2022 at a remuneration not exceeding Rs. 80,000 /- (Rupees Eighty Thousand Only) per month and not exceeding Rs. 90,000 /- (Rupees Ninety Thousand Only) per month w.e.f July 1, 2022.

RESOLVED FURTHER THAT no sitting fees will be paid to Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits the remuneration payable to the Whole Time Director shall not exceed the maximum limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the limits as specified under the provisions of the Act.”

RESOLVED FURTHER THAT any Director/Company Secretary of the company be and is hereby severally authorized to sign and file the necessary forms and returns with the concerned Registrar of companies and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the appointment of Whole Time Director.”

6. To consider and approve to increase in authorised share capital and alteration in the capital clause of memorandum of association and pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force} and subject to Articles of Association of the Company, the authorized share capital of the Company, be and is hereby increased from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of

Rs. 10/- (Rupees Ten Only) each, by creation of additional 50,00,000 (Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each.””

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of Memorandum of Association of the Company, be and is hereby replaced by the following:

Clause: V. The authorized share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

Place : New Delhi
Dated : 02.09.2022

By Order of the Board of Directors
For Suraj Industries Ltd

Sd/-
Chhavi Agrawal
Company Secretary

Registered
Office:

Plot No. 2, Phase-III, Sansarpur Terrace,
Distt.Kangra, Himachal Pradesh-173212
Ph- 01970-256414

Corporate office:

F-32/3, Second Floor, Okhla Industrial Area,
Phase -II, New Delhi-110020
Ph- 011-42524455

NOTES

- a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its general circular no. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021; General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 respectively ("MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 Circular dated May 12, 2020, January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars of MCA through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- c. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.
- d. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at secretarial@surajindustries.org.
- e. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.
- f. (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.
- g. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice.

- h. Electronic copy of all documents referred to the accompanying Notice of the 30th Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. www.surajindustries.org.
- i. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- j. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record, which will help the Company and Beetal Financial and Computer Services Private Limited (Registrar and Transfer Agent) of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or Beetal Financial and Computer Services Private Limited.
- k. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrars, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- l. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- m. Members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Members can contact the Company or its RTA i.e. Beetal Financial and Computer Services Private Limited for further assistance.
- n. The Company has a registered E-mail address secretarial@surajindustries.org for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.surajindustries.org has a dedicated section on Investors.
- o. Members desirous of getting any information about the accounts, operations or if the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query along with their names, folio no., mobile number and email id to the Company at secretarial@surajindustries.org on or before 20.09.2022 to enable the Company to keep the information ready at the Meeting.
- p. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of 20th September, 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on, Saturday 24th September, 2022 at 10.00 a.m. (IST) and ends on Monday, 26th September, 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2022.
- q. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated

with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

- r. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by CDSL (Central Depository Services Limited).
- s. CS. Vijay Jain, Practicing Company Secretary (ACS No. 50242, C.P. No.: 18230), has been appointed as “Scrutinizer” to scrutinize the e-Voting process in a fair and transparent manner and he has communicated his willingness to be appointed and his/her authorized representative will be available at the AGM for the same purpose.
- t. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- u. The Results declared along with details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.surajindustries.org and on the website of CDSL at www.evotingindia.com, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- v. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 30th AGM scheduled to be held on 27th September, 2022.
- w. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- x. The Company has been allotted ISIN (INE170U01011) by CDSL and NSDL (for dematerialization of the company’s shares). We hereby request all the members to get their shares dematerialized.

INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM

INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE ANNUAL GENERAL MEETING (“AGM”), PARTICIPATING IN AGM THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND E-VOTING DURING THE AGM

PART-A: GENERAL INSTRUCTIONS

- i. The e-voting period will begin Saturday 24th September, 2022 at 10.00 a.m. (IST) and ends on Monday, 26th September, 2022 at 5.00 p.m. (IST). During this period Shareholders of the Company (hereinafter referred to as “You” or “Your”), holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20-09-2022 may cast your vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once you have voted electronically, you would not be entitled to change the same.

