

## NOTICE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 33<sup>rd</sup> (Thirty Third) Annual General Meeting (AGM) of the members of **M/s Suraj Industries Ltd.** will be held on **Tuesday, August 26, 2025 at 03:30 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business(s):

### ORDINARY BUSINESS

- 1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SANJAY KUMAR JAIN (DIN: 01014176), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR THE RE-APPOINTMENT.**

### SPECIAL BUSINESS

- 3. APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation and approval of the Audit Committee and the Board of Directors of the Company and, the consent of the members of the Company be and is hereby accorded, to appoint CS Shivani Agarwal , Practicing Company Secretary (CP No: 18282 and Peer Review Certificate No. 2504/2022) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and are hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all actions and do all

such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

- 4. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 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 Article No. 3 and Article No. 56 of Articles of Association of the Company, the authorized share capital of the Company, be and is hereby accorded to increase from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Only) equity shares of Rs.10/- (Rupees Ten Only) each to Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) equity shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten Only)."

**RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 of the Act, all other applicable provisions, if any, of the Act read with the enabling provisions of the Articles of Association, the consent of the Members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

**Clause: V. The Authorized share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) equity shares of Rs.10/- (Rupees Ten Only) each.**

**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 as may be necessary or desirable for giving effect to this resolution."

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

- 5. APPOINTMENT OF MR. SANJEEV MITLA (DIN: 00160478) AS A DIRECTOR AND AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** Mr. Sanjeev Mitla (DIN: 00160478), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from May 27, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the appointment of Mr. Sanjeev Mitla, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and he has submitted a declaration to that effect and he is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 27, 2025 up to May 26, 2030, be and is hereby approved.”

**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 as may be necessary or desirable for giving effect to this resolution.”

**6. RE-APPOINTMENT OF MRS. POOJA SOLANKI (DIN: 09039846) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended from time to time, **Mrs. Pooja Solanki** (DIN: 09039846), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Independent Director of the Company and holds office up to **January 22, 2026**, and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby **re-appointed as an Independent Director**, not liable to retire by rotation, for a second term of **five (5) consecutive years**, commencing from **January 23, 2026 to January 22, 2031**.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to sign and file the necessary forms and returns with the Registrar of Companies and to take such other actions and do all such deeds and things as may be necessary or expedient to give effect to this resolution.”

**7. APPROVAL OF EXTENSION OF REMUNERATION PERIOD FOR MR. SURAJ PRAKASH GUPTA (DIN: 00243846), MANAGING DIRECTOR OF THE COMPANY, TILL THE COMPLETION OF HIS CURRENT TENURE.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, and subject to the Articles of Association of the Company, the consent of the members be and is hereby accorded to extend the terms of remuneration of **Mr. Suraj Prakash Gupta** (DIN: 00243846), Managing Director of the Company, for further period with effect from **February 6, 2026** till the expiry of his current tenure on **February 5, 2028**, as set out in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to alter, vary, and revise the terms and conditions of the appointment and/or remuneration of Mr. Suraj Prakash Gupta from time to time, as it may deem appropriate, provided that such variations are within the overall limits as approved

by the members in this resolution and in accordance with the applicable provisions of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary or expedient, including but not limited to settling any questions, doubts or difficulties that may arise in this regard, and to execute all necessary deeds, documents, agreements, and writings, and to take such steps as may be required in the best interest of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to sign and file the necessary forms and returns with the Registrar of Companies and to take all such actions as may be required to give effect to this resolution and to comply with the statutory requirements in this regard.”

8. **TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND MR. SURAJ PRAKASH GUPTA, A MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/ statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1) (zb)(zc) of the Listing Regulations) with Mr. Suraj Prakash Gupta, Promoter and Managing Director and a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations as per the details and on such terms and conditions as more specifically set out in the Explanatory Statement annexed to this Notice;

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company be and is hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other

ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or Company Secretary of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

9. **TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND M/S SARTH AGBEV AND ENERGY PRIVATE LIMITED.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/ statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1) (zb)(zc) of the Listing Regulations) with M/s Sarth Agbev and Energy Private Limited, a related party within the meaning of Regulation 2(1) (zb) of the SEBI Listing Regulations as per the details and on such terms and conditions as more specifically set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company be and is hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred;

and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or Company Secretary of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**10. TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND M/S CARYA CHEMICALS & FERTILIZERS PRIVATE LIMITED. A MATERIAL SUBSIDIARY COMPANY OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and / or continue to enter into the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1) (zb)(zc) of the Listing Regulations) with M/s Carya Chemicals & Fertilizers Private Limited, a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and 2(76) of the Companies Act, 2013

as per details and on such terms and conditions as more specifically set out in the Explanatory Statement annexed to this Notice on the material terms & conditions set out therein;

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company be and is hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or Company Secretary of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

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

**Place : New Delhi  
Dated : July 28, 2025**

**Sd/-  
Snehlata Sharma  
Company Secretary  
Membership No. A62066**

**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. The Ministry of Corporate Affairs (“MCA”) 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 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 & General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations/SEBI Listing Regulations”) all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and it can be held through video conferencing (“VC”) or other audio visual means (“OAVM”). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars, the AGM of the Company is being held through VC/OAVM on **Tuesday, 26<sup>th</sup> August, 2025 at 03:30 p.m. (IST)**. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 2, Phase - III, Sansarpur Terrace, Kangra, Himachal Pradesh – 173212. The deemed venue for the AGM shall be the Registered Office of the Company. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b. In conformity with the applicable regulatory requirements, the Notice of the AGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Member, who have not registered their e-mail addresses so far, are requested to register their email address for receiving all communication from the Company electronically. Members may note that the Notice of AGM will also be available on the Company’s website [www.surajindustries.org](http://www.surajindustries.org), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Limited ([www.evotingindia.com](http://www.evotingindia.com)).
- In addition, pursuant to Regulation 36(1)(b) of the Listing Regulations, a letter is also being sent to the Members whose email addresses are not registered,
- c. E-voting shall commence on **Saturday, August 23, 2025 at 10:00 A.M. (IST) and end on Monday, August 25, 2025 at 5:00 P.M. (IST)**. The e-voting module shall be disabled for voting thereafter. 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 **August 19, 2025**. Votes once casted can’t be change subsequently.
- d. 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 will be held through VC / OAVM, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map to the venue of AGM are not being annexed to this Notice
- e. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OAVM only.
- f. 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](mailto:secretarial@surajindustries.org).
- g. 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.
- h. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.surajindustries.org/investor-relations.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- i. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 has inter alia complied the provisions of the Circular SEBI/HO/

MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.

