

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of the members of **M/s Suraj Industries Ltd** will be held on **Tuesday, September 26, 2023 at 03:30 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”). The venue of the meeting shall be deemed to be the Registered Office of the Company i.e., Plot No.2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212 to transact the following business:

ORDINARY BUSINESS

- 1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS’ THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SYED AZIZUR RAHMAN (DIN: 00242790), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR THE RE-APPOINTMENT.**

SPECIAL BUSINESS

- 3. TO CONSIDER AND APPROVE THE INCREASE IN MATERIAL RELATED PARTY TRANSACTION(S) LIMITS WITH CARYA CHEMICALS & FERTILIZERS PRIVATE LIMITED (CARYA), A SUBSIDIARY COMPANY OF THE COMPANY.**

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

“**RESOLVED THAT** in continuation of the resolution passed by the members at the Extra-Ordinary general meeting held on March 11,2023 and pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time 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 recommendation and approval of the Audit Committee/ Board of Directors, the consent of the Members of the Company be and is hereby accorded for increasing the limits of the amount of related party transactions for entering into the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise including renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Carya Chemicals & Fertilizers Private Limited (CARYA), a subsidiary of the Company and a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

may be mutually agreed between the Company and CARYA, for an aggregate value not exceeding Rs 25`crore during the financial year 2023-24 and 2024-25, over and above the transactions already executed with CARYA as on March 31,2023 , provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby 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.

4. RE-APPOINTMENT OF MR. ASHU MALIK (DIN: 07998930) AS WHOLE TIME 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with 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), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Articles of Association, Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, subject to all other necessary approval(s) as may be required, the consent of the members of Company be and is hereby accorded for the re-appointment of Mr. Ashu Malik (DIN: 07998930) as Whole Time Director of the Company designated as Key Managerial Personnel for a further period of 1 (One) year commenced from June 27, 2023 till June 26,2024, upon the terms and conditions as referred in explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with the rules made thereunder and Schedule V to the Act and other applicable provisions, if any, and subject to such approvals as may be required, and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for payment of remuneration as may be approved by the Board of Directors subject to a maximum of Rs.1.25 Lakhs per month.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

other terms of his appointment, from time to time, as deemed expedient or necessary within the overall limit of Rs 1.25 lakhs per month.”

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Act or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration, as provided above be paid as minimum remuneration to Mr. Ashu Malik, the Whole-time Director of the Company even if it exceeds the various stipulated limits of the various provisions of the Act or the rules related thereto during the tenure of his office

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

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

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

**Place : New Delhi
Dated : 28.08.2023**

**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

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

NOTES

- a. With Reference to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 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 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 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, September 26, 2023 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 line with the various MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories (“DP”)/ Registrar & Share Transfer Agent of the Company (“RTA”). Members may note that the Notice of AGM will also be available on the Company's website www.surajindustries.org, website of BSE Limited (www.bseindia.com) and website of e-voting agency i.e. Central Depository Services Limited (www.evotingindia.com).
- c. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company www.surajindustries.org. The Notice can also be accessed from the websites of the Stock Exchanges i.e. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com.
- d. The 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.
- e. E-voting shall commence on **Saturday, September 23, 2023 at 10:00 A.M. (IST) and end on Monday, September 25, 2023 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 **September 19, 2023**. Votes once casted can't be change subsequently.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

- f. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the 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 physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip & Route Map to the venue of AGM are not being annexed to this Notice.
- g. 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 Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.
- h. 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.
- i. SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nominations viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company at www.surajindustries.org. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company had already send individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are further requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Beetal Financial and Computer Services (Pvt) Limited, for immediate action.

In case of any query/assistance, members are requested to contact our R&TA at beetalrta@gmail.com.

SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

- j. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- 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 the 31st Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. www.surajindustries.org.
- n. The Company has a registered e-mail address secretarial@surajindustries.org for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website www.surajindustries.org has a dedicated section on Investors.
- o. 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.
- p. If the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query along with their names, folio no., mobile number and email Id to the Company at secretarial@surajindustries.org on or before **September 19,2023** to enable the Company to keep the information ready at the Meeting.
- q. 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").
- r. Mr. Vijay Jain, a Practicing Company Secretary (ACS No. 50242, C.P. No.: 18230) Proprietor, Vijay Jain & Co., 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

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

appointed and he himself or his/her authorized representative will be available at the AGM for the same purpose.

