

# 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 TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Suraj Industries Ltd. (“the Company”) will be held on Saturday, March 11, 2023 at 03:30 P.M. (IST) through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility, to transact the businesses as mentioned below.

### ITEM NO. 1

#### **TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND 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** 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 of the Audit Committee/ Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to 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 may be mutually agreed between the Company and Carya Chemicals & Fertilizers Private Limited (CARYA), for an aggregate value not exceeding Rs 17.50`crore during the financial year 2022-23 and 2023-24, over and above the transactions already executed with CARYA as on the date on which it became a subsidiary of the Company, 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.

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## ITEM NO. 2

### RE-APPOINTMENT OF MR. SURAJ PRAKASH GUPTA (DIN: 00243846) AS MANAGING 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, 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. Suraj Prakash Gupta (DIN: 00243846) as Managing Director of the Company for a further period of five years commenced from February 06 , 2023 till February 05,2028, 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 not exceeding Rs. 15 lakh per month to Mr. Suraj Prakash Gupta as the Managing Director of the Company, for a period of three years with effect from February 06, 2023.

**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. Suraj Prakash Gupta, the Managing 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** 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 Managing Director.”

**Date: 10.02.2023**  
**Place: New Delhi**

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

**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, Delhi- 110020  
Phn: 011-42524455

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## 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”) 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 EGM 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 EGM through VC/OAVM. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars, the EGM of the Company is being held through VC/OAVM on Saturday, 11<sup>th</sup> March, 2023 at 03.30 p.m. (IST). The proceedings of the 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 – 173212. The deemed venue for the EGM shall be the Registered Office of the Company.
- b. In line with the various MCA 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”)/ Registrar & Share Transfer Agent of the Company (“R&TA”) as on February 10,2023. Members may note that the Notice of EGM will also be available on the Company's website [www.surajindustries.org](http://www.surajindustries.org), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of e-voting agency i.e. Central Depository Services Limited ([evoting.cdslindia.com](http://evoting.cdslindia.com)).
- c. E-voting shall commence on Tuesday, March 07, 2023 at 10.00 A.M. (IST) and end on Friday, March 10, 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 EGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 04.03.2023. Votes once casted can't be change subsequently.
- d. Pursuant to the provisions of the Act, 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 EGM will be held through VC / OAVM, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map to the venue of EGM are not being annexed to this Notice.
- e. 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 Act. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OACM only.
- f. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 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](mailto:secretarial@surajindustries.org).
- g. Explanatory Statement pursuant to Section 102 of the Act relating to items of Special Business is attached and forms part of this notice.
- h. 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](http://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 before April 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 has sent 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 requested to furnish details in the prescribed

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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](mailto:beetalrta@gmail.com).

- i. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised 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.
- j. 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.
- k. 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 EGM.
- l. Electronic copy of all documents referred to the accompanying Notice of Extra Ordinary General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.surajindustries.org](http://www.surajindustries.org).
- m. The Company has a registered e-mail address [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website [www.surajindustries.org](http://www.surajindustries.org) has a dedicated section on Investors.
- n. 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.
- 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 along with their names, folio no., mobile number and email Id to the Company at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) on or before 04.03.2023 to enable the Company to keep the information ready at the Meeting.
- p. 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 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 Central Depository Services Limited ("CDSL").
- q. 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 appointed and he himself or his/her authorized representative will be available at the EGM for the same purpose.
- r. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, unblock the votes cast through remote e-voting and make, not later than two (2) working days 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.
- s. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.surajindustries.org](http://www.surajindustries.org) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.

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- t. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the EGM scheduled to be held on 11<sup>th</sup> March, 2023.
- u. 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 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 EGM without restriction on account of first come first served basis.

## **Instructions for remote e-voting & participating in the Extra Ordinary General Meeting (EGM) through VC/OAVM**

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

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

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

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

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

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

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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 022- 23058738 and 022-23058542/43.
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.