- j. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- 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. Electronic copy of all documents referred to the accompanying Notice of Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.surajindustries.org](http://www.surajindustries.org).
- n. The Company has a registered e-mail address [secretarial@surajindustries.org](mailto: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](http://www.surajindustries.org) has a dedicated section on Investors.
- o. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
- p. Pursuant to Section 72 of the Act, 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.

- q. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before **August 19, 2025** through e-mail on [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). The same will be replied by the Company suitably.
- r. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated January 13, 2021 read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 Central Depository Services Limited ("CDSL").
- s. Mr. Vijay Jain, a Practicing Company Secretary (ACS No. 50242, C.P. No.: 18230) Proprietor, Vijay Jain & Co., a peer reviewed firm of Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and he himself or 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, unblock the votes cast through remote e-voting and make, **within two (2) working days** of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- u. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the AGM scheduled to be held on **August 26, 2025**.
- v. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.surajindustries.org](http://www.surajindustries.org) and on the website of CDSL at [www.evotingindia.com](http://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, i.e., BSE Limited.
- 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 at least 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 voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **cut-off date, i.e, August 19, 2025**. Any person, who acquires shares of the Company and becomes a member after the dispatch of AGM Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) . However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote.
- y. The Company has electronic connectivity with CDSL and NSDL and the ISIN of the Company is INE170U01011 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 & PARTICIPATING IN THE ANNUAL GENERAL MEETING ("AGM") THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS.

#### Instructions for Remote Electronic Voting (E-Voting) prior to the AGM

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, e-voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP'), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

#### i. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select <b>New System Myeasi</b>.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL is as under:

Login Type	Helpdesk Details
<p><b>Individual Shareholders holding securities in Demat mode with CDSL.</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800225533</p>
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

**ii. Login method for e-voting and joining virtual meetings for shareholders other than individuals holding shares in Demat form:**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on “Shareholders” tab.
- iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iii).</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- xi) Click on the EVSN M/s **Suraj Industries Ltd.** which is **250801018**.
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the 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.
- xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix) Note for Non - Individual Shareholders and Custodians - For Remote E-Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required scrutiny to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- f. 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 Company at the email address viz; [secretarial@surajindustries.org](mailto: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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **022- 23058738 and 022-23058542/43**.

All grievances connected with the facility for voting by electronic means may be addressed to **Shri Rakesh Dalvi**, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on **022-23058542/43**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER**

- i. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company **i.e. 250801018** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any

kind of aforesaid glitches.

- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **19.08.2025** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before **19.08.2025** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting available during the 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 participating in the meeting.
- xi. The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the **cut-off date i.e. August 19, 2025**. Members may cast their votes separately for each business to be transacted in the AGM and may also elect not to vote on any of the resolution(s).

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining copy of this notice and login credentials for e-voting for the resolutions proposed in this Notice:**

- i. 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** at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) or RTA

at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.

- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) or alternatively please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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** at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.

Members who need assistance before or during the AGM may contact CDSL on any of the following Helpline Numbers:

Name of Concerned Official	Contact Number	Email id
<b>Shri Rakesh Dalvi, Senior Manager</b>	022-23058542/43 and 022- 23058738	helpdesk.evoting@cdslindia.com

## **EXPLANATORY STATEMENT**

### **(Pursuant to Section 102 of the Companies Act, 2013)**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Special business, to be transacted at the **33<sup>rd</sup> Annual General Meeting to be held on Tuesday, August 26, 2025**, mentioned under Item Nos. 3 to 10 of the accompanying Notice dated July 28, 2025.

### **ITEM NO.3**

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, require a listed entity, based on the recommendation of the Board of Directors, to appoint:

- An individual as Secretarial Auditor for not more than one term of five consecutive years; or
- A Secretarial Audit firm for not more than two terms of five consecutive years, with the approval of shareholders in the Annual General Meeting.

In compliance with the aforesaid provisions, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on July 28, 2025 approved the appointment of CS Shivani Agarwal, Practicing Company Secretary (CP No: 18282 and Peer Review Certificate No. 2504/2022) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30.

The Company has received a consent letter from CS Shivani Agarwal, confirming her willingness to undertake the

Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

CS Shivani Agarwal has confirmed the compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, CS Shivani Agarwal has confirmed that she holds a valid peer review certificate issued by ICSI and she fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of CS Shivani Agarwal, are as under:

### **Profile:**

CS Shivani Agarwal is a Peer Reviewed Practicing Company Secretary (Peer Review No. 2504/2022), registered with the Institute of Company Secretaries of India (ICSI), with over 11 years of professional experience. She specializes in Secretarial Audits, SEBI LODR Compliances, Corporate Law Advisory, and Due Diligence for listed and unlisted companies.

Her areas of expertise include Secretarial Audit, SEBI Compliance Certifications, issuance and buyback of securities, RBI and FEMA compliances, XBRL filings, and advisory on corporate governance and regulatory matters. She also regularly represents clients before MCA, ROC, Regional Directors, and NCLT.

CS Shivani Agarwal holds a B. Com, LL.B., and is an Associate Member of ICSI. She is known for delivering client-focused, legally compliant solutions with integrity and professionalism.

### **Terms of appointment:**

CS Shivani Agarwal, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30.

The fees payable to her for the Secretarial Audit will be Rs. 75,000 per annum for the financial year 2025-26 exclusive of applicable taxes and out-of-pocket expenses. The Audit Committee/Board may revise this fee from time to time. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

### **Accordingly, Item No. 3 of the accompanying Notice is recommended for approval of the members by way of Ordinary Resolution.**

None of the Directors or key managerial personnel or their relatives is in any way 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 [www.surajindustries.org](http://www.surajindustries.org).

#### ITEM NO.: 4

The Board of Directors of the Company at their meeting held on July 28, 2025 have approved the proposal of increasing the Authorised share capital of the Company, subject to approval of the Members of the Company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Only) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) equity shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten Only) each to accommodate any future capital requirements for funding the growth and operations of the Company .

The increase in authorized share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company. Further, the increase in authorized share capital and alteration of relevant clause(s) of the Memorandum of Association of the Company are subject to Members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, the approval of the Members of Company is being sought by way of an Ordinary Resolution. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in accordance with the applicable laws

**Accordingly, Item No. 4 of the accompanying Notice is recommended for approval of the members by way of Ordinary Resolution.**

None of the Directors or key managerial personnel or their relatives is in any way 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 [www.surajindustries.org](http://www.surajindustries.org).

#### ITEM NO.: 5

Based on the recommendation of the **Nomination and Remuneration Committee (NRC)**, the **Board of Directors**, at its meeting held on **May 27, 2025**, appointed **Mr. Sanjeev Mitla (DIN: 00160478)** as an **Additional Director (Non-Executive, Independent)** for a term of **five years**, with effect from **May 27, 2025 to May 26, 2030**, subject to approval of the Members by way of a **Special Resolution**.