- s. 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 favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- t. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the AGM scheduled to be held on **26th September, 2023**.
- u. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.surajindustries.org and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
- v. 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.
- w. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice.
- x. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record, which will help the Company and Beetal Financial and Computer Services Private Limited (Registrar and Transfer Agent) of the Company, to provide efficient and better services.
- y. Members desirous of getting any information about the accounts, operations or if the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query along with their names, folio no., mobile number and email id to the Company at secretarial@surajindustries.org on or before **September 19,2023** to enable the Company to keep the information ready at the Meeting.
- z. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **September 19, 2023** may cast their vote by remote e-Voting. The remote e-Voting period commences on, **Saturday September 23, 2023 at 10:00 a.m. (IST) and ends on**

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

Monday, September 25, 2023 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **September 19, 2023**.

- aa. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by CDSL (Central Depository Services Limited).
- bb. The Results declared along with details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.surajindustries.org and on the website of CDSL at www.evotingindia.com , immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- cc. The Company has been allotted ISIN (INE170U01011) by CDSL and NSDL (for dematerialization of the company’s shares). We hereby request all the members to get their shares dematerialized.

INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM

INSTRUCTIONS FOR REMOTE E-VOTING & 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
----------------------	--------------

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

Individual shareholders holding securities in Demat mode with CDSL

- 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 <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select **New System Myeasi**.
- 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 & 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.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 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 www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with NSDL

- 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: <https://eservices.nsd.com> 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 & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

“**Register Online** for IDeAS “Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.

- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> 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 & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

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 & voting during the meeting.

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
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

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 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 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- 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

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

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 230902046.**
- 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.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required scrutiny to log on to www.evotingindia.com and register themselves in the “**Corporates**” module.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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, 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 under help section or write an email to 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 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., **230902046** 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

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

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 **19.09.2023** mentioning their name, demat account number/folio number, email id, mobile number at 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 **19.09.2023** mentioning their name, demat account number/folio number, email id, mobile number at 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. September 19, 2023**. 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 or RTA at 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 or RTA at beetalrta@gmail.com marking CC to Company.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

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
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 022-23058738	helpdesk.evoting@cdslindia.com

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Ordinary Resolution and Special Resolution mentioned in the accompanying Notice:

ITEM NO.:3

Suraj Industries Ltd (SIL) is the holding company of Carya Chemicals & Fertilizers Private Limited (CARYA) and a related party pursuant to section 2(76) of the Companies Act, 2013.

The members of the Company at the Extra-Ordinary General meeting held on March 11,2023 , had approved the proposal of entering into related party transactions with CARYA upto an amount of Rs.38.16 Crores for F.Y 2022-23 and 2023-24.

Against the approved limits, SIL has done following transactions with CARYA as at the financial year ended on March 31,2023 –

S.No.	Particulars	Amount (in Crores)
a)	Investment	26.38
b)	Unsecured Loan	0.76
c)	Interest receivable	0.05
TOTAL		27.19

CARYA has got licence for setting up a 125 KL per day grain based Distillery for manufacture of Extra Neutral Alcohol, 125 KL per day grain based distillery for manufacturing of “Ethanol” and setting up “Bottling Plant” with a capacity of 100 lakh cases per annum for manufacture of Indian Made Foreign Liquor and Country Liquor at RIICO Industrial Area, Guwadi & Majhari, Block Shahbad, Dist. Baran, Rajasthan. (hereinafter referred to as “Project”).

CARYA has been allotted 90 acres land by RIICO to set up the project to set up the project and has also received Environmental Clearance for the project.

In order to meet the fund requirement for implementing the Project , Carya has approached , the holding company to induct funds in CARYA in shape of equity share capital and /or unsecured Loans.