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

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now enter your User ID;
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> 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. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

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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 230217008**.
- 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](http://www.evotingindia.com) and register themselves in the “**Corporates**” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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](mailto: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 Scrutinizer to email at [csscrutinizer@gmail.com](mailto:csscrutinizer@gmail.com) and to the Company at the email address viz; [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



# SURAJ INDUSTRIES LTD

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**CIN:** L26943HP1992PLC016791  
**Email id-** [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org); **Website-** [www.surajindustries.org](http://www.surajindustries.org)  
**Telephone No:** 01970-256414

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

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

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

- i. The procedure for attending meeting & e-voting on the day of the EGM 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., **230217008** 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 EGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 04.03.2023 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance on or before 04.03.2023 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). These queries will be replied to by the company suitably by email
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the EGM 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 EGM.
- x. 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 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. March 04, 2023. Members may cast their votes separately for each business to be transacted in the EGM and may also elect not to vote on any of the resolution(s).

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company** at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
  - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) or alternatively please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company** at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
- Members who need assistance before or during the EGM 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

**Date:** 10.02.2023  
**Place:** New Delhi

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

**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, Delhi- 110020  
Phn: 011-42524455

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## 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.: 1**

Suraj Industries Ltd (SIL) had made an investment of Rs 19.80 Crores in Carya Chemicals & Fertilizers Private Limited (CARYA) .by way of subscription of 1,98,00,000 equity shares of Rs 10 each at par on 15/06/2022 by virtue of which CARYA became a subsidiary of SIL.

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”).

It has been allotted 90 acres land by RIICO to set up the project.

The main line of business of SIL is manufacturing of alcoholic liquors and investment in Carya was in line with the business objectives of the Company.

SIL had following transactions with CARYA as on the date on which CARYA became its subsidiary-

- |                   |   |                 |
|-------------------|---|-----------------|
| a) Investment     | - | Rs 19.80 Crores |
| b) Unsecured Loan | - | Rs 0.86 Crores  |

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.

SIL is required to make further infusion of funds in CARYA by way of investment as well as unsecured loans to meet the fund requirements in CARYA for setting the Project. Accordingly, it is proposed to make further fund infusion in CARYA by way of investment and unsecured loans to the extent of Rs 17.50 Crores in one or more tranches during FY 2022-23 and FY 2023-24.

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, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPT(s). 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.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

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Accordingly, based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 1 of the Notice for approval by the Members.

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. 1 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**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 subsidiary of the Company. with a holding of 62.06% in its equity share capital.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Further fund infusion in CARYA by way of investment and unsecured loans to the extent of Rs 17.50 Crores in one or more tranches during FY 2022-23 and FY 2023-24.  The total monetary value of the transaction including the transaction already made would be Rs 38.16 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.	92.49% (for existing as well as proposed investment and unsecured loan to be made/given in FY 2022-23 and FY 2023-24)
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. 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	The unsecured loans/Inter corporate deposit would carry rate of interest not exceeding 12% p.a. and the tenure would be maximum 6 months

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	and - Tenure.	
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 at arm's length and the rate of interest and tenure would in consonance with the provisions of the Act.
	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. 2

Mr. Suraj Prakash Gupta was appointed as Managing Director of the Company by the Board of Directors for a period of three years i.e. from February 06, 2020 to February 05, 2023, which was approved by the shareholders on September 29, 2020. Accordingly, his term as a Managing Director was set to expire on February 05, 2023.

Based on the recommendation of the Nomination and Remuneration Committee of the Company, and considering that re-appointment of Mr. Suraj Prakash Gupta(DIN: 00243846) is appropriate and in the best interest of the Company, the Board of Directors of the Company at its meeting held on the February 04, 2023, had approved re-appointment of Mr. Suraj Prakash Gupta (DIN: 00243846) as Managing Director Company for a further period of five years commencing from February 06, 2023 till February 05, 2028 on such terms and conditions including remuneration, as recommended by Nomination & Remuneration Committee of the Company subject to the approval of shareholders and other necessary approvals as may be required.

In compliance with the provisions of Section 197 read with Schedule V of the Act, it also proposed to approve his remuneration not exceeding Rs. 15 lakh per month , for a period of three years with effect from February 06 , 2023, as detailed in the resolution as well.

