

SURAJ INDUSTRIES LTD

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

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Suraj Industries Limited will be held on Thursday, March 04, 2021 at 2:30 P.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered Office of the Company at Plot No 2, Phase - III, Sansarpur Terrace, Kangra, Himachal Pradesh, PIN – 173212, India, which shall be the deemed venue of the EGM.:

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

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

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

Clause: V. The authorized share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each.

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

Item 2:

ISSUANCE OF 13,64,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the

Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"**Stock Exchange(s)**"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, *up to 13,64,000 Equity Shares of face value of Rs.10/- each fully paid up, for cash, to be issued at a price of Rs. 10/- per Equity Share*, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. **1,36,40,000/-** (Rupees One Crore Thirty-Six Lakh Forty Thousand only), on such further terms and conditions as may be finalized by the Board of Directors, to Mr. Suraj Prakash Gupta, person belonging to Promoter Category ("**Proposed Allottee**")."

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be February 02, 2021, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Thursday, March 04, 2021."

"RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on

account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(e) Allotment of Equity Shares shall only be made in dematerialized form.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

ITEM NO. 3:

ISSUANCE OF 19,89,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {“**Stock Exchange(s)**”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the

Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 19,89,000 Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 10/- per warrant**, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, for cash for an aggregate amount of up to Rs. 1,98,90,000/- (Rupees One Crore Ninety-Eight Lakh Ninety Thousand only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to Mr. Suraj Prakash Gupta, person belonging to Promoter Category (“**Proposed Allottee**”).”

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be February 02, 2021, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Thursday, March 04, 2021.”

“**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “**Warrant Exercise Period**”).
- (b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- (c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity , Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

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

**Date: 04.02.2021
Place: New Delhi**

**Sd/-
Suraj Prakash Gupta
Managing Director
DIN: 00243846**

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 Are, Delhi- 110020
Phn: 011-42524455

NOTES:

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b) In line with the various MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories ("DP"). Members may note that the Notice of EGM will also be available on the Company's website www.surajindustries.org, website of BSE Limited (www.bseindia.com) and website of Central Depository Services Ltd (evoting.cdslindia.com).
- c) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the 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 EGM is being held pursuant to the aforesaid Circulars of MCA through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- d) The attendance of the Members attending the EGM 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 Extra-Ordinary General Meeting through VC/OAVM only.
- e) 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 EGM 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.
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached and forms part of this notice.
- g) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and Beetal Financial and Computer Services Private Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or Beetal Financial and Computer Services Private Limited.
- h) Members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Members can contact the

Company or its RTA i.e. Beetal Financial and Computer Services Private Limited for further assistance.

- i) 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.
- j) 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 titled to vote at the EGM.
- k) Electronic copy of all documents referred to the accompanying Notice of EGM will be available for inspection by members in electronic mode at the Company's website i.e. www.surajindustries.org.
- l) 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.
- m) The Securities and Exchange Board of India (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.
- n) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- o) If the members have any query in relation to the matters to be considered in the EGM through VC/OAVM are requested to serve the company a list of query alongwith their names, folio no., mobile number and email id to the Company at secretarial@surajindustries.org on or before 25.02.2021 to enable the Company to keep the information ready at the Meeting.
- p) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Thursday, 25th day of February 2021 may cast their vote by remote e-Voting. The remote e-Voting period commences on, Monday 1st March 2021 at 10.00 A.M. (IST) and ends on Wednesday, 3rd March, 2021 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 EGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, 25th day of February 2021.
- q) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of

SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020 and 13th April, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by CDSL (Central Depository Services Limited).

