

# 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](http://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 **Thursday, May 30, 2024 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 LIMITS OF MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND CARYA CHEMICALS & FERTILIZERS PRIVATE LIMITED (CARYA), A SUBSIDIARY COMPANY OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25:-**

- A. TO THE EXTENT OF RS. 85 CRORES. BY WAY OF LOAN / INVESTMENT OVER AND ABOVE THE EXISTING INVESTMENT OF RS. 26.38 CRORES AS ON MARCH 31,2024.**
- B. TO GIVE CORPORATE GUARANTEE AND UNDERTAKINGS RELATED THERETO TO BANKS AND FINANCIAL INSTITUTIONS TO SECURE THE LOANS TO THE EXTENT RS.200 CRORES TO BE OBTAINED BY CARYA FOR SETTING UP DISTILLERY AND BOTTLING PLANT.**

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

“**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, 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 approval of the Audit Committee and recommendation of Board of Directors of the Company, approval 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 duly 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), 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, as per details set out in the Explanatory Statement annexed to this notice notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or by its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company

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

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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.

## **ITEM NO. 2**

**TO CONSIDER & APPROVE THE REVISION OF LIMITS FOR MAKING INTER- CORPORATE LOANS, INVESTMENTS OR PROVIDING ANY SECURITY OR GUARANTEE FROM RS. 100 CRORES UPTO SUM OF RS.350 CRORES UNDER SECTION 186 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT ,2013.**

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

**“RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, in one or more tranches may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate and finalize all the terms and conditions etc. as it may consider fit in the interest of the company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.”

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company be and is hereby severally authorized be and is hereby severally authorized to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.”

## **ITEM NO. 3**

**TO CONSIDER AND APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF HIMACHAL PRADESH TO THE NATIONAL CAPITAL TERRITORY OF DELHI.**

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

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“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 30 of the Companies (Incorporation) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to the approval of the Central Government (powers delegated to the Regional Directors) and/ or any authority(ies) as may be prescribed from time to time, and subject to such approvals, permissions, consents and sanctions as may be required from any regulatory authority and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, permissions, consents and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the Board), the consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from “**State of Himachal Pradesh**” to “**State of NCT of Delhi**”, and that Clause II of the Memorandum of Association of the Company be substituted with the following Clause.

“**II. The Registered Office of the Company will be situated in the State of NCT OF Delhi.**”

**FURTHER RESOLVED THAT** any Director, Chief Financial Officer, Company Secretary of the Company be and is hereby severally authorized to make any modifications, variations or alterations stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds and things as may be deemed necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

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

**Date: May 01, 2024  
Place: New Delhi**

**Sd/-  
Snehlata Sharma  
Company Secretary & Compliance Officer  
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

## NOTES:

- 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, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/ P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations/SEBI Listing Regulations”) all other relevant circulars issued from time to time, physical attendance of the Members to the

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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 **Thursday, 30<sup>th</sup> May, 2024 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. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.

- b. In line with the various MCA Circulars, Notice of the 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 May 03, 2024. 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 ([www.evotingindia.com](http://www.evotingindia.com) ).
- c. E-voting shall commence on **Monday, May 27, 2024 at 10:00 A.M. (IST) and end on Wednesday, May 29, 2024 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 **May 23, 2024**. 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 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 already send individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are 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 dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized 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 **May 23, 2024** 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.

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- r. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, unblock the votes cast through remote e-voting and make, **within two (2) working days** of conclusion of the EGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- s. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the EGM scheduled to be held on **May 30, 2024**.
- t. 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.
- u. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the EGM scheduled to be held on **May 30, 2024**.
- 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 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 | 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> . |

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|--|--|
|  | <p>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.</p> <p>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></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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 | <p>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.</p> <p>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>.</p> <p>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</p> |

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|   |  |
|---|--|
|   | you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting   |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

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

**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) |



# 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

|   |   |
|---|---|
|   | * 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 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 240504004**.
- 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.**

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- 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 Company at the email address viz; [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending 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., **240504004** 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 **May 23,2024** 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

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advance on or before **May 23,2024** 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. May 23,2024**. 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).

**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 : May 01, 2024**

**Place : New Delhi**

**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

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

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

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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 Resolutions mentioned in the accompanying Notice:

### **Item No.: 1**

Suraj Industries Ltd. (SIL) has a bottling plant for manufacture of Country Liquor & Rajasthan Made Liquor at Ajmer, Rajasthan. The company is manufacturing Rajasthan Made Liquor for Rajasthan State Ganganagar Sugar Mills Ltd (a Rajasthan Government Undertaking) under contract manufacturing arrangement. The Annual consolidated turnover of the Company as on March 31,2023 is Rs. 67.37 Crores.