Pursuant to the provisions of **Section 161(1)** of the Companies Act, 2013 and **Regulation 17(1C)** of the Listing Regulations, read with Articles of Association of the Company, Mr. Sanjeev Mitla holds office as Additional Director only up to the date of the next General Meeting or three months from the date of his appointment, whichever is earlier.

In terms of **Section 160(1)** of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Sanjeev Mitla for the office of Director.

The Company has received the following documents and confirmations from Mr. Sanjeev Mitla:

- Consent to act as Director in **Form DIR-2**.
- Intimation in **Form DIR-8**, confirming he is not disqualified under Section 164 of the Act.
- Declaration that he meets the criteria of independence as per **Section 149(6)** of the Act and **Regulation 16(1)(b)** of the Listing Regulations.
- Confirmation pursuant to **Regulation 25(8)** of the Listing Regulations that he is not aware of any circumstances which may affect his ability to act as an Independent Director.
- Declaration pursuant to **BSE and NSE circulars dated June 20, 2018**, that he has not been debarred from holding office of Director by SEBI or any other authority.
- Confirmation of compliance with **Rules 6(1) and 6(2)** of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding registration with the **Independent Directors' Data Bank** maintained by the Indian Institute of Corporate Affairs.

The NRC, after evaluating his credentials and background, is of the view that Mr. Sanjeev Mitla possesses the requisite qualifications, experience, and independence and brings with him diverse skills and leadership capabilities, including expertise in **operations, strategy, finance, governance, risk and project management, technical areas, and regulatory affairs**, which are valuable to the Board.

Mr. Sanjeev Mitla is not related to any of the Directors or Key Managerial Personnel of the Company and is independent of the management.

A brief profile of Mr. Sanjeev Mitla is provided in **Annexure A** to this notice, in compliance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**Accordingly, Item No. 5 of the accompanying Notice is recommended for approval of the members by way of Special Resolution.**

Except Mr. Sanjeev Mitla being an appointee and his relatives (to the extent of their shareholding in the Company, if any), 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 [www.surajindustries.org](http://www.surajindustries.org).

#### ITEM NO.: 6

**Mrs. Pooja Solanki (DIN: 09039846)** was appointed as an **Independent Director** on the Board of the Company for a first term of five years from **January 23, 2021 to January 22, 2026**, in accordance with the provisions of Section 149 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules,

2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In view of the above, the Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of **Mrs. Pooja Solanki** as an Independent Director for a second term of five (5) consecutive years, commencing from **January 23, 2026 to January 22, 2031**.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of NRC considers that given the background and experience and contributions made by Mrs. Pooja Solanki during her tenure, the continued association of Mrs. Pooja Solanki would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Pooja Solanki as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such re-appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received:

- A declaration from Mrs. Pooja Solanki confirming that she continues to meet the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations;
- Consent to act as a Director in Form DIR-2;
- Notice in writing from a member under Section 160 of the Act proposing her candidature.

In the opinion of the Board, Mrs. Pooja Solanki fulfills the conditions for re-appointment as Independent Director as specified in the Act.

The Board considers that her continued association would be beneficial to the Company and therefore recommends the **Special Resolution** as set out in Item No. 6 for the approval of the members.

A brief profile of Mrs. Pooja Solanki is provided in **Annexure A** to this notice, in compliance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**Accordingly, Item No. 6 of the accompanying Notice is recommended for approval of the members by way of a**

### **Special Resolution.**

Except Mrs. Pooja Solanki being an appointee and his relatives (to the extent of their shareholding in the Company, if any), 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. 6**.

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's Website [www.surajindustries.org](http://www.surajindustries.org).

### **ITEM NO.: 07**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the extension in the terms of remuneration of **Mr. Suraj Prakash Gupta** (DIN: 00243846), Managing Director of the Company, for the remaining tenure of his appointment commencing from **February 6, 2026 to February 5, 2028**, subject to the approval of the members of the Company.

Mr. Suraj Prakash Gupta was re-appointed as Managing Director by the members of the Company at the Extra Ordinary General meeting held on March 11, 2023 for a term of Five years commencing from February 06, 2023, to February 05, 2028. At the time of re-appointment, his remuneration was approved for a period of three years, i.e., up to February 5, 2026 in compliance with the provisions of **Sections 196, 197, and 198** read with **Schedule V** of the Companies Act, 2013, and the **Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**.

Considering Mr. Suraj Gupta's vast experience, exceptional leadership, and valuable contributions to the consistent growth and performance of the Company, the Board has found it prudent and appropriate to extend his remuneration for the remaining period of his tenure, in alignment with current industry practices and the responsibilities entrusted to him.

In compliance with the provisions of **Sections 196, 197, and 198** read with **Schedule V** of the Companies Act, 2013, and the **Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, it is proposed to approve **revised remuneration not exceeding ₹15,00,000 (Rupees Fifteen Lakh only) per month** for the period from **February 6, 2026 to February 5, 2028**, subject to the approval of members by way of a **Special Resolution**.

In the event of loss or inadequacy of profits in any financial year during the term of his appointment, the remuneration stated above shall be paid as **minimum remuneration**, subject to compliance with the conditions specified in **Schedule V of the Companies Act, 2013**.

The Board (including the Nomination and Remuneration Committee) shall be empowered to **vary, alter, or revise** the remuneration and other terms, provided such revision is within the overall limits approved by the members.

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

**I. GENERAL INFORMATION**

(1)	Nature of Industry	Suraj Industries Limited is engaged in the bottling operations of the Rajasthan Made Liquor and Country Liquor. It is also involved in the trading of edible oils such as palm oil and Commodities.		
(2)	Date or expected date of commencement of commercial production	The Commercial production in the liquor bottling unit commenced on July 12, 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 - The Company is already operational		
(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 <sup>st</sup> March 2023	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2025
		<b>(Amount in Rs. Lakh)</b>		
Revenue		6737.89	5106.28	2970.26
Other Income		84.56	70.25	247.93
Total Income		6822.45	5176.53	3218.19
Total Expenditure		6130.07	4958.07	3313.03
Profit/ (Loss) before Tax		692.38	218.46	(94.84)
<b>Profit/Loss after tax and adjustments</b>		<b>479.40</b>	<b>157.11</b>	<b>(72.11)</b>

