



# SURYA ROSHNI LIMITED

LIGHTING DIVISION

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/24-25/44

November 19, 2024

**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, 5<sup>th</sup> 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 14<sup>th</sup> November, 2024 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](http://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 THROUGH E-VOTING***(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)*

To the Members of the Company,

Notice is hereby given that the resolution set out below are proposed for approval by the members of **Surya Roshni Limited** (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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 resolution 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 Scrutinizer 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:

<b>Commencement of e-voting</b>	<b>9:00 a.m. (IST) on Thursday, 21<sup>st</sup> November, 2024</b>
<b>End of e-voting:</b>	<b>5:00 p.m. (IST) on Friday, 20<sup>th</sup> December, 2024</b>

The Scrutinizer 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 on or before Tuesday, 24<sup>th</sup> December, 2024, and will be displayed on the Company’s website at [www.surya.co.in](http://www.surya.co.in) and the website of 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:****Item No. 1 : Approval for issue of Bonus Shares to the Shareholders of the Company**

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

**“RESOLVED THAT** pursuant to Section 63 and other provisions of the Companies Act, 2013 and Rules made thereunder, Article 52 of the Articles of Association and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the consent of the members of

the Company be and is hereby accorded to capitalise a sum of upto ₹54,40,89,740 (**Rupees fifty four crore forty lakhs eighty nine thousand seven hundred forty only**), from and out of the free reserve, and/or any other permitted reserve/surplus of the company, as may be considered appropriate for the purpose of issue of bonus equity shares, and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding **10,88,17,948** equity shares of ₹5/- each as bonus shares credited as fully paid up, to the eligible Members of the Company holding equity shares of ₹5/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("**Record Date**") as may be fixed by the Company, in the proportion of **1:1 (One)** new equity share(s) of ₹5/- each for One equity share(s) of ₹5/- each held as on the Record Date, as may be fixed by the Company, and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income.

**RESOLVED FURTHER THAT** the new equity shares of ₹5/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

**RESOLVED FURTHER THAT** the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.

**RESOLVED FURTHER THAT**, pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the

allotment of shares in bonus issue shall be made only in dematerialised form and thus, in case of members who hold equity shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee of the Board of Directors constituted/existed for this purpose, be and is hereby authorised for deciding/approving the allotment/issue of Bonus shares to the shareholders of the Company as on "Record Date" as may be fixed by the Company.

**RESOLVED FURTHER THAT**, approval be and is hereby accorded for listing of the bonus shares at BSE Limited and National Stock Exchange of India Limited (the Stock Exchanges) as per the statutory guidelines / regulations prescribed by SEBI and any other regulatory authority.

**RESOLVED FURTHER THAT** for the purpose of this resolution Mr. Raju Bista, Managing Director, Mr. Vinay Surya, Managing Director and Mr. Bharat Bhushan Singal, CFO & Company Secretary be and are hereby severally authorised to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to the resolutions, including but not limited to filing of necessary forms/documents/returns with the Registrar of Companies, SEBI, Stock Exchanges, RBI, NSDL, CDSL, R&TA of the Company and/ or any other authorities and to deposit requisite amount(s)/ fees with said authority(ies) or any other authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

By Order of the Board

Registered Office:  
Prakash Nagar, Sankhol,  
Bahadurgarh – 124 507 (Haryana)  
Dated: 14<sup>th</sup> November, 2024

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

## NOTES:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act setting out material facts and reasons in respect of the resolution 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 resolution, 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 resolution is 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 appears in the Register of Members/ List of Beneficial Owners maintained by the Company/ RTA/Depositories respectively as at close of business hours on **15<sup>th</sup> November, 2024**, (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](mailto: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 3<sup>rd</sup> November, 2021, circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021, circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 (now rescinded by Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May, 2023) read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> 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 3<sup>rd</sup> November, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17<sup>th</sup> May, 2023 and circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023, which provided that all dividend payments after 31<sup>st</sup> 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	<b>Copy of any one:</b> 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 on ISR-2	ISR-2 & ISR-1
7.	Incorporation of Nomination	Detail of nominee in SH-13	SH-13
8.	Cancellation or Change of Nomination	Detail in SH-14	SH-14
9.	Declaration to opt-out of nomination	Declaration in ISR-3	ISR-3