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 audit committee and the Board of directors of the Company at their respective meetings held on August 28,2023 approved the proposal for further induction of funds by SIL in CARYA upto a sum of Rs. 25 Crores (in addition to the funds already approved by the Members on March 11, 2023) in shape of equity share capital and /or unsecured loan

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

to meet the funds requirement of Carya to implement the project. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds `1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1) (zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

Except Mr. Sanjay Jain and Mr. Syed Azizur Rahman ,common directors in both companies, none of the Directors or KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Accordingly, based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members by way of Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

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.

Details of the proposed RPTs between the Company and Carya Chemicals & Fertilizers Private Limited (CARYA), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and CARYA
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT		
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).	Carya Chemicals & Fertilizers Private Limited (CARYA) is a material subsidiary of the Company with a holding of 50.73% in its equity share capital.
b.	Type, material terms,	Further fund infusion in CARYA by way of investment

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

	monetary value and particulars of the proposed RPTs.	and unsecured loans to the extent of Rs 25 Crores over and above the investment and unsecured loans aggregating to Rs. 27.19 Crores already made as on March 31,2023. The total monetary value of the transaction including the transaction already made would be 52.19 Crores.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	77.45 % (for existing as well as proposed investment and unsecured loan to be made/given in FY 2023-24 and FY 2024-25)
2.	Justification for the proposed RPTs	As detailed in the explanatory statement
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	It would be out of the proceeds of the proposed rights issue of shares, conversion of share warrants already issued and internal accruals. In the interim period till the time the proceeds from the rights issue are not received, the transaction would be funded through unsecured loans/inter-corporate deposits. Thereafter, these unsecured loans/inter-corporate deposits would be repaid out of the proceeds of the rights issue.
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.	The unsecured loans/Inter corporate deposit would carry rate of interest not exceeding 12% p.a. and the tenure would be maximum 24 months.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	The loan to the subsidiary company would be unsecured and the rate of interest and tenure would in consonance with the provisions of the Act and at arm's length.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For setting up a 125 KL per day grain-based Distillery for manufacture of Extra Neutral Alcohol, 125 KL per day grain based distillery for manufacturing of “Ethanol” and setting up “Bottling Plant” with a capacity of 100 lakh cases per annum for manufacture of Indian Made Foreign Liquor and Country Liquor
----	---	--

ITEM NO.: 4

Mr. Ashu Malik (DIN: 07998930) was re-appointed as Whole-time Director of the Company by the Board of Directors for a period of 1 (one) year i.e. from June 27, 2022 to June 26, 2023. and his term as a Whole-time Director was set to expire on June 26,2023.

Based on the recommendation of the Nomination and Remuneration Committee of the Company, and considering that re-appointment of Mr. Ashu Malik (DIN: 07998930) is appropriate and in the best interest of the Company, the Board of Directors of the Company at its meeting held on the May 30, 2023, has approved re-appointment of Mr. Ashu Malik (DIN: 07998930) as Whole-time Director of the Company for a further period of 1 (one) year commencing from June 27, 2023 till June 26, 2024 on such terms and conditions including remuneration upto a sum of Rs. 1.25 lakh per month ,with the liberty to the board or Nomination and remuneration committee thereof in its absolute discretion to decide the basic salary and annual increments within the above prescribed amount.

As per section 196 ,197 read with Schedule V of the Act , the terms and conditions of appointment and remuneration of Whole-time Director shall be, subject to the approval of the shareholders. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, 2015, approval of shareholders for the appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Additional information in respect of Mr. Ashu Malik (DIN: 07998930), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

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 business of bottling operations of the Rajasthan Made Liquor and Country Liquor. The Company is also in the business of trading of edible oils like Palm oil, Soyabean Oil Etc.
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on July 09, 1992 and commenced its business on July 24, 1992

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in operation)		
(4)	Foreign investments or collaborators, if any	Nil		
(5)	Financial performance of the Company for the last 3 years is given below:			
Particulars	Financial Year Ended			
	31 st March 2021	31 st March 2022	31 st March 2023	
(Amount in Rs. Lakh)				
Revenue	699.11	4126.41	6737.89	
Other Income	5.22	2.09	84.56	
Total Income	704.33	4128.50	6822.45	
Total Expenditure	698.01	3716.04	6130.07	
Profit/ (Loss) before Tax	6.32	412.46	692.38	
Profit/Loss after tax and adjustments	37.11	304.76	479.40	

