

**SURAJ INDUSTRIES LTD.**

**TRANSCRIPT OF ANNUAL GENERAL MEETING**

**HELD ON**

**TUESDAY, SEPTEMBER 27, 2022 AT 4:00 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 Annual General Meeting (“AGM”) 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 Annual General Meeting.

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

As the AGM 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 AGM 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 AGM.

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, Saturday, September 24, 2022 till 5:00 PM on Monday, September 26, 2022. Remote e-voting has been blocked on September 26, 2022 at 5.00 pm.

Member may also note that this Annual 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 AGM notice to all the members at their registered email IDs for the AGM scheduled today through video conferencing.

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

**Chairman- Mr. Syed Azizur Rahman Sir**

Good afternoon everybody!!!

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

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.

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 would like to introduce the other Board members and co-panelists who have joined the video conference:

**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**
- 5. Mr. Sanjay Kumar Jain, Non-executive Non-Independent Director**

Apart from them, we also have key executives and senior management joining from their respective locations. Statutory auditors, Mr. Satendra Rawat, Chartered Accountants and Secretarial Auditor, Mrs. Monika Kohli have also joined this meeting.

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

As you would have noticed from the 30<sup>th</sup> Annual Report of the Company, during the year under Report, your company has made a profit of Rs. 306 Lacs as compared to a profit of Rs. 37 lakh of the previous financial year.

The company has now ventured into bottling and packaging of alcoholic beverages i.e Rajasthan Made Liquor and Country Liquor. These operations are expected to give steady returns over a long run.

Now, on behalf of the Board of Directors of Suraj Industries Ltd, I want to thank you for your continued trust confidence and support. I also thank my colleagues on the Board, Independent Directors, auditors, management team, bankers and all other stakeholders for their continue support to the Company.

I now request Company Secretary, to provide a summary of the Auditors' Report.

#### **Company Secretary- Chhavi Agrawal**

Thank you Chairman Sir. The Statutory Auditors, M/s Satendra Rawat & Company, Chartered Accountants, have expressed unqualified opinion in the respective audit reports for the financial year 2021-2022. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The Secretarial Auditors, M/s Monika Kohli & Associates, has also given their report for the financial year 2021-2022. The Statutory Auditors' report on standalone financial statements are available on Page numbers 42 to 52 of the Annual Report for FY 2021-2022. Secretarial Auditor report is enclosed as Annexure A to the Annual report on Page number 35 to 39.

Thank you.

**Chairman- Mr. Syed Azizur Rahman Sir**

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

**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.

**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.
5. To consider and approve the re appointment of Mr. Ashu Malik (DIN: 07998930), as Whole Time Director of the Company.
6. To consider and approve to increase in authorised share capital and alteration in the capital clause of memorandum of association.

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

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 "E-voting" tab on the video conference screen to avail this feature. The Members who have cast their vote by remote e-voting prior to the AGM 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 AGM 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 a few of them have registered themselves as speaker.

Now I would request the coordinator to first unmute Mr. Praveen Kumar, later Mr. Ajay Jain and lastly Mr. Sanjeev Damani who have registered themselves 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 two working days of conclusion of the AGM 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.