The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e. [www.masserv.com](http://www.masserv.com) or Company's website i.e. <https://surya.co.in/investor-relations/investor-information/#kyc-forms/> For any queries in this regard send an e-mail request at [investor@masserv.com](mailto: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, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi – 110020, Ph:011-26387281-82-83, Website:- [www.masserv.com](http://www.masserv.com) and at Email:- [investor@masserv.com](mailto: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](mailto: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](mailto: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. **15<sup>th</sup> November, 2024** are eligible to vote on the resolution 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, 21 <sup>st</sup> November, 2024 (9.00 a.m. IST)	Friday, 20 <sup>th</sup> December, 2024 (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, **15<sup>th</sup> November, 2024**, i.e., cut-off date, may cast their vote by remote e-voting.

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

- v. 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.
- vi. 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"> <li>1. If members are already registered for <b>NSDL IDeAS facility</b>, 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 “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <b>e-Voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://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](http://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](mailto: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](mailto:evoting@nsdl.co.in)
  - ii. Alternatively, members may send an e-mail request at the email id [investor@masserv.com](mailto: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 Scrutinizer shall be submitted to the Chairperson or to the 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 from the last date of e-voting.
  7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, **20<sup>th</sup> December, 2024** 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. **20<sup>th</sup> December, 2024**. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto: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 31<sup>st</sup> July, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August, 2023 (updated as on 20<sup>th</sup> 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><b><u>Lodging of Complaints with the Company/ Company's Registrar and Transfer Agent (RTA)</u></b></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><b>Investor can also lodge complaint to company at the address mentioned on the top.</b></p>
Level-2	<p>If the grievance is not redressed satisfactorily in the <b>Level 1</b> within 21 days of lodgments, the investor may escalate the same through the SEBI SCORES Portal which can be accessed at <a href="https://scores.gov.in/">https://scores.gov.in/</a>.</p>
Level -3	<p>If the investor is still not satisfied with the outcome at <b>Level 2</b>, investor can initiate Online Dispute Resolution through the ODR Portal at <a href="https://smartodr.in/login">https://smartodr.in/login</a>.</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 <b>Level 1 or Level 2</b> 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 6<sup>th</sup> 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](mailto:info@piassociates.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on 022-48867000 / 022-24997000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [pallavid@nsdl.co.in/ evoting@nsdl.co.in](mailto:pallavid@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")**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), the following explanatory statement sets out all material facts relating to the Special Business mentioned in **Item No. 1** of the accompanying Notice of Postal Ballot:

### **Approval for issue of Bonus Shares to the Shareholders of the Company**

With a view to share the prosperity with the shareholders, expand the retail shareholders base and increasing the liquidity of the equity shares of the Company, the Board of Directors (the 'Board') at their meeting held on Thursday, 14<sup>th</sup> November, 2024, subject to the approval of the members of the Company has approved and recommended a bonus issue of **1:1** One equity share for every One existing equity share held as on the 'Record Date' to be determined by the Board/Committee.

The Articles of Association of the Company authorise the Company to issue bonus shares by the capitalisation of reserves & surplus by the Board of Directors of the Company.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialised form and thus, in case of members who hold equity shares in dematerialised form, the bonus equity shares shall be credited to the respective

beneficiary accounts of the Members with their respective Depository Participant(s). Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Monday, 9<sup>th</sup> December, 2024 to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialised form to a demat suspense account opened in this regard to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. The voting rights on the bonus equity shares held in the demat suspense account, shall remain frozen. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of ₹5/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Accordingly, the Board of Directors of the Company recommends Item No. 1 of this notice for your approval as an Ordinary Resolution.

**By Order of the Board**

**Registered Office:**  
**Prakash Nagar, Sankhol,**  
**Bahadurgarh – 124 507 (Haryana)**  
**Dated: 14<sup>th</sup> November, 2024**

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