

SURAJ INDUSTRIES LTD.

TRANSCRIPT OF EXTRA ORDINARY GENERAL MEETING

HELD ON

MONDAY, APRIL 25, 2022 AT 3:30 P.M. (IST)

THROUGH VIDEO CONFERENCING

Welcome Speech by Ms. Chhavi Agrawal, Company Secretary

Good afternoon everyone. I am **Chhavi Agrawal**, Company Secretary, joining this meeting from corporate office of the Company based in Delhi. I welcome you all to this Extra Ordinary General Meeting (“EGM”) of **Suraj Industries Ltd.**

As per Section 104 of the Companies Act, 2013 and Article 74 of Articles of Association of the Company, the Chairman of the Board shall preside at the general meeting of the Company. Accordingly, Mr. **Syed Azizur Rahman** will chair this Extraordinary General Meeting.

As per the requirement, the Company has published requisite notice in the Newspapers furnishing the information relating to the EGM, the remote e-voting and participation through Video Conferencing.

As the EGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence no proxy register for inspection is available.

The Company has enabled the Members to participate at the EGM through video conferencing facility provided by Central Depositories Services (India) Limited (CDSL). The proceedings of this meeting are being recorded for compliance purposes.

In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Members have been provided the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the EGM.

Remote e-voting facility was made available to all Members holding shares as on the cut-off date, during the period commencing from 10:00, Friday, **April 22, 2022** till 5:00 PM on Sunday, **April 24, 2022**. Remote e-voting has been blocked on April 24, 2022 at 5.00 pm.

Member may also note that this Extraordinary General Meeting is being held through video conferencing in accordance with provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting through video conferencing or other audio-visual means is made available to the members on a first-come-first-served basis.

Since this meeting is being conducted through Video Conferencing without the physical presence of the Members at a common venue, the proceedings of this meeting shall be deemed to be conducted at the Registered Office of the Company.

The requisite quorum is present. Members may note that the Company had sent the EGM notice to all the members at their registered email IDs for the EGM scheduled today through video conferencing.

I now request Mr. **Syed Azizur Rahman** to start the meeting.

Syed Azizur Rahman

Good afternoon everybody!!!

Today, as we convene the Extra Ordinary General Meeting of the Company, I warmly welcome each one of you.

As confirmed by Company Secretary of the Company the requisite Quorum is present, I call this meeting to order.

This is to inform you that the Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote on the items being considered at this meeting.

Before I proceed further I request my other members of the Board and co-panelists who have joined the video conference to introduce themselves.

Joined with me are:

- 1. Mr. Suraj Prakash Gupta, Managing Director**
- 2. Mr. Ashu Malik, Whole Time Director**
- 3. Ms. Pooja Solanki, Non-executive Independent Director,**
- 4. Mr. Nazir Baig, Non-executive Independent Director, Chairman of Audit/Nomination and Remuneration Committee**

Mr. Sanjay Kumar Jain, Additional (Independent Director) was granted leave of absence due to their pre-occupation in other matters.

Further, Ms. Monika Kohli, Secretarial Auditor of the Company has been granted Leave of absence due to her pre-occupation in other matters.

Now, I thank all the members, colleagues on the Board, Scrutinizer and the management team for joining.

Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013 and I have been informed that requisite quorum is present therefore I call this meeting to order.

We now take up the resolutions as set forth in the Notice:

Special Business:

1. Issuance of 5,51,724 Fully Convertible Warrants on Preferential Basis to the Person belonging to 'Promoter & Promoter Group'
2. Issuance of 16,55,172 Equity shares on preferential basis to the person belonging to Non-promoter category
3. Appointment of Mr. Sanjay Kumar Jain as Independent Director of the Company.
4. To consider & approve to give corporate guarantee in respect of loans to be obtained by Carya Chemicals & Fertilizers Pvt Ltd to the extent of Rs. 150 Crores from any banks or financial institutions pursuant to Section 186 of Companies Act, 2013.

Details are provided in the explanatory statement forming part of the Notice of EGM

Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL. Members can click on "Vote" tab on the video conference screen to avail this feature. The Members who have cast their vote by remote e-voting prior to the EGM shall not be entitled to cast their vote again.

The Company has taken all efforts under the current circumstances to enable members to participate through video conference and vote on the items being considered at this meeting. I thank all the members, Board Members and other stake

holders for joining this meeting over video conference. I hope all of you are safe and are in good health.

The notice of the EGM has been sent by electronic mode to all the Members. These documents have also been made available on the Company's website. Considering the above, I take the Notice convening the meeting as read.

Before proceeding further, I am pleased to bring to your notice that, the Company had provided the facility to cast your vote electronically, on all resolutions set forth in the Notice. Members who have not cast their vote electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by CDSL. Members may please note that there will be no voting by show of hands.

Your company has not received any query from the shareholders but few of them has registered themselves as speaker.

Now I would request the coordinator to first unmute Mr. Praveen Kumar and later Mr. Ajay Jain who have registered them as Speakers.

If any other shareholder has any query / question, he may send his query through email to the Company and the company will promptly send the reply.

Members may note that the voting on the CDSL platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their vote yet are requested to do so.

The Board of Directors has appointed **Mr. Vijay Jain**, Practicing Company Secretary, as the Scrutinizer for this meeting. Based on the report of the Scrutinizer, the combined results of remote e-voting and the e-voting done at the meeting will be announced within 48 hours of conclusion of the EGM and displayed on the website of the Company, and will also be submitted to the stock exchange as per the requirements under the SEBI Listing Regulations.

Thank you all for attending the meeting and I now hereby declare the proceedings as closed.

On behalf of the Board of Directors and management of the Company, I convey our sincere thanks to all the Members for attending the meeting.
Now the facility for voting will open for next 15 minutes at the CDSL platform.