**II. INFORMATION ABOUT THE MR. SURAJ PRAKASH GUPTA AS MANAGING DIRECTOR**

(1)	<b>Background Details</b>	Mr. Suraj Prakash Gupta has served as the Managing Director and Executive Director of the Company since February 6, 2020. He holds a Bachelor's degree in Arts and has over <b>36 years of experience</b> in the edible oils and alcoholic beverages sector. He holds directorships in several companies including <i>Anita Green Fuels Private Limited, SASG Bio Energy Private Limited, Express Infra Financial Consultancy Private Limited, Gold Coin Marketing Private Limited, and Goldcroft Global Commodities (OPC) Private Limited.</i>
(2)	<b>Past Remuneration</b>	Rs. 6,00,000 Per month
(3)	<b>Recognition or Awards</b>	--
(4)	<b>Job Profile and his suitability</b>	Mr. Suraj Prakash Gupta, aged 66, is the Managing Director of the Company. He holds a Bachelor's degree in Arts and brings with him over 36 years of extensive experience in the edible oils and alcoholic beverages industry. His deep industry knowledge and strategic insight have been instrumental in driving the company's growth and operational excellence. He has dedicated his career to building sustainable business practices, fostering innovation, and driving long-term value creation for stakeholders. His emphasis on quality, efficiency, and ethical practices has not only enhanced the Company's reputation but also strengthened its position in highly competitive markets
(5)	<b>Remuneration Proposed</b>	As stated in the resolution, up to ₹15,00,000 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 proposed remuneration is consistent with remuneration levels of similarly placed Managerial Personnel /professionals in companies of comparable size, complexity, and industry. The role requires specialized knowledge in operational strategy, regulatory compliance, and financial management.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He holds 7019754 equity shares of the Company. Aside from receiving the remuneration, he has no other material pecuniary relationship with the Company or managerial personnel.

### III. OTHER INFORMATION

(1)	Reason for loss or inadequate profits	The Company is in the early stages of revenue generation following its diversification into liquor bottling operations. The capital-intensive nature of the new line of business has temporarily affected profitability.
(2)	Steps taken or proposed to be taken for improvement	The Company has engaged experienced professionals, including Mr. Suraj Prakash Gupta, to strengthen and streamline operations. Strategic expansion, branding, and cost control initiatives are underway.
(3)	Expected increase in productivity and profits in measurable terms	While precise projections are difficult in the current economic environment, ongoing efforts are expected to yield improved productivity and financial performance in the medium term.

**Annexure A** to this Notice provides additional disclosures pertaining to Mr. Suraj Prakash Gupta in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings.

**Accordingly, Item No. 7 of the accompanying Notice is recommended for approval of the members by way of a Special Resolution.**

Except Mr. Suraj Prakash Gupta and Mr. Ritesh Gupta, son of Mr. Suraj Prakash Gupta and their relatives (to the extent of their shareholding in the Company, if any), 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. 7**.

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's Website [www.surajindustries.org](http://www.surajindustries.org).

#### ITEM NO.: 08

The Company proposes to enter into certain related party transactions with **Mr. Suraj Prakash Gupta**, Promoter and Managing Director of the Company. These transactions are considered material in nature under **Regulation 23** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations").

#### Nature of Transactions:

- Acquisition of 22,73,234 equity shares** of M/s **Carya Chemicals & Fertilizers Private Limited (CARYA)**, a material subsidiary of the Company, from Mr. Suraj Prakash Gupta.

- The remuneration of up to ₹15,00,000 per month to Mr. Suraj Prakash Gupta, Managing Director of the Company, was earlier recommended and approved by the Nomination and Remuneration Committee, the Board of Directors, and the shareholders at their respective meetings held on February 10, 2023, and March 11, 2023. This remuneration was approved in accordance with the Company's Nomination and Remuneration Policy and is in compliance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013.

In continuation of the above, the Nomination and Remuneration Committee and the Board of Directors, in their meetings held on July 28, 2025, have recommended the extension of the remuneration period on the same terms and conditions for the remaining tenure of Mr. Suraj Prakash Gupta, i.e., from February 6, 2026, to February 5, 2028. The proposal for extension is being placed before the shareholders for approval under Item No. 7 of the Notice of the 33rd Annual General Meeting.

These transactions are **material**, either individually or when aggregated during the financial year, and hence, require **members' approval** by way of **Ordinary Resolution** in accordance with **Regulation 23(4)** of SEBI Listing Regulations.

At present the Company is holding 85.75% shareholding of CARYA. The proposed acquisition will allow the Company to further **consolidate its shareholding in CARYA**. The acquisition will be carried out at the Rs.12.60 per share based on Valuation Report dated March 29, 2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address

at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.: IBBI/RV/05/2019/11727).

The Audit Committee and Board have reviewed and approved the transactions, finding them to be in the best interests of the Company and in line with long-term strategic goals.

In accordance with Regulation 23(1) & 23(1A) of the SEBI Listing Regulations, prior approval of the shareholders is required by means of an Ordinary Resolution for a) related Party Transactions ("RPT") which in a financial year, exceeds the lower of (i) Rs.1,000 crore or (ii) 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity ; and (b) any subsequent modifications thereto as defined by the Audit Committee of the Company.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/

CIR/P/2021/662 dated November 22, 2021 including material terms and basis of pricing. The proposed transactions have been approved and recommend to the members by the Audit Committee after satisfying itself that the RPTs are in the interest of the Company and are at arm's length and in the ordinary course of business.

**The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.**

The approval of the shareholders pursuant to **Resolution No. 8** is being sought for the following material related party transactions/ contracts/ agreements/arrangements set out points in Table no. A1 in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.

**A1. Details of the proposed RPTs between the Company and Mr. Suraj Prakash Gupta, Promoter & Managing Director, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23(4) of the SEBI(LODR),2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

S. No.	Description	Transactions
<b>Summary of information provided by the Management to the members for approval of the proposed RPT</b>		
1.a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p><b>Name of Related Party</b> - Mr. Suraj Prakash Gupta</p> <p><b>Relationship:</b> Mr. Suraj Prakash Gupta is Promoter and Managing Director of the Company.</p> <p><b>Nature of Relationship:</b> Promoter and Managing Director; financially interested as the proposed transaction involves acquisition of his shares he holds in the material subsidiary (CARYA) of the Company, and he is also drawing remuneration from the Company.</p>
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	<p>a) Acquisition of 22,73,234 equity shares of M/s Carya Chemicals &amp; Fertilizers Private Limited (CARYA), a material subsidiary of the Company, from Mr. Suraj Prakash Gupta for a consideration of upto Rs. 2.87 Crore.</p> <p>The acquisition will be at the rate of Rs 12.60 per share based on Valuation Report dated March 29, 2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, New Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727).</p> <p>b) Payment of monthly remuneration of up to Rs. 15,00,000 (Rupees Fifteen Lakh only) to Mr. Suraj Prakash Gupta, as per the terms approved by the members and within the limits specified under the Companies Act, 2013 and Schedule V thereof.</p>
c.	Tenure of the proposed transaction (particular tenure shall be specified)	<p>a) The acquisition of 22,73,234 equity shares of CARYA is proposed to be completed during the Financial Year 2025-26.</p> <p>b) Remuneration to be paid till the completion of the approved tenure of Mr. Suraj Prakash Gupta as the Managing Director of the Company.</p>