Suraj Industries Ltd (SIL) had made an investment of Rs 26.38 Crores in Carya Chemicals & Fertilizers Private Limited (CARYA) by way of subscription to equity shares during the financial year 2022-23 and by virtue of which CARYA became a subsidiary of SIL.

The members of the Company at the 31<sup>st</sup> Annual General meeting held on September 26, 2023, had approved the proposal of entering into related party transactions with CARYA upto an amount of Rs.52.19 Crores for F.Y 2023-24 and 2024-25.

Against the approved limits, SIL has done following transactions with CARYA as at the financial year ended on March 31,2024 –

| S.No. | Particulars  | Amount (in Crores) |
|-------|--------------|--------------------|
| a)    | Investment   | 26.38              |
|       | <b>TOTAL</b> | <b>26.38</b>       |

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

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

In the first phase CARYA is setting up 125 KL per day grain based Distillery for manufacture of Extra Neutral Alcohol (Distillery) Bottling Plant with a capacity of 50 lakh cases per annum for manufacture of Indian Made Foreign Liquor and Country Liquor (Bottling Plant)

SIL is considering to make further infusion of funds in CARYA by way of subscription to equity share capital as well as by providing unsecured loans. CARYA would also be taking bank loans for setting up Distillery and Bottling Plant.

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Since SIL is the holding Company of CARYA, banks may put a stipulation for corporate guarantee from the holding Company i.e. SIL. Accordingly, the following material related party transactions are proposed to be entered with CARYA:-

1. To make further fund infusion in CARYA by way of investment and unsecured loans to the extent of Rs.85 Crores, in one or more tranches during FY 2024-25 over and above the investment of Rs. 26.38 Crores already made as on March 31,2024 .
2. To give Corporate Guarantee to Banks and Financial Institutions and any undertaking related thereto to secure the loans to the extent Rs.200 Crore to be obtained by CARYA for setting up Distillery and Bottling Plant.

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

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, including material terms and basis of pricing. The proposed transactions have been approved by the Audit Committee after satisfying itself that the RPTs are in the interest of the Company and are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

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.

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

The approval of the shareholders pursuant to Resolution No. 1 is being sought for the following material related party transactions/ contracts/ agreements/arrangements set out points in Table no. A1 in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.

**A1. Details of the proposed RPTs between the Company and Carya Chemicals & Fertilizers Private Limited (CARYA), including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23(4) of the SEBI(LODR),2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

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| S.No.  | Description   | Transactions  |
|--|---|---|
| <b>Summary of information provided by the Management to the members for approval of the proposed RPT</b> |   |   |
| 1.a  | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).  | <p><b>Name of Related Party</b> - Carya Chemicals &amp; Fertilizers Private Limited (CARYA).</p> <p><b>Relationship:</b> CARYA is a material subsidiary of the Company. The Company holds 50.73% of paid-up equity share capital of CARYA.</p> <p>CARYA has got licences/approvals 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.</p>                 |
| b.   | Type, material terms, monetary value and particulars of the proposed RPTs.  | <ol style="list-style-type: none"> <li>1. Infusion of fund in CARYA by way of Investment and unsecured loans to the extent of Rs. 85 Crores over and above the investments aggregating to Rs. 26.38 Crores already made as on March 31,2024. The total monetary value of the transaction including the transaction already made would be 111.38 Crores.</li> <li>2. To give Corporate Guarantee and any undertaking related thereto to Banks and Financial Institution to secure the loans to the extent Rs.200 Crores to be obtained by CARYA for setting up Distillery and Bottling Plant.</li> </ol> |
| c.   | Tenure of the proposed transaction (particular tenure shall be specified)   | Unsecured Loans : upto 3-4 years<br>Corporate Guarantee to the Banks: upto the tenure of the loan sanctioned by banks   |
| d.   | Value of the proposed transaction   | Not exceeding Rs 311.38 Crores (including investment of Rs 26.38 crores as on 31.03.2024)   |
| e.   | The Percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary , such percentage calculated on the basis of the subsidiary’s annual turnover on a | <ol style="list-style-type: none"> <li>1. 165.32 % of Consolidated turnover as per audited financial statements for the financial year ended on March 31, 2023 for existing as well as proposed investment and unsecured loan to be made/given in FY 2024-25.</li> <li>2. 296.87% of Consolidated turnover as per audited financial statements for the financial year ended on</li> </ol>   |

