



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

Padma Tower-1, Rajendra Place, New Delhi-110 008

Ph.: +91-11-47108000 E-mail : cs@surya.in

Website : www.surya.co.in

SRL/24-25/61

February 19, 2025

The Secretary

The Stock Exchange, Mumbai

New Trading Ring, 14th Floor,

Rotunda Building, P.J.Towers,

Dalal Street, Fort,

MUMBAI - 400 001

Scrip Code: 500336

The Manager (Listing Department)

The National stock Exchange of India Ltd

Exchange Plaza, 5th floor

Plot No. C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

NSE Symbol: SURYAROSNI

Subject: Notice of Postal Ballot through Electronic Voting

Dear Sir / Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Notice of Postal Ballot dated 6th February, 2025 as enclosed along with the Explanatory Statement thereto, seeking approval of the Members on the Special Business as set out in the said Notice.

The aforesaid Notice is also available on the website of the Company at www.surya.co.in

This is for your information and records.

Thanking you,

Yours faithfully,

for **Surya Roshni Limited**

B B Singal

CFO & COMPANY SECRETARY

Enclosed: as above.

SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)

Corporate Identity Number (CIN) – L31501HR1973PLC007543

Phone: +91-1276- 241540 Fax No. +91-1276-241886

Website: www.surya.co.in, Email id: investorgrievances@sroshni.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to and in compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), read with the General Circular No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the Members of Surya Roshni Limited (the 'Company') that it is proposed to transact the following business through Postal Ballot by remote e-voting process only ('remote e-voting'):

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. Ankit Singhi (FCS No. 11685, C.P. No. 16274) Partner, M/s PI & Associates, Practicing Company Secretary (PR No. 1498/2021) failing which Mr. Nitesh Latwal (ACS No.32109, C.P. No. 16276) Partner, M/s PI & Associates as the Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice

to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of Remote e-voting	9:00 a.m. (IST) on Thursday, 20th February, 2025
End of Remote e-voting	5:00 p.m. (IST) on Friday, 21st March, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairperson or to the Company Secretary of the Company or to such other person as authorised by them. The results of e-voting will be announced within 2 (two) working days from the last date of e-voting and will be displayed on the Company's website at www.surya.co.in and the website of NSDL at <https://evoting.nsdl.com> and will also be intimated to the National Stock Exchange of India (NSE) and BSE Limited and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:**1) Appointment of Mrs. Puja Surya as a Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152, 160, 161 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act), the Companies (Appointment & Qualifications of Directors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) as amended and that of Articles of Association of the Company, Mrs. Puja Surya (DIN: 00515718), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 6th February, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby

appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board', which term shall include any duly authorised committee constituted by the Board) of the Company be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

2) **To appoint Mrs. Puja Surya as Whole-time Director of the Company for a period of five years.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force), the Remuneration Policy of the Company, and the Articles of Association of the Company and subject to such other approval, consents of any other authority(ies) as may be required, if any, the approval of the members of the Company be

and is hereby accorded to appoint Mrs. Puja Surya (DIN: 00515718) as Whole-Time Director of the Company, for a period of 5 (five) years w.e.f. 6th February, 2025, on such terms and conditions including remuneration as contained in draft agreement, the material terms of which are set out in the explanatory statement pursuant to Section 102(1) of the Act annexed to this postal ballot notice.

RESOLVED FURTHER THAT in case of inadequacy of profit or loss during any financial year, the remuneration as payable in accordance with the terms and conditions as mentioned in the explanatory statement, shall be paid as minimum remuneration in compliance of the provisions of the Act.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as 'Board', which term shall include any duly authorised committee constituted by the Board) of the Company be and are hereby authorized to alter and vary the terms and conditions of the said appointment and/ or remuneration including not limited to increase in the remuneration within the limits allowed under the Act, as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

By Order of the Board

Registered Office:
Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: 6th February, 2025

Sd/-
B. B. SINGAL
CFO & COMPANY SECRETARY
Membership No. ACS-10781

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) read with section 110 of the Act setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
- 3 **A. Dispatch of Postal Ballot Notice through electronic mode**

In compliance with the MCA Circulars, the Notice of the postal Ballot is being sent by electronic mode only to those members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ RTA/Depositories respectively as at close of business hours on **14th February, 2025**, (the 'cut-off date') and whose e-mail IDs are registered with the Company/RTA/ Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting

for this Postal Ballot. In case of any queries, members may write to evoting@nsdl.co.in

The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 (now rescinded by Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023) read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members only electronically by rescinding the SEBI circular no.(s) SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023 and circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, which provided that all dividend payments after 31st March, 2024, will be processed only electronically. Further, relevant FAQs have also been published by SEBI on its website for investor awareness.