d.	Value of the proposed transaction	<p>a) Rs. 2.87 Crore @ Rs 12.60 per share based on Valuation Report dated March 29,2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727)</p> <p>b) Remuneration of upto Rs. 15,00,000 (Rupees Fifteen Lakh only) per month to Mr. Suraj Prakash Gupta, as Managing Director.</p>
e.	The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The Company's consolidated turnover for the Latest preceding financial year is Rs. 29.70 Crore.</p> <p>- The remuneration component of upto Rs.1.80 Crore represents approximately 6.06% of the consolidated turnover.</p> <p>- The value of share acquisition represents approximately 9.66 % of the consolidated turnover.</p>
2.	<b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary .</b>	
a.	Details of the source of funds in connection with the proposed transaction.	<p>a) The acquisition of shares from Mr. Suraj Prakash Gupta shall be funded through a combination of capital raising instruments, including equity issuances, convertible securities, and/or internal accruals, depending on the Company's capital strategy at the time of execution.</p> <p>b) The remuneration payable to Mr. Suraj Prakash Gupta will be met from the revenue generated from the Company's ongoing business operations.</p>
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	No
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	NA
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet his business requirements.
3.	Justification as to why the RPT is in the interest of the listed entity.	At present the Company is holding 85.75% shareholding of CARYA. The proposed acquisition will allow the Company to further consolidate its shareholding in CARYA.
4.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Acquisition would be @ Rs 12.60 per share based on Valuation Report dated March 29,2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727)
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable
6.	Any other information that may be relevant	All relevant/ important information forms part of this statement setting out material facts of the pursuant to Section 102(1) of the Companies Act,2013.

Mr. Ritesh Gupta, Joint Managing Director of the Company, is the son of Mr. Suraj Prakash Gupta, and his relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions. and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at **Item No. 08** of the Notice.

**Accordingly, based on the recommendation and approval of the Audit Committee, the Board recommended the Ordinary Resolution set forth at Item No. 08 of the Notice for approval by the Members.**

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's website i.e [www.surajindustries.org](http://www.surajindustries.org).

#### ITEM NO.: 09

The Company proposes to enter into certain related party transactions with M/s Sarth Agbev and Energy Private Limited ("Sarth"). These transactions are considered material in nature under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Sarth is classified as a Related Party of the Company under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(z)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since *Mr. Sanjay Kumar Jain, a Non- Executive Chairperson & Nominee Director on the Board of the Company, is a member/ Shareholder of Sarth.*

**Accordingly, the following proposed transactions qualifies as a Related Party Transactions under Regulation 2(1)(zc) of SEBI (LODR) Regulations, 2015.**

#### Nature of Transactions:

1. Acquisition of 41,05,120 equity shares of M/s Carya Chemicals & Fertilizers Private Limited (CARYA), a material subsidiary of the Company, from M/s Sarth Agbev and Energy Private Limited ("Sarth").
2. Availing of loan of Rs. 2.50 Crore (Rupees Two Crore Fifty Lakhs only) from M/s Sarth Agbev and Energy Private Limited.

At present the Company is holding 85.75% shareholding of CARYA. The proposed acquisition will allow the Company to further consolidate its shareholding in CARYA. The

acquisition will be carried out at the rate of Rs 12.60 per share based on Valuation Report dated March 29, 2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727).

Since the value of this transaction, either individually or in aggregate with other related party transactions during the financial year, is expected to exceed the materiality threshold specified under Regulation 23(1) of the SEBI Listing Regulations, i.e., the lower of ₹1,000 crore or 10% of the annual consolidated turnover of the Company, shareholder approval by way of an Ordinary Resolution is required pursuant to Regulation 23(4) of SEBI (LODR), 2015.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including material terms and basis of pricing. The proposed transactions have been approved and recommend to the members by the Audit Committee after satisfying itself that the RPTs are in the interest of the Company and are at arm's length and in the ordinary course of business.

**The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.**

The approval of the shareholders pursuant to **Resolution No. 9** is being sought for the following material related party transactions/ contracts/ agreements/arrangements set out points in Table no. A2 in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.

**A2. Details of the proposed RPTs between the Company and M/s Sarth Agbev and Energy Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23(4) of the SEBI(LODR),2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

S. No.	Description	Transactions
<b>Summary of information provided by the Management to the members for approval of the proposed RPT</b>		
1.a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p><b>Name of Related Party:</b> M/s Sarth Agbev and Energy Private Limited</p> <p><b>Relationship:</b> Related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(z)(b) of SEBI (LODR), 2015, as <b>Mr. Sanjay Kumar Jain</b>, Nominee Director of the Company, is a member/ Shareholder of Sarth.</p> <p><b>Nature of Relationship:</b> Sarth is an <b>entity in which a Director of the Company is a member</b>, and thus qualifies as a <b>related party</b> under applicable provisions.</p>

b.	Type, material terms, monetary value and particulars of the proposed RPTs.	<ol style="list-style-type: none"> <li>1. Acquisition of 41,05,120 equity shares of <i>M/s Carya Chemicals &amp; Fertilizers Private Limited</i> from <i>M/s Sarth Agbev and Energy Private Limited</i>, a related party for a total consideration of Rs.5.17 Crore. The acquisition will be @ Rs 12.60 per share based on Valuation Report dated March 29, 2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727).</li> <li>2. Availing of loan upto Rs. 2.50 Crore including already taken till the date of the notice.</li> </ol>
c.	Tenure of the proposed transaction (particular tenure shall be specified)	<ol style="list-style-type: none"> <li>1. The acquisition of 41,05,120 equity shares of <i>M/s Carya Chemicals &amp; Fertilizers Private Limited</i> from <i>M/s Sarth Agbev and Energy Private Limited</i> is proposed to be completed during the Financial Year 2025-26.</li> <li>2. Unsecured Loan for a period of up to 3 years.</li> </ol>
d.	Value of the proposed transaction	<ol style="list-style-type: none"> <li>1. <b>Acquisition of shares</b> : Rs 5.17 Crores @ Rs 12.60 per share based on Valuation Report dated March 29,2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727).</li> <li>2. <b>Availing of Loan</b> :Not exceeding Rs.2.50 Crore</li> </ol>
e.	The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary , such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The consolidated turnover of the Company for the immediately preceding financial year is Rs.29.70 Crore.</p> <ol style="list-style-type: none"> <li>1. The value of share acquisition represents approximately 17.40 % of the consolidated turnover .</li> <li>2. The value of the availing loan is 8.41 % of Consolidated turnover as per audited financial statements for the financial year ended on March 31, 2025.</li> </ol> <p>Accordingly, prior approval of shareholders is required under Regulation 23(4) of SEBI (LODR), 2015.</p>
2.	<b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary .</b>	
a.	Details of the source of funds in connection with the proposed transaction.	The acquisition of shares shall be funded through a combination of capital raising instruments, including equity issuances, convertible securities, and/or internal accruals, depending on the Company's capital strategy at the time of execution.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	No
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	NA
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet its own business requirements.
3.	Justification as to why the RPT is in the interest of the listed entity.	At present the Company is holding 85.75% shareholding of CARYA. The proposed acquisition will allow the Company to further consolidate its shareholding in CARYA.