2. Your voting rights shall be in proportion to your shares in the paid up equity share capital of the Company as on the cut-off date mentioned above.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
6. Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30. Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

PART B: VOTING THROUGH ELECTRONIC MEANS (REMOTE e-VOTING)

- 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.
 - 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.
 - 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:
- **LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

I. PROCEDURE TO LOGIN THROUGH WEBSITE OF NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL")

A. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

1. Type in the browser/Click on the following e-Services link: <https://eservices.nsdl.com>.
2. Under Section 'IDeAS', click on the button "Beneficial Owner".
3. A new page will open. Enter your User ID and Password for accessing IDeAS.
4. On successful authentication, you will enter your IDeAS service page. On the left-side panel, under "Value Added Services" click on "Access to e-Voting"
5. Under E-voting, click on "Active E-voting Cycles" option.
6. You will see Company Name: "Suraj Industries Ltd" on the next screen. Click on the e-Voting link available against Suraj Industries Ltd or select e-Voting service provider "Central Depository Services Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

B. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

1. To register, type in the browser/Click on the following e-Services link: <https://eservices.nsdl.com>
2. Select option "Register Online for IDeAS" available on the left-hand side of the page or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
4. After successful registration, please follow steps given under Sr. No. 4 to 6 of Section IA above to cast your vote.

Users may also directly access the e-Voting module of NSDL as per the following procedure:

- (a) Type in the browser Click on the following link: <https://www.evoting.nsdl.com/>
- (b) Click on the button "Login" available under "Shareholder/Member" section.
- (c) On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- (d) On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Suraj Industries Ltd" on the next screen. Click on the e-Voting link available against Suraj Industries Ltd or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

II. PROCEDURE TO LOGIN THROUGH WEBSITE OF CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ("CDSL")

A. Users already registered for Easi/ Easiest facility of CDSL may follow the following procedure:

1. Type in the browser/Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon, and select New System Myeasi (BO/CM/DP/Issuer/DDP) (best operational in Internet Explorer 10 or above and Mozilla Firefox).
2. Enter your User ID and Password for accessing Easi/Easiest
3. You will see Company Name: "Suraj Industries Ltd" on the next screen. Click on the e-Voting link available against Suraj Industries Ltd or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

B. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

1. To register, type in the browser/Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
2. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
3. After successful registration, please follow steps given under Sr. No. 3 of Section IIA above to cast your vote.

Users may directly access the e-Voting module of CDSL as per the following procedure:

1. Type in the browser/Click on the following links: www.cdslindia.com and click on “e-voting”
2. Provide Demat Account Number and PAN
3. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
4. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Suraj Industries Ltd or select e-Voting service provider “Central Depository Services (India) Ltd” (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

III. Procedure to login through your demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Suraj Industries Ltd or select e-Voting service provider “Central Depository Services (India) Ltd” (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

If you have not updated your PAN with the Company/Depository Participant, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. Sequence Number is given in the email sent to you. 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. For example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories/Depository Participants.

E-VOTING LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- (1) The shareholders should log on to the e-voting website www.evotingindia.com
- (2) Click on “Shareholders” tab.
- (3) 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.

(4) Next enter the Image Verification as displayed and Click on Login.

(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.

(6) If you are a **first time user** of CDSL e-voting services follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

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 as mentioned in instruction (iv) above.

(7) After entering these details appropriately, click on “SUBMIT” tab.

(8) Members holding shares in physical form will then reach directly to 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.

(9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(10) **Click on the EVSN of Suraj Industries Ltd which is 220829086.**

(11) 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.

(12) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

(13) 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.

(14) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

- (15) You can also take the print of the voting cast by clicking on “Click here to print” option on the voting page.
- (16) If Demat account holders have forgotten the changed 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.
- (17) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (18) **Additional Facility for Non-Individuals Shareholders and Custodians-Remote Voting**
- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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 should be emailed 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.
 - Alternatively, Non Individual shareholders are required 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; secretarial@surajindustries.org, 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

PART C: ATTENDING THE AGM THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (“VC/OAVM”)

1. The procedure for attending meeting is same as the instructions mentioned above for e-voting.
2. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by CSDL by using their remote e-voting login credentials and selecting the EVSN (220829086) for Company's AGM.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@surajindustries.org by 17:00 hours on 15-09-2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. During the AGM, the Chairman may also, at his discretion, make available a chat window for a limited period, to enable you to express views/ask questions.