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|    |  |   |
|----|--|---|
|    | standalone basis shall be additionally provided)   | March 31,2023 for Corporate Guarantee to be given to the Banks/ Financial Institutions for the loan to be obtained by CARYA for setting up Distillery and Bottling Plant.   |
| 2. | 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.  | Investments /unsecured loans to be made/given to CARYA would be out of the proceeds of the proposed rights issue of shares, unsecured loans, preferential allotment of shares of made in future and internal accruals.  |
| b. | Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure. | Company may have to borrow funds by way of unsecured loans/Inter corporate deposit .These Borrowings would carry rate of interest not exceeding 12% p.a. and the tenure would be 3-4 years.   |
| c. | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.                         | <ol style="list-style-type: none"> <li>1. The loan to CARYA would be unsecured and the rate of interest would be in consonance with the provisions of the Companies Act, 2013 and at arm's length. Tenure would be 3-4 years.</li> <li>2. Corporate Guarantee would be given to the Banks/Financial Institution from whom CARYA would obtain loan and it will up to the period of loan. During this period Company will not transfer its shareholding in CARYA without the permission of Bank.</li> </ol>   |
| d. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.  | For setting up Distillery and Bottling Plant.   |
| 3. | Justification as to why the RPT is in the interest of the listed entity.   | <ol style="list-style-type: none"> <li>1. CARYA is setting up a Bottling Plant for IMFL &amp; Country Liquor which is at an advanced stage of construction, and Distillery for manufacturing of Extra Neutral Alcohol (ENA). These projects are techno-economically viable as assessed by Independent TEV Consultant and are eligible for incentives which Government of Rajasthan is providing under its Industrial Promotion Policy.</li> <li>2. ENA is a raw material for the Rajasthan Made Liquor (RML) and Country Liquor produced by our Company, which we presently procure from other vendors. So, the ENA produced by CARYA can be</li> </ol> |

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|    |  |  |
|----|--|--|
|    |  | supplied to our Company and thus, it will lead to a backward integration.<br><br>3. Suraj Industries Ltd., being 50.73% holding Company of CARYA would thus be entitled to 50.73% of its Profits and/or any dividend declared by CARYA, in future. |
| 4. | Any valuation or other external party report relied upon by the listed entity in relation to the transaction s                       | Not Applicable   |
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | Not applicable as CARYA is yet to commence commercial operations as projects are under implementation.   |
| 6. | Any other information that may be relevant   | All relevant/ important information forms part of this statement setting out material facts of the pursuant to Section 102(1) of the Companies Act,2013.   |

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

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

Save and except the above , none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested , financially or otherwise , in the said transactions. and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

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

## **ITEM NO. 2**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate including its subsidiary company or granting loans, giving guarantee or providing security to other persons or other body corporate including its subsidiary company, as and when required.

Members may note that pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than



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

the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

In view of the aforesaid, it is proposed to obtain approval of shareholders under Section 186 of the Companies Act, 2013, by way of special resolution, upto a limit of Rs. 350 Crore (Rupees Three Hundred and Fifty Crores Only), as proposed in the notice. This limit would be primarily utilized in giving loan or making investment in Carya Chemicals & Fertilizers Pvt Ltd (CARYA), subsidiary company and for giving Corporate Guarantee and any undertaking related thereto to Banks and Financial Institution to secure the loans to be obtained by CARYA for setting up Distillery and Bottling Plant as set out in Explanatory Statement to Item No. 1

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company by way of passing a Special Resolution

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

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

## **ITEM NO. 3**

The Registered Office of the Company is presently situated at Plot No.2, Phase-3, Sansarpur Terrace , Distt. Kangra, Himachal Pradesh-173212, State of Himachal Pradesh. The Chairperson all the Key Managerial Personnel's and senior management of the Company and majority of the Board are based in Delhi. All Meetings of the Board and Committees are also held in Delhi

In view of the above, the Board of Directors of the Company, at their meeting held on May 01, 2024 have approved to shift the Registered Office of the Company from Kangra, State of Himachal Pradesh to New Delhi, State of NCT of Delhi, considering, inter-alia for the following reasons: -

- a) To exercise better administrative and economic control over the Company;
- b) To increase operational and management efficiency;
- c) To integrate business functions, and optimization of administrative expenses.

The shifting of the Registered Office of the Company, will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, and other applicable provisions of the Act read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

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Accordingly, the Board recommends the resolutions set out at Item No. 3 seeking approval of the Members for Shifting the Registered office of the Company and consequential amendment to the Memorandum of Association of the Company.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 3 as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

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

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

**Date: May 01, 2024**

**Place: New Delhi**

**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