4.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Acquisition would be @ Rs 12.60 per share based on Valuation Report dated March 29,2025 issued by M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.:IBBI/RV/05/2019/11727)
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable
6.	Any other information that may be relevant	All relevant/ important information forms part of this statement setting out material facts of the pursuant to Section 102(1) of the Companies Act,2013.

Mr. Sanjay Kumar Jain, Nominee Director of the Company is also a shareholder in SARTH, and his relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions. and/ or their respective relatives is in any way, concerned or interested, financially or otherwise,

#### ITEM NO.: 10

M/s Carya Chemicals & Fertilizers Private Limited ("CARYA") is a material subsidiary of M/s Suraj Industries Ltd. ("SIL"), in which the Company holds 85.75% equity shares as on the date of this notice.

The Company proposes to enter following related party transactions with CARYA.

Sr. No.	Nature of Transaction(s)	Financial Year	Amount
1	Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2025-26	Upto Rs. 60 Crores
2	Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2026-27	Upto Rs. 90 Crores
3	Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA.	2026-27	Upto Rs. 50 Crores

These would be over and above the Material Related party Transactions to the extent of Rs 82 Crores for Financial Year 2025-26 already approved by the members in the Extra Ordinary General Meeting held on April 28, 2025.

CARYA has established a bottling plant for the manufacture of Indian Made Foreign Liquor (IMFL) and Country Liquor in Rajasthan. The plant is located at SP 1-2, RIICO Industrial Area, Guwadi & Majhari, Block Shahbad, District Baran, Rajasthan - 325217. Additionally, CARYA is in the process of setting up a grain-based distillery for the manufacture of Extra Neutral Alcohol (ENA), which is expected to further enhance its production capabilities and broaden its product offerings.

CARYA, being a material subsidiary, qualifies as a "Related Party" under Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015. Since the proposed transaction exceeds 10% of the annual consolidated turnover of the Company based on audited consolidated financial statements for the financial year ended March 31, 2025, it qualifies as a **Material Related Party Transactions** under Regulation 23 of SEBI (LODR), Regulations, 2015.

The proposed purchases will be undertaken in the ordinary

in the Resolution mentioned at **Item No. 09** of the Notice.

**Accordingly, based on the recommendation and approval of the Audit Committee, the Board recommended the Ordinary Resolution set forth at Item No. 09 of the Notice for approval by the Members.**

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's website i.e [www.surajindustries.org](http://www.surajindustries.org).

course of business and at arm's length pricing. The Company considers CARYA a strategically aligned supplier, with the necessary state licenses and infrastructure to supply ENA, Country Liquor and Rajasthan Made Liquor and other related materials in compliance with applicable regulations. The transaction is essential to ensure a consistent, quality-controlled, and cost-effective supply of key products for the Company's operations and distribution network.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including material terms and basis of pricing. The proposed transactions have been approved and recommend to the members by the Audit Committee after satisfying itself that the RPTs are in the interest of the Company and are at arm's length and in the ordinary course of business.

**The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.**

The approval of the shareholders pursuant to **Resolution No. 10** is being sought for the following material related party transactions/ contracts/ agreements/arrangements set out points in Table no. A3 in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.

**A3. Details of the proposed RPTs between the Company and M/s Carya Chemicals & Fertilizers Private Limited. ("CARYA"), including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23(4) of the SEBI(LODR),2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