PART D: REMOTE e-VOTING ON THE DAY OF AGM

The procedure for remote e-voting on the day of the AGM is same as contained above in these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have already voted through remote e-Voting during the period mentioned in Part A of these instructions, will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.

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

ITEM NO. 4

Mr. Nazir Baig was appointed as Independent Director pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members of the Company effective from September 27, 2017 for a term of Five consecutive years. Accordingly, his term as Independent Director will expire on September 26, 2022.

The Board of Directors in their meeting held on September 02, 2022, on the recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mr. Nazir Baig as Independent Director for a second term of 5 (five) years effective from September 27, 2022 till September 26, 2027 not liable to retire by rotation, based on his skills, experience, knowledge acumen and expertise. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Nazir Baig for his appointment to the office of Independent Director.

Mr. Baig has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In the opinion of the Board, Mr. Nazir Baig fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations for his re-appointment as Independent Director of the Company and is independent of the management.

The Company has also received from Mr. Nazir Baig:

- (i) the consent in writing to act as Director and
- (ii) intimation that his is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India.

A brief profile of Mr. Baig, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Baig, the Shareholders are requested to approve the re-appointment of Mr. Baig as an Independent Director for a second term of five consecutive years with effect from September 27, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mr. Nazir Baig, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website secretarial@surajindustries.org.

ITEM NO. 5

The Board of Directors at their meeting held on May 18, 2022, re-appointed Mr. Ashu Malik as the Whole Time Director of the Company for a term of One (1) year effective from June 27, 2022 with remuneration of Rs. 80,000/- per month, based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Shareholders of the Company. Taking into consideration his rich experience and in view of the increased responsibility, on the recommendation of Nomination and Remuneration Committee, the Board decided to increase the monthly remuneration of Mr. Ashu Mail from Rs. 80,000/- per month to Rs. 90,000/- per month w.e.f. July 01, 2022 subject to requisite shareholders' approval.

Mr. Ashu Malik aged about 43 years is B. SC from Alcohol Tech by qualification and having 19 years of experience in Liquor Business.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of re-appointment and remuneration as set out in Item No. 5 and 6 are now being placed before the members for their approval by way of Special Resolution.

Statement containing the relevant details required under Section II, Part II of Schedule V of the Companies Act, 2013 are as stated hereunder:

I. GENERAL INFORMATION

(1)	Nature of Industry	Suraj Industries Ltd.		
(2)	Date or expected date of commencement of commercial production	Company is already engaged in trading of edible oils, empty glass bottles and other products. Company has started bottling operations of the Indian Made Foreign Liquor and Country Liquor from July 2021.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in operation)		
(4)	Foreign investments or collaborators, if any	Nil		
(5)	Financial performance of the Company for the last 3 years is given below:			
	Particulars	Financial Year Ended		
		31 st March 2020	31 st March 2021	31 st March 2022
		(Amount in Rs. Lakh)		
	Revenue	129.69	699.11	4126.41
	Other Income	2.24	5.22	2.09
	Total Income	131.93	704.33	4128.50
	Total Expenditure	178.33	698.01	3716.04
	Profit/ (Loss) before Tax	(46.39)	6.32	412.46
	Profit/Loss after tax and adjustments	(46.39)	37.11	304.76

II. INFORMATION ABOUT THE APPOINTEE

MR. ASHU MALIK AS WHOLE TIME DIRECTOR

(1)	Background Details	He is B. SC from Alcohol Tech by qualification
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has 19 years of experience in Liquor Business which is suitable for this job profile.
(5)	Remuneration Proposed	Rs. 90,000/- per month
(6)	Comparative remuneration profile w.r.t industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t to the country of his origin)'	The comparative remuneration ranges from Rs 75000Lacs per month to Rs 125000 Lacs per month based on the information available in public domain.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NIL

III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	The company has diversified into bottling operations of Indian Made Foreign Liquor and Country Liquor during the FY 2021-2022 and eared
(2)	Steps taken or proposed to be taken for improvement	The company has diversified into bottling operations of Indian Made Foreign Liquor and Country Liquor. Mr. Ashu Malik who has more than 19 years' experience in the Liquor business has been appointed as a Whole Time Director to manage the liquor operations.
(3)	Expected increase in productivity and profits in measurable terms	At present, it is difficult to estimate the same.