II. INFORMATION ABOUT THE APPOINTEE

MR. ASHU MALIK AS WHOLE TIME DIRECTOR

(1)	Background Details	He is B. SC from Alcohol Tech by qualification
(2)	Past Remuneration	Rs.90,000 Per month.
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has more than 19 years of experience in edible oil and alcoholic beverages sector which is suitable for this job profile.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

(5) Remuneration Proposed	As stated in the resolution.
(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 remuneration payable is comparable to the remuneration paid to a person holding similar position in other companies of similar size as that of the Company. With an increasing size of business, it is also imperative for the Company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behaviour, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NIL, apart from receiving the remuneration proposed, he does not have any other material pecuniary relationship directly or indirectly with the Company.

III. OTHER INFORMATION

(1) Reason for loss or inadequate profits	The Company has diversified into bottling operations of Rajasthan Made Liquor and Country Liquor during the FY 2021-2022 and started generating revenues. It is in the initial stage of earning after diversification, therefore the Company is not having sufficient profits.
(2) Steps taken or proposed to be taken for improvement	The company has diversified into bottling operations of Rajasthan Made Liquor and Country Liquor. Mr. Ashu Malik who has more than 19 years experience in the Liquor business has been appointed as a Whole Time Director to manage the liquor operations.
(3) Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario of the economy to predict profit in the measurable terms.

Accordingly, Item No. 4 are recommended for your approval as Special Resolution.

Except Mr. Ashu Malik being an appointee, none of the Directors, key managerial persons or their relatives in any way are concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020
CIN: L26943HP1992PLC016791
Email id- secretarial@surajindustries.org; **Website-** www.surajindustries.org
Telephone No: 01970-256414

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

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

**Place : New Delhi
Dated : 28.08.2023**

**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

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

“Annexure A”

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 & 4

S. No.	Particulars		
	Name of Director	Mr. Syed Azizur Rahman	Mr. Ashu Malik
1.	DIN No.	00242790	07998930
2.	Date of Birth	15-10-1962	16-01-1978
3.	Nationality	Indian	Indian
4.	Age	61 Years	45 Years
5.	Date of First Appointment on the Board	30-10-2015	27/06/2021
6.	Experience in specific functional area	He holds more than 32 years of experience in manufacturing inclusive of 19 years as Unit Head/ Business Head.	He is having 19 years of experience in Liquor Business.
7.	No. of equity shares held in the Company (as on 31st March, 2023)	100	NIL
8.	Qualifications	Mechanical engineer	B. Sc. from Alcohol Tech
9.	List of other Directorships (as on 31.03.2023)	<ul style="list-style-type: none">• Shri Gang Industries and Allied Products Limited.• Gold Coin Marketing Private Limited• Carya Chemicals & Fertilizers Private Limited.	NIL
10.	Membership/Chairman of Committees of the other Companies (As on 31.03.2023)	1. Shri Gang Industries and Allied Products Limited a) Audit Committee- Member b) Nomination & Remuneration Committee- Member	Nil

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212
Corporate office: F-32/3, Second Floor, Okhla Industrial Area, Phase-2, New Delhi-110020

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

		c) Stakeholders Relationship Committee – Member 2. Carya Chemicals and Fertilizers Private Limited. (Unlisted public Co.) a. Audit Committee- Member	
11.	Relationships, between Directors inter se	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
12.	Number of Board Meeting attended during the year	08	08
13.	Terms & Conditions of Appointment / Re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company
14.	Last drawn remuneration details along with remuneration sought to be paid.	No remuneration is sought to be paid.	He has drawn Rs. 90000/- per month which may extend subject to the maximum of Rs. 1,25,000 by the sole discretion of the Board of Directors and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.
15.	Listed entities from which the person has resigned in the past three years.	Nil	Nil

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

Place : New Delhi

Dated : 28.08.2023

**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