As per section 196 ,197 read with Schedule V of the Act , the terms and conditions of appointment and remuneration of Managing Director shall be approved by the Board of Directors at a meeting held on February 04, 2023 , subject to the approval of the shareholders. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Mr. Suraj Prakash Gupta (DIN: 00243846) is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

Additional information in respect of Mr. Suraj Prakash Gupta (DIN: 00243846) , 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.

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

## I. GENERAL INFORMATION

### II.

(1)	Nature of Industry	Suraj Industries Limited is engaged in the business of bottling operations of the Indian Made Foreign Liquor and Country Liquor.		
(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.		
(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:			
	<b>Particulars</b>	<b>Financial Year Ended</b>		
		<b>31<sup>st</sup> March 2020</b>	<b>31<sup>st</sup> March 2021</b>	<b>31<sup>st</sup> March 2022</b>
		<b>(Amount in Lakh)</b>		
	Revenue	129.69	699.11	4126.41
	Other Income	2.24	5.22	2.09
	Total Income	131.93	704.33	4128.50
	Total Expenditure	178.33	698.01	3716.04
	Profit/ (Loss) before Tax	(46.39)	6.32	412.46
	<b>Profit/Loss after tax and adjustments</b>	<b>(46.39)</b>	<b>37.11</b>	<b>304.76</b>

## II. INFORMATION ABOUT THE APPOINTEE

### MR. SURAJ PRAKASH GUPTA AS MANAGING DIRECTOR

(1)	Background Details	Mr. Suraj Prakash Gupta serves as the Managing Director of Suraj Industries Limited since February 06, 2020 and is its Executive Director since February 06, 2020. He holds Bachelor in Arts by qualification and has business experience in edible oil and alcoholic beverages sector. His other Directorships are Anita Green Fuels Private limited, SASG Bio Energy Private Limited, Express Infra Financial Consultancy Private Limited, Gold Coin Marketing Private Limited and Goldcroft Global Commodities (OPC) Private Limited.
(2)	Past Remuneration	Rs. 6,00,000 Per month
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has more than 35 years of experience in edible oil and alcoholic beverages sector which is suitable for this job profile. As a Managing Director of the Company, he is responsible for day-to-day

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		management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualifications and expertise in the business segment and, he is best suited for the responsibilities of current assigned role.
(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	He holds 6028030 equity shares of the Company. 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 Indian Made Foreign 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 Indian Made Foreign Liquor and Country Liquor. Mr. Suraj Prakash Gupta who has more than 35 years' experience in the Liquor business has been appointed as a Managing 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. 2 are recommended for your approval as Special Resolution.

Except Mr. Suraj Prakash Gupta being an appointee and his relatives (to the extent of their shareholding in the Company, if any), none of the Directors, key managerial persons or their relatives in any way are concerned or interested, financial or otherwise, in the resolution set out in item no. 2.

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

**Date: 10.02.2023**  
**Place: New Delhi**

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

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“Annexure A”

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

S. No	Name of Director	Mr. Suraj Prakash Gupta
1.	DIN No.	00243846
2.	Date of Birth	10-04-1959
3.	Nationality	Indian
4.	Age	64 Years
5.	Date of First Appointment on the Board	06.02.2020
6.	Experience in specific functional area	As detailed in explanatory statement.
7.	No. of equity shares held in the Company either directly or by way of beneficial interest	
8.	Qualifications	
9.	List of other Directorships	<ul style="list-style-type: none"><li>• Anita GreenFuels Private limited</li><li>• SASG Bio Energy Private Limited</li><li>• Goldcroft Global Commodities (OPC)PrivateLimited</li><li>• Express Infra Financial Consultancy Private Limited</li><li>• Gold Coin Marketing Private Limited</li></ul>
10.	Membership/Chairman of Committees of the other Companies	Nil
11.	Relationships, between Directors inter se	Not related to any Director/ Key Managerial Personnel
12.	Number of Board Meetings attended during the year(upto the date of this notice)	08
13.	Listed entities from which the person has resigned in the past three years	Nil

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

**Date:** 10.02.2023  
**Place:** New Delhi

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

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