S. No.	Description	Transactions																
<b>Summary of information provided by the Management to the members for approval of the proposed RPT</b>																		
1.a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p><b>Name of Related Party:</b> M/s Carya Chemicals &amp; Fertilizers Private Limited. ("CARYA")</p> <p><b>Relationship:</b> CARYA is a material subsidiary of the Company. The Company holds 85.75% of the shareholding in CARYA as on the date of this notice.</p> <p><b>Nature of Relationship:</b> CARYA is a material subsidiary of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>																
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction (s)</th> <th>Financial Year</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA</td> <td>2025-26</td> <td>Upto Rs. 60 Crores</td> </tr> <tr> <td>2</td> <td>Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA</td> <td>2026-27</td> <td>Upto Rs. 90 Crores</td> </tr> <tr> <td>3</td> <td>Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA.</td> <td>2026-27</td> <td>Upto Rs. 50 Crores</td> </tr> </tbody> </table> <p>These transactions are over and above the Material Related party Transactions to the extent of Rs 82 Crores already approved by the members in the Extra Ordinary General Meeting held on 28th April 2025.</p>	Sr. No.	Nature of Transaction (s)	Financial Year	Amount	1	Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2025-26	Upto Rs. 60 Crores	2	Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2026-27	Upto Rs. 90 Crores	3	Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA.	2026-27	Upto Rs. 50 Crores
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c.	Tenure of the proposed transaction (particular tenure shall be specified)	The transactions are proposed to be executed in financial year FY 2025-26 and 2026-27.																
d.	Value of the proposed transaction	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction (s)</th> <th>Financial Year</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA</td> <td>2025-26</td> <td>Upto Rs. 60 Crores</td> </tr> <tr> <td>2</td> <td>Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA</td> <td>2026-27</td> <td>Upto Rs. 90 Crores</td> </tr> <tr> <td>3</td> <td>Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA.</td> <td>2026-27</td> <td>Upto Rs. 50 Crores</td> </tr> </tbody> </table> <p>The Company's consolidated turnover for the Latest preceding financial year is <b>Rs. 29.70 Crore</b>.</p> <p>These transactions are over and above the Material Related party Transactions to the extent of Rs 82 Crores already approved by the members in the Extra Ordinary General Meeting held on April 28, 2025.</p>	Sr. No.	Nature of Transaction (s)	Financial Year	Amount	1	Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2025-26	Upto Rs. 60 Crores	2	Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA	2026-27	Upto Rs. 90 Crores	3	Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA.	2026-27	Upto Rs. 50 Crores
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e.	The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary , such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<table border="1"> <thead> <tr> <th data-bbox="732 195 802 485">Sr. No.</th> <th data-bbox="802 195 1049 485">Nature of Transaction (s)</th> <th data-bbox="1049 195 1182 485">Financial Year</th> <th data-bbox="1182 195 1300 485">Amount</th> <th data-bbox="1300 195 1485 485">Percentage of the value of the Proposed Transactions to the annual consolidate turnover of the Company for the F.Y.2025-26.</th> </tr> </thead> <tbody> <tr> <td data-bbox="732 485 802 743">1</td> <td data-bbox="802 485 1049 743">Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA.</td> <td data-bbox="1049 485 1182 743">2025-26</td> <td data-bbox="1182 485 1300 743">Upto Rs. 60 Crores</td> <td data-bbox="1300 485 1485 743">202.02%</td> </tr> <tr> <td data-bbox="732 743 802 947">2</td> <td data-bbox="802 743 1049 947">Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA.</td> <td data-bbox="1049 743 1182 947">2026-27</td> <td data-bbox="1182 743 1300 947">Upto Rs. 90 Crores</td> <td data-bbox="1300 743 1485 947">303.03%</td> </tr> <tr> <td data-bbox="732 947 802 1121">3</td> <td data-bbox="802 947 1049 1121">Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA</td> <td data-bbox="1049 947 1182 1121">2026-27</td> <td data-bbox="1182 947 1300 1121">Upto Rs. 50 Crores</td> <td data-bbox="1300 947 1485 1121">168.35%</td> </tr> </tbody> </table>	Sr. No.	Nature of Transaction (s)	Financial Year	Amount	Percentage of the value of the Proposed Transactions to the annual consolidate turnover of the Company for the F.Y.2025-26.	1	Purchase of Extra Neutral Alcohol (ENA), Country Liquor, Rajasthan made Liquor and other related materials from CARYA.	2025-26	Upto Rs. 60 Crores	202.02%	2	Purchase of ENA, Country Liquor, Rajasthan made Liquor and other related materials from CARYA.	2026-27	Upto Rs. 90 Crores	303.03%	3	Making loan(s), giving guarantee(s), and/or providing investment(s) in CARYA	2026-27	Upto Rs. 50 Crores	168.35%
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2.	<b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary .</b>																					
a.	Details of the source of funds in connection with the proposed transaction.	<p>Investments /unsecured loans to be made/given to CARYA would be through various modes of raising Capital (Equity Issuances or Convertible Instruments, etc), unsecured loans, and internal accruals.</p> <p>This diversified approach allows the company to maintain financial flexibility and ensure that the related party transactions are supported with the necessary funding.</p>																				
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Company may have to borrow funds by way of unsecured loans/Inter corporate deposit.These Borrowings would carry rate of interest not exceeding 12% p.a. and the tenure would be 3-4 years.																				
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<p><b>Loans</b>  <b>Tenure</b> : upto 3-4 years with an option to convert the loan into equity share capital  <b>Interest rate:</b> Charged in compliance with the provisions of Companies Act, 2013. However it will not be more than the rate of interest at which CARYA has been sanctioned Term Loan by UCO Bank which is One Year MCLR plus 1%.  <b>Nature</b> : Unsecured  <b>Investments</b>  In compliance with the provisions of Companies Act , 2013.</p>																				

d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the project cost for setting up Distillery Plant and to meet the working capital requirements.
3.	Justification as to why the RPT is in the interest of the listed entity.	<p>The proposed Related Party Transaction with CARYA is in the best interest of the listed entity due to several strategic and financial considerations that align with the Company's long-term growth plans. CARYA has successfully set up a bottling plant for the manufacture of Indian Made Foreign Liquor (IMFL) and Country Liquor at SP 1-2, RIICO Industrial Area, Guwadi &amp; Majhari, Block Shahbad, District Baran, Rajasthan – 325217.</p> <p>In parallel, CARYA is developing a grain-based distillery for the production of Extra Neutral Alcohol (ENA), a core input in the production of IMFL. The establishment of this distillery will facilitate backward integration, ensuring a reliable and consistent supply of ENA, thereby improving supply chain stability and reducing reliance on external suppliers. This initiative is expected to contribute meaningfully to operational efficiency, cost control, and long-term profitability.</p> <p>The proposed loan, guarantee, or investment will provide the necessary financial support to CARYA for the completion of its existing and upcoming projects. Ensuring that CARYA is adequately funded will allow it to meet its operational and capital requirements in a timely manner, which in turn supports the overall strategic interests of the listed entity. The financial assistance will contribute to maintaining business continuity, supporting growth initiatives, and leveraging synergies across the Group.</p> <p>Further, the proposed purchase of liquor products from CARYA aligns with the Company's operational strategy to source products from within the Group where possible, promoting consistency in supply and cost advantages. CARYA holds the requisite licenses and has built the infrastructure to produce and supply liquor products at competitive prices, which enhances the Company's ability to manage input costs and maintain quality standards.</p> <p>Overall, the transaction is being undertaken at arm's length and in the ordinary course of business. It reflects sound commercial judgment and is expected to yield tangible benefits for the Company and its shareholders by strengthening the subsidiary's capabilities and contributing to the integrated growth of the Group.</p>
4.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable as CARYA has commenced its commercial operations/ productions in the month of April , 2025.
6.	Any other information that may be relevant	All relevant/ important information forms part of this statement setting out material facts of the pursuant to Section 102(1) of the Companies Act,2013.

Mr. Sanjay Kumar Jain and Mrs. Pooja Solanki, who are also Directors on the Board of CARYA and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Mr. Suraj Prakash Gupta, Managing Director of the Company, and Mr. Sanjay Kumar Jain, Non-Executive Director also holds shareholding in the CARYA, and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Mr. Ritesh Gupta, Joint Managing Director of the Company, is also Chief Operating Officer of CARYA, and his relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions. and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at **Item No. 10** of the Notice.

***Accordingly, based on the recommendation and approval of the Audit Committee, the Board recommended the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.***

Necessary documents in this regard are available for inspection by the members in electronic mode under Investor Relations link of Company's website i.e [www.surajindustries.org](http://www.surajindustries.org).