Accordingly, Item No. 5 are recommended for your approval as Special Resolution.

Except Mr. Ashu Malik being an appointee, none of the Directors, key managerial persons or their relatives in any way are concerned or interested, financial or otherwise, in the resolution set out in item no. 5.

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's Website secretarial@surajindustries.org.

ITEM NO. 6

Presently, the Authorized share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each. The Board of directors, therefore, consider it desirable to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each, to accommodate the fresh capital base of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company secretarial@surajindustries.org.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 6 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

**By Order of the Board
For Suraj Industries Ltd**

Place : New Delhi

Dated : 02.09.2022

**Sd/-
Chhavi Agrawal
Company Secretary**

Registered Office:

Plot No. 2, Phase-III, Sansarpur Terrace,
Distt.Kangra, Himachal Pradesh-173212
Ph- 01970-256414

Corporate office:

F-32/3, Second Floor, Okhla Industrial Area,
Phase -II, New Delhi-110020
Ph- 011-42524455

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS)

FOR ITEM NO- 2, 4 & 5

S. No.	Particulars			
	Name of Director	Mr. Suraj Prakash Gupta	Mr. Nazir Baig	Mr. Ashu Malik*
1.	DIN No.	00243846	07468989	07998930
2.	Date of Birth	10.04.1959	12/05/1967	16/01/1978
3.	Nationality	Indian	Indian	Indian
4.	Age	63 Years	55 Years	43 Years
5.	Date of First Appointment on the Board	06/02/2020	27/09/2017	27/06/2021
6.	Experience in specific functional area	He is having business experience of more than 32 years in edible oils and alcoholic beverages industry	He has more than 30 Years of experience in commercial matters having worked in various companies engaged in Manufacturing and trading of FMCG products & Commodities.	He is having 19 years of experience in Liquor Business.
7.	No. of equity shares held in the Company (as on 31st March, 2022)	49,31,030	100	NIL
8.	Qualifications	Bachelor in Arts	Graduate in Commerce	B. Sc. from Alcohol Tech
9.	List of other Directorships (as on 31.03.2022)	<ul style="list-style-type: none"> • Express Infra Financial Consultancy Private Limited • Gold Coin Marketing Private Limited • Goldcroft Global Commodities (OPC) Private Limited • Anita 	<ul style="list-style-type: none"> • Bhankerpur Distilleries Limited 	NIL

		Greenfuels Private Limited ▪ SASG Bio Energy Private Limited		
10.	Membership/Chairman of Committees of the other Companies (As on 31.03.2022)	No	No	No
11.	Relationships, between Directors inter se	No	No	No
12.	Number of Board Meeting attended during the year	5	6	5
13.	Terms & Conditions of Appointment / Re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company
14.	Details of Remuneration Sought to be paid	Rs. 600000/- per month. Board of Directors decides remuneration on the recommendation of Nomination and Remuneration Committee, which is as per the Nomination and Remuneration Policy of the Company.	No remuneration is sought to be paid.	Rs. 90000/- per month. Board of Directors decides remuneration on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

*Mr. Ashu Malik was appointed as Whole Time Director of the Company w.e.f. 27.06.2021. During the current FY 2021-2022, 5 (five) Board meetings were held after his appointment.

By Order of the Board
For Suraj Industries Ltd

Place : New Delhi
Dated : 02.09.2022

Sd/-
Chhavi Agrawal
Company Secretary

Registered Office:
Plot No. 2, Phase-III, Sansarpur Terrace,
Distt.Kangra, Himachal Pradesh-173212
Ph- 01970-256414

Corporate office:
F-32/3, Second Floor, Okhla Industrial Area,
Phase -II, New Delhi-110020
Ph- 011-42524155