

SBGL/OUT/2024-2025/05

Date: August 30, 2024

BSE Limited Department of Corporate Services, The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited Listing Department Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051
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Scrip Code	Symbol	ISIN
543218	SBGLP	INE05ST01028

**Sub: Notice of the 17<sup>th</sup> Annual General Meeting for FY 2023-2024.**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached is the Notice and the Explanatory Statement of the 17 Annual General Meeting of the Company to be held on Friday, September 27, 2024 at 4:00 P.M (IST) through Video Conference/ Other Audio Visual Means. The said Notice forms part of the Annual Report for the FY 2023-24 and is being sent through electronic mode to the shareholders of the Company.

The Company has uploaded the Notice of the 17<sup>th</sup> Annual General Meeting on its website i.e. [www.suratwwala.co.in](http://www.suratwwala.co.in)

This is for your information and records.

Thanking you,

Yours faithfully,

**FOR SURATWWALA BUSINESS GROUP LIMITED**

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**Ms. Pooja Thorave**  
**Company Secretary**  
**Membership No. A74339**

**Suratwwala Business Group Limited**

( Formerly known as Suratwwala Business Group Pvt. Ltd. & Suratwwala Housing Pvt. Ltd.)

Address: 4/38, Sumangal, Sahakar Colony, Behind SBI, Karve Road, Erandawane. Pune- 411004

☎ 020-25434392 ✉ suratwwala@suratwwala.co.in 🌐 WWW.SURATWWALA.CO.IN

CIN : L45200PN2008PLC131361



# NOTICE OF 17<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTEEN ANNUAL GENERAL MEETING OF THE MEMBERS OF SURATWWALA BUSINESS GROUP LIMITED WILL BE HELD ON FRIDAY, 27 SEPTEMBER 2024 AT 4:00 P.M. INDIAN STANDARD TIME ('IST') THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

### 1. a. Adoption of Audited Standalone Financial Statements

To receive consider and adopt, the Audited Standalone Financial Statements of the Company for the Financial Year ended as on 31<sup>st</sup> March, 2024 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement together with the Report of the Board of Directors and Auditors thereon.

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended as on 31<sup>st</sup> March, 2024 along with the Directors' Report and the Auditor's Report there on be and are hereby received, considered, approved and adopted."

### b. Adoption of Audited Consolidated Financial Statements

To receive consider and adopt, the Audited Consolidated Financial Statements of the Company for the Financial Year ended as on 31<sup>st</sup> March, 2024 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement together with the Report of the Auditors thereon.

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

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended as on 31<sup>st</sup> March, 2024 along with the Directors' Report and the Auditor's Report there on be and are hereby received, considered, approved and adopted."

### 2. To appoint Mr. Manoj Dhansukhlal Suratwala, Director (DIN: 01980434), who retires by rotation pursuant to Section 152 (6) of the Companies Act 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the rules made there under and the other applicable provisions of law, including any statutory modification(s) or re-enactment thereof, for the time being in force ("Act"), the consent be and is hereby accorded to re-appoint Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434), who retires by rotation at this Annual General Meeting and being eligible and offers himself for re-appointment."

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

## SPECIAL BUSINESS:

### 3. To re-appoint Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) as the Managing Director of the Company for a period of 5 years and to fix his Remuneration;

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jatin Dhansukhlal

Suratwala (DIN: 01980329) as the Managing Director of the Company, not liable to retire by rotation, for a period of Five (5) years with effect from November 30, 2024 to November 29, 2029 (both days inclusive) on such detailed terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting with the authority to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of the said re-appointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) subject to the same not exceeding the limits specified under Schedule V to the Act;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) as the Managing Director, the Company will pay to Mr. Jatin Dhansukhlal Suratwala in respect of such financial year(s) in which such inadequacy or loss arises, an amount of remuneration, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors, CFO, CS or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

**4. To re-appoint Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) as Whole Time Director of the Company for a period of 5 years and fix his remuneration;**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company, the

consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) as the Whole-time Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from November 30, 2024 to November 29, 2029, (both days inclusive) on such detailed terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting with the authority to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of the said reappointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Manoj Dhansukhlal Suratwala, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) as the Wholetime Director, the Company will pay to Mr. Manoj Dhansukhlal Suratwala in respect of such financial year(s) in which such inadequacy or loss arises, an amount of remuneration, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors, CFO, CS or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

**5. To re-appoint Mrs. Hemaben Pankajkumar Sukhadia (DIN: 01980774) as the Non-Executive Director of the Company;**

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

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, and in accordance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Hemaben Pankajkumar Sukhadia (DIN: 01980774), Non-Executive, Non-Independent Director of the Company, be and is hereby re-appointed as Non-Executive, Non-Independent Director of the Company with effect from July 19, 2024 liable to retire by rotation.

**RESOLVED FURTHER THAT** on recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2024 approved the payment of remuneration upto an amount not exceeding ₹11,40,000/- (Rupees Eleven Lakhs Forty Thousand Only