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

**Place : New Delhi  
Dated : July 28, 2025**

**Sd/-  
Snehlata Sharma  
Company Secretary  
Membership No. A62066**

**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

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

FOR ITEM NO 2, 5 & 6

S. No.	Particulars	Mr. Sanjay Kumar Jain	Mr. Sanjeev Mitla	Mrs. Pooja Solanki
1.	DIN No.	01014176	00160478	09039846
2.	Date of Birth	27-10-1966	21-10-1965	23-02-1988
3.	Nationality	Indian	Indian	Indian
4.	Age	59 Years	60 Years	38 Years
5.	Date of First Appointment on the Board	29-03-2022	27-May-2025	23-Jan-2021
6.	Experience in specific functional area	<p>Mr. Sanjay Kumar Jain is a professional aged 58 years. He graduated in Commerce from Shri Ram College of Commerce, University of Delhi and then qualified Chartered Accountant in 1990. He also holds diploma in Business Finance from ICFAI. Mr. Sanjay Kumar Jain has about 34 of years of proven leadership experience in Strategic Advisory, Research, M&amp;A, Fund Raising, Business Development, Corporate Finance and Investor Relations.</p> <p>For last 19 years he is running his own boutique advisory services providing strategic advisory and corporate finance support to various groups. He is closely associated with Alcoholic Beverages industry through relationships with International and Domestic players in Liquor/Beer/Wine for Strategic Advisory, Research, M&amp;A &amp; Fund Raising. He also serves as a Director on the board of various listed and private Companies.</p>	<p>Mr. Sanjeev Mitla is a seasoned Chartered Accountant with over 34 years of entrepreneurial and professional experience across a broad spectrum of financial and strategic domains.</p> <p>Mr. Sanjeev Mitla is the Managing Partner at <b>M/s Sharma Goel &amp; Co. LLP</b> and the Founder Promoter of <b>M/s SGC Services Pvt. Ltd.</b>, one of India's leading providers of payroll and compliance services, including Retiral Trust Management.</p> <p>Throughout his extensive career, Mr. Sanjeev Mitla has advised a diverse portfolio of clients across industrial sectors, including banking, insurance, manufacturing, and social service. His expertise spans both internal and external audit, systems evaluation, business continuity planning, and designing robust internal controls.</p>	<p>Ms. Pooja Solanki is a Fellow Member of the Institute of Company Secretaries of India (ICSI), with a strong professional background and extensive experience in secretarial and legal matters. She has developed deep expertise in corporate governance, regulatory compliance, legal advisory, and board processes across diverse industry sectors.</p> <p>Her comprehensive understanding of corporate laws and governance frameworks enables her to play a key role in promoting transparency, accountability, and regulatory compliance within the organization.</p> <p>As a Non-Executive Independent Director on the Board, Ms. Solanki contributes meaningfully to the Company's governance and oversight functions. Her legal acumen and regulatory insight enhance the Board's capability to address complex compliance requirements and uphold best practices in corporate governance.</p>

			<p>He has also played a pivotal role in advising Fortune 500 multinational corporations and large Indian conglomerates on complex matters related to FDI policy, cross-border taxation, business reorganizations, and regulatory frameworks. His experience includes setting up international joint ventures, navigating tax controversies, and providing transaction advisory across practice areas including M&amp;A, transfer pricing, and GST.</p> <p>A keen strategist and planner, Mr. Sanjeev Mitla is known for his analytical mindset, practical insights, and unwavering commitment to delivering exceptional service that exceeds expectations.</p>	
7.	No. of equity shares held in the Company (as on 31st March, 2025)	117500	NIL	NIL
8.	Qualifications	He graduated in Commerce from Shri Ram College of Commerce, University of Delhi, and qualified as a Chartered Accountant in 1990. He also holds a Diploma in Business Finance from ICFAI.	Chartered Accountant; B.Com (Hons.), Hindu College, Delhi University (1986)	Company Secretary from Institute of Company Secretaries of India.
9.	List of other Directorships (including Listed and Unlisted Public Companies) (as on 31.03.2025)	<ol style="list-style-type: none"> <li>1. JK Defence &amp; Aerospace Limited</li> <li>2. Kati Patang Lifestyle Limited</li> <li>3. Allen Reinforced Plastics Ltd</li> <li>4. Carya Chemicals &amp; Fertilizers Private Limited</li> <li>5. Dwarkadhish Finance and Investment Company Private Limited</li> <li>6. PGA Securities Private Limited</li> <li>7. B.G.K. Infrastructure Developers Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Premier Green Innovations Private Limited</li> <li>2. Ecomoney Insurance Brokers Private Limited</li> <li>3. Sovereign Infracon Private Limited</li> <li>4. SSR Townships Private Limited</li> <li>5. Shri Tirupati Balaji Infracon Private Limited</li> <li>6. Accurate Computer Technologies Private Limited</li> <li>7. Orange Services India Private Limited</li> <li>8. Safe Capital Services Private Limited</li> <li>9. Lokesh Polymers Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Carya Chemicals &amp; Fertilizers Private Limited.</li> <li>2. SBC Exports Limited.</li> </ol>

		<p>8. Taj Capital Partners Private Limited</p> <p>9. Diensten Tech Limited</p> <p>10. J K Consultancy and Services Private Limited</p> <p>11. Express Infra Financial Consultancy Private Limited</p> <p>12. Manphul Trading and Finance Company Private Limited</p> <p>13. Tinna Rubber and Infrastructure Limited</p> <p>14. Shri Gang Industries and Allied Products Limited</p>	<p>10. Petronet Lng Limited</p> <p>11. Indjets India Private Limited</p> <p>12. Spot Deal Traders Private Limited</p> <p>13. Rudra Buildwell Infra Private Limited</p> <p>14. Intellect Projects Private Limited</p> <p>15. SGC Services Private Limited</p> <p>16. Virat Promoters Private Limited</p> <p>17. Tuisto Garments Private Limited</p> <p>18. Intellect Support Services Private Limited</p>	
10.	Membership/ Chairman of Committees of the other Companies (As on 31.03.2025)	05	01	05
11.	Relationships, between Directors inter se	Not related to any Director/ Key Managerial Personnel.	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
12.	Number of Board Meeting attended during the financial year 2024-25.	12	Not Applicable* (Appointed on May 27, 2025)	12
13.	Terms & Conditions of Appointment / Re-appointment	Director (non-executive) liable to retire by rotation.	Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from May 27, 2025.to May 26, 2030.	Independent Director, not liable to retire by rotation, to hold office for a Second term of 5 (five) consecutive years commencing from January 23, 2026 to January 22, 2031.
14.	Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	NA	Deep expertise in taxation, corporate law, supported by top-tier academic and professional qualifications.	Expertise in corporate law supported by top-tier academic and professional qualifications.
15.	Last drawn remuneration details along with remuneration sought to be paid.	He has not drawn any salary from the Company and no remuneration is sought to be paid	He has not drawn any remuneration from the Company and Sitting fees for attending meetings of the Board or committees thereof as may be decided by the Board .	She has not drawn any remuneration from the Company and Sitting fees for attending meetings of the Board or committees thereof as may be decided by the Board

16.	Listed entities from which the person has resigned in the past three years.	None	None	01
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*\*Mr. Sanjeev Mitla (DIN: 00160478) was appointed as an Additional Independent Director of the Company with effect from May 27, 2025. Accordingly, he was not a member of the Board during the financial year 2024-25 and hence was not entitled to attend any Board Meetings held during the said financial year.*

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

**Place : New Delhi  
Dated : July 28, 2025**

**Sd/-  
Snehlata Sharma  
Company Secretary  
Membership No. A62066**

**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