In view of the above, shareholders of the Company holding securities in physical form are hereby provided with the **procedure for updation of bank / KYC details:**

a) In case of shares are held in Physical mode

Sr. No.	Details to be updated or incorporated	Document required	Form required
1.	PAN(S) (including of joint holder)	Self-attested copy of PAN card (please make sure PAN to be linked with Aadhaar)	ISR-1
2.	Change of address	Copy of any one: Unique Identification Number (UID)(Aadhaar), Valid Passport, Registered Lease or Sale Agreement of Residence, Driving License, Flat Maintenance bill, Utility bills like Telephone bill (only land line) Electricity bill or Gas bill not more than 3 months old), Id card/document with address issued by any of the following : Central/State Government and its departments (duly attested by their employer), The Proof of Address in the name of the spouse, Client Master List provided by Depository Participant.	ISR-1
3.	Email id	Mention e-mail id	ISR-1
4.	Mobile Number	Mention mobile number	ISR-1
5.	Bank detail	Original cancelled cheque (shareholder name printed on it); or Bank passbook/statement attested by bank	ISR-1
6.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) or Bank passbook/statement attested by bank and signature attested by bank	ISR-2 & ISR-1
7.	Incorporation of Nomination	Detail of nominee	SH-13
8.	Cancellation or Change of Nomination	Detail in SH-14	SH-14
9.	Declaration to opt-out of nomination	Declaration	ISR-3

The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e. www.masserv.com or Company's website i.e. <https://surya.co.in/investor-relations/investorinformation/#kyc-forms/> For any queries in this regard send an e-mail request at investor@masserv.com.

Shareholder(s) are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the Company RTA MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 110020, Ph:011-26387281-82-83, Website:- www.masserv.com and at Email:- investor@masserv.com

The scan copies of the documents may also be e-mailed through your registered email id with MAS Services Limited (RTA) at the e-mail id investor@masserv.com duly e-Signed on the forms and all proofs.

(A separate communication has already been sent to the respective shareholders from time to time.)

b) In case of shares are held in demat mode:

Please update your bank account and other details with your DP. The Company /RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

B. Registration of Email ID

Members are requested to register their email ID permanently by following the procedure as mentioned below:

- (a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company's Registrar are requested to register/update their email ID with MAS Services Limited by sending duly signed request Form ISR-1/letter at investor@masserv.com with details of folio number and attaching a self-attested copy of PAN Card.
- (b) Members holding shares in dematerialised mode are requested to register/update their email ID with the relevant Depository Participants.
- (c) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **14th February, 2025** are eligible to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

4. Instructions for remote e-voting

- i. In compliance with the provisions of section 108, 110 of the Act read with the Rules, as amended and Regulation 44 of the Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by NSDL. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, 20 th February, 2025 (9.00 a.m. IST)	Friday, 21 st March, 2025 (5.00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

- iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, **14th February, 2025**, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. Ankit Singhi (FCS No. 11685, C.P. No. 16274) failing which Mr. Nitesh Latwal, (ACS No.32109, C.P. No. 16276), Partners of M/s PI & Associates has been appointed as the Scrutiniser by the Board for conducting the Postal Ballot process in a fair and transparent manner in accordance with the applicable provisions of the Act & Rules.

The process and manner for remote e-voting is as under:

- vi. Individual 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- vii. The process and manner of remote e-voting is explained below:
 - I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - II. Access to NSDL e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

I. Access to Depositories e-voting system in case of Individual Members holding shares in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If members are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name on e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name on e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	Members can also login using the login credentials of its demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name on e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held 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.: 022-48867000 / 022-24997000
Securities held 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 or 022-23058542-43

II. Access to NSDL e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits' client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://evoting.nsdl.com>. Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to evoting@nsdl.co.in
 - ii. Alternatively, members may send an e-mail request at the email id investor@masserv.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
5. The report of the Scrutiniser shall be submitted to the Chairperson or to the CFO & Company Secretary of the Company or to such other person as authorised by them, after the completion of scrutiny of remote e-voting.
 6. The result of voting will be announced by the Chairperson or by the Company Secretary of the Company or such other person as authorised by them within 2 (two) working days form the last date of e-voting.
 7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, **21st March, 2025** i.e. the last date specified for receipt of votes through the remote e-voting process.
 8. All material documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. **21st March, 2025**. Members seeking to inspect such documents can send an e-mail to cs@surya.in
 9. Members of the Company, including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

10. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August, 2023 (updated as on 20th December, 2023), has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

The procedure of raising complaints / disputes under the investor grievance redressal mechanism as framed by SEBI is as tabulated below:

Level-1	<p>Lodging of Complaints with the Company/ Company's Registrar and Transfer Agent (RTA)</p> <p>An investor shall first take up his/her grievance against the Company/RTA by lodging a complaint directly with the Company's Registrar and Transfer Agent (RTA).</p> <p>Investor can also lodge complaint to company at the address mentioned on the top.</p>
Level-2	<p>If the grievance is not redressed satisfactorily in the Level 1 within 21 days of lodgments, the investor may escalate the same through the SEBI SCORES Portal which can be accessed at https://scores.gov.in/.</p>
Level -3	<p>If the investor is still not satisfied with the outcome at Level 2, investor can initiate Online Dispute Resolution through the ODR Portal at https://smartodr.in/login.</p> <p>Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with Company/Company's RTA was not satisfactorily resolved or at any stage of the subsequent escalations mentioned in the above Levels (prior to or at the end of such escalation/s).</p> <p>The dispute resolution through the ODR Portal can be initiated only when the complaint/dispute is not under consideration in terms of the above Level 1 or Level 2 or SCOREs guidelines as applicable or not pending before any arbitral process, court, and tribunal or consumer forum or are non-arbitrable in terms of Indian law.</p>

Investors may also refer link <https://scores.gov.in/> to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration / review / resolution of complaints/ disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market \ infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company. An intimation to the shareholders through email had been sent by Company RTA on 6th December, 2023 whose email are registered with them in regard to the Online Dispute \Resolution Mechanism (ODR system) as maintained by the Company.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 / 022-24997000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO.1&2

In view of increasing the operations of the Company and in light with work experience Mrs. Puja Surya possessed, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Mrs. Puja Surya (DIN – 00515718) as an Additional Director of the Company, liable to retire by rotation, and designed her as the Whole-time Director for a period of 5 years with effect from 06th February, 2025 on terms and conditions as set out in the Agreement between the Company and Mrs. Puja Surya, subject to the approval of members of the Company. In terms of the provisions of Section 161(1) of the Act, Mrs. Puja Surya holds office only up to the date of ensuing General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations") as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, Mrs. Puja Surya being a member of the Promoter group, accordingly as per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by **Special Resolution** in general meeting, if-

- I. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- II. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

As the aggregate fees or compensation payable to promoter Directors will exceed 5 per cent of the net profits of the listed entity, the resolution is being proposed as a **Special Resolution**.

The brief terms and conditions of her appointment as set out below:

SALARY: Basic Salary ₹ 10,75,000/- per month.

PERQUISITES:

Perquisites will be allowed in addition to salary. For this purpose, unless the context otherwise requires, perquisites are classified into three categories: Parts A, B and C and the ceiling shall apply only to Part-A.

PART-A

1. Medical Reimbursement	Expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary in a period of three years.
2. Leave Travel Concession	For self and family once in a year incurred with the rules specified by the Company.
3. Club Fees	Fees of clubs subject to a maximum of two clubs. Admission and life membership fees shall not be allowed.
4. Personal Accident Insurance	Premium not to exceed ₹ 4000/-per month.

PART-B

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in Paragraph I of Section IV of part II of Schedule V of the Companies Act, 2013.

1. Contribution to Provident Fund to the extent that is not taxable under the Income Tax Act
2. Gratuity payable shall not exceed a half month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure as per the Rules of the Company.

PART-C

1. The Company shall provide a car with driver and telephone facility at the residence of the Whole-time Director. Provision of car with driver for use of Company's business and telephone facility at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on the Whole-Time Director.
2. If the Company has no profits or the profits are inadequate in any financial year during the terms of her office as the Whole-time Director, Mrs. Puja Surya will be entitled to receive the above remuneration and perquisites as minimum remuneration, provided that the total remuneration, of salary, perquisites and any other allowances shall not exceed

the ceiling as provided in section II of the Part II of Schedule V of the Companies Act, 2013 or such other amount and perquisites as/is may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