- r) Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Proprietor, Deepak Kukreja & Associates , Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the e-Voting process in a fair and transparent manner and he has communicated his willingness to be appointed.
- s) The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, 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) 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.
- u) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on 04.03.2021.
- v) The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- w) 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 & PARTICIPATING IN THE EXTRA-ORDINARY GENERAL MEETING (EGM) THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS

PART A: INSTRUCTIONS FOR REMOTE ELECTRONIC VOTING (E-VOTING) PRIOR TO THE EGM

- i. For remote e-voting, we are using the platform provided by Central Depository Services (India) Ltd (“CDSL”). The remote e-voting period begins at 10:00 hours on 01-03-2021 and ends at 17:00 hours on 03-03-2021. During this period Shareholders of the Company (hereinafter referred to as “You” or “Your”), holding shares either in physical form or in

dematerialized form, as on the cut-off date (record date) of 25-02-2021 may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Once you have voted electronically, you would not be able to change the same.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv. Click on “Shareholders” tab.
- v. Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the same, click the “Forgot Password” link on that website to set up a new password.
- viii. If you are a **first time user** of CDSL e-voting services follow the steps given below:

For members holding shares in Demat Form and Physical Forms

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> <p>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>- In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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> <p>-If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) above.</p>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

xii. **Click on the EVSN of Suraj Industries Ltd which is 210208003.**

xiii. 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.

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

xv. 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.

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

xvii. You can also take the print of the voting cast by clicking on “**Click here to print**” option on the voting page.

xviii. If Demat account holders have forgotten the changed login password then enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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

xx. Note for –Non Individual Shareholders and Custodians:

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned certified true copy of the Board Resolution /Power of Attorney (POA)/Authority letter etc. which they have issued in favor of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to email at csscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com to verify the same.

xxi. In case you have any queries or issues regarding remote e-voting, 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 Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

xxii. Your voting rights shall be in proportion to your shares in the paid up equity share capital of the Company as on the cut-off date mentioned above.

xxiii. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Proprietor, Deepak Kukreja & Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the e-Voting process.

xxiv. The Scrutinizer shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.

xxv. The results declared along with the Scrutinizer’s Report shall be uploaded on the Company’s website www.surajindustries.org. The Results shall also be simultaneously forwarded to the stock exchange.

PART B: INSTRUCTIONS FOR MEMBERS TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

1. In order to enable you to be electronically present at the EGM, you will need to log into the e-voting website of CDSL i.e. “<https://www.evotingindia.com>” under “Shareholders/Members” tab using your remote e-voting credentials. This may be done using a computer or a mobile device (desktop computer, laptop, i-pad, etc.) with a stable internet connection. You will be required to allow camera in your device. In order to enable you to register your electronic presence at the EGM, the link for VC/OAVM will be available alongside the EVSN of the Company. The facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available to Members on first come first served basis.
2. If you are connecting your device through a mobile hotspot, you may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use wifi or LAN with a good and stable internet speed to mitigate any kind of aforesaid glitches.
3. 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 25.02.2021 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 EGM but have queries may send their queries in advance on or before 25.02.2021 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. In case you have any queries or issues regarding VC/OAVM, you may refer to 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 them at their helpline number 1800225533.

PART C: THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

The procedure for e-voting on the day of the EGM is same as contained in Part A of these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in para (i) of Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the EGM.
2. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered

invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

3. Shareholders who have already voted through remote e-Voting during the period mentioned in para (i) of Part A of these instructions, will be eligible to attend the EGM through VC/OAVM. However, they will not be eligible to vote again at the EGM.

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

**Date: 04.02.2021
Place: New Delhi**

**Sd/-
Suraj Prakash Gupta
Managing Director
DIN: 00243846**

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 Are, Delhi- 110020
Phn: 011-42524455

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT 2013

The following Statement sets out all material facts relating to the Resolutions mentioned in the accompanying Notice:

Item No.: 1

To augment the long-term resources for meeting funding requirements for various business purposes including enhanced working capital requirements, future expansion plans and growth objectives, sufficient provision is required in authorized share capital of the Company.

In view of the above, as well as Item No. 2 & 3 of this Notice regarding issue and allotment of equity shares, it is proposed to increase authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each, by creation of additional 50,00,000 (Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each. Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

Item 2 & 3

The Special Resolutions contained in Item No. 2 & 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up to 13,64,000 Equity shares of face value of Rs. 10/- each and up to 19,89,000 Fully Convertible Warrants at an issue price of Rs. 10/- per share warrant to the persons belonging to Promoter Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013 to raise an aggregate amount of Rs. 3,35,30,000/-. The said proposal has been considered and approved by the Board in their meeting held on February 04, 2021.

Further, the said private placement of Equity shares and Warrants will be made through common letter of offer in the form PAS 4.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential issue of up to 13,64,000 Equity Shares of face value of Rs. 10/- each and 19,89,000 Fully Convertible Warrants, convertible into equivalent number of Equity Shares, to the Proposed Allottees for an aggregate amount of up to Rs. 3,35,30,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Except aforementioned, Mr. Suraj Prakash Gupta who has shown his intention to subscribe to 13,64,000 Equity Shares and 19,89,000 Warrants, none of the persons are deemed to be concerned or interested in the above resolution, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No. of Shares	%age		No. of Shares	%age		No. of Shares	%age
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	2860050	39.25	13,64,000	42,24,050	48.83	19,89,000	62,13,050	58.40
(b) Bodies Corporate	84378	1.16		84378	0.98		84378	0.79
Sub Total (A)(1)	2944428	40.41		43,08,428	49.81		62,97,428	59.19
(2) Foreign promoters	0	0		0	0.00		0	0.00
Total Promoter shareholding A=A1	2944428	40.41		43,08,428	49.81		62,97,428	59.19

+A2								
(B) Public Shareholding								
B1) Institutional Investors	100	0		100	0.00		100	0.00
B2) Central Govt./Stat Govt./POI	0	0		0	0.00		0	0.00
B3) Non-Institutional Investors	0	0		0	0.00		0	0.00
Individuals	3334872	45.77		3334872	38.55		3334872	31.35
Body Corporate	993700	13.63		993700	11.49		993700	9.34
Others (Including NRI)	12900	0.19		12900	0.15		12900	0.12
Total Public Shareholding B=B1+B2+B3	4341572	59.59		4341572	50.19		4341572	40.81
C) Non Promoter - Non Public	0	0		0	0.00		0	0.00
Grand Total (A+B+C)	72,86,000	100		86,50,000	100.00		1,06,39,000	100.00

#Post shareholding structure may change depending upon any other corporate action in between.

#The Warrants to be converted over a period of 18 months from the date of allotment.

V. **Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 2 & 3.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. **The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:**

Identity of the Proposed Warrant Allottee(s) and Equity Allottee(s) and the percentage of post preferential issue capital that may be held by them:

Name	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%		No. of Shares	%	
Mr. Suraj Prakash Gupta	2675030	36.71	1364000	4039030	46.69	1989000	6028030	56.66	NA

#Post shareholding structure may change depending upon any other corporate action in between.

#The Warrants to be converted over a period of 18 months from the date of allotment.

VII. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Period:

- i. The Warrants and Equity Shares to be allotted and Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Tuesday, February 02, 2021. Since, the Equity Shares of the Company are listed on BSE Limited ('BSE') are in-frequently traded and accordingly, the issue price has been determined in accordance with report by Corporate Professionals Valuation Services Pvt. Ltd, as prescribed under Regulation 165 of SEBI ICDR Regulations.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR

Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

XI. Auditor's Certificate:

The certificate from M/s Satendra Rawat & Company, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the date of the EGM, at www.surajindustries.org.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr. Suraj Prakash Gupta and his relatives none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors recommends the resolutions as set out in item no. 2 & 3 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category by way of Special Resolution.

Electronic copy of all documents referred above will be available for inspection by members in electronic mode at the Company's website of the Company till the last date of e-voting.

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

**Date: 04.02.2021
Place: New Delhi**

**Sd/-
Suraj Prakash Gupta
Managing Director
DIN: 00243846**

Registered Office:
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Distt. Kangra, Himachal Pradesh-173212
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