Brief Resume, Profile and experience

Mrs. Puja Surya, aged around 49 years, a B.Com. (Hons) Graduate, having a strong industrialist background with knowledge and expertise, has been closely associated with the business of the Company as an Executive Director from past some years and possess an experience in Commercial, Marketing, Financial and Operational aspects. Her unshakable determination along with experience will help the Company in long run. She is not holding directorship except Apple Agro Products Pvt. Ltd., Tempting Agro Products Pvt. Ltd., Surya Global Realtors Limited and Galaxy Pipes Private Limited or committee membership in any company before her appointment in the Company. She has no inter-se relationship with any other director of the Company except Mr. Jai Prakash Agarwal (Executive-Chairman), Mrs. Urmil Agarwal (Non-executive and Non-Independent Director), Mr. Vinay Surya (Managing Director). Further, she is holding 7,01,000 equity shares of the Company as on the date.

Mrs. Puja Surya meets the following skills and capabilities required for the role as a Whole-time Director, as have been identified by the Board of Directors of the Company:

- a. Strong Industrialist background with experience in Commercial, Marketing, Financial and Operational aspects, with an understanding of organisational systems.
- b. Experience in handling management and regulatory environment, strategic planning and risk management.

The Board of Directors is of the view that Mrs. Puja Surya is a person of integrity and possesses relevant expertise and experience to be appointed as a Whole-time Director of the Company.

Further in their opinion she fulfils the conditions specified in the Act and the rules made there under and that the proposed director has provided her consent for the said appointment and she also confirmed that she is not;

- a) debarred from appointment by any order of SEBI or any other authority; and
- b) is not liable to any disqualification under the provisions of Section 164 of the Act.

Further, Mrs. Puja Surya has given a declaration that she meets the criteria as provided in Section 152, 196, 197 read with Schedule V of the Companies Act, 2013 and the rules made there under for being appointed as Whole-time Director of the Company.

A notice under Section 160 of the Companies act, 2013 received from a member of the Company signifying her candidature as a Director of the Company.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the resolution as set out at **Item No.1 & 2** of the Notice for approval of the shareholders as a **Special Resolution**.

Mrs. Puja Surya is interested in the resolutions set out at item No.1 & 2 of the Notice. Mr. Jai Prakash Agarwal, Mrs. Urmil Agarwal, Mr. Vinay Surya, being related to Mrs. Puja Surya, may be deemed to be interested in the resolutions.

The other relatives of Mrs. Puja Surya may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.

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 resolutions.

The relevant documents related to her appointment including draft of relevant agreement are open for inspection electronically without any fee for the members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. **21st March, 2025**. Members seeking to inspect such documents can send an e-mail to cs@surya.in

Name of Director (DIN)	Date of Birth, Age and No. of Equity Shares held, either directly or indirectly in form of beneficial interest for any other person	Qualification and Relationship with other Directors	Brief Resume, experience, nature of expertise in specific functional areas	Name of Companies in which he holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which he holds Membership/ Chairmanship	Listed entities from which the Director has resigned from directorship in last 3 years.	Date of first appointment on the Board	Terms and conditions of appointment	Details of remuneration sought to be paid and last drawn remuneration
Puja Surya (DIN – 00515718)	25.04.1976 No. of Shares held in the Company – 7,01,000 on an Individual level	B.Com. (Hons). No Inter-se relations with other Directors except Mr. Jai Prakash Agarwal (Executive Chairman), Mrs. Urmil Agarwal (Non-Independent and Non-Executive Director) and Mr. Vinay Surya (Managing Director)	Provided in Explanatory Statement	She is not holding Directorship in any Company except Apple Agro Products Pvt. Ltd. Tempting Agro Products Pvt. Ltd. Surya Global Realtors Ltd. and Galaxy Pipes Private Limited	Not Applicable (as no Board Meeting is called after her appointment to the date of this notice)	She is not holding any Committee membership / chairmanship of any company including Surya Roshni Limited	None	06.02.2025	To be appointed as a Whole-time Director of the Company for a period of five consecutive years from 6 th February, 2025 to 5 th February, 2030.	Remuneration sought to be paid is specified in the Explanatory Statement overleaf and the last drawn Salary (CTC) is ₹ 8.00 Lakh per month in the capacity as an Executive Director of the Company.

Registered Office:

Prakash Nagar, Sankhol,

Bahadurgarh – 124 507 (Haryana)

Dated: 6th February, 2025

By Order of the Board

B. B. SINGAL

CFO & COMPANY SECRETARY

Membership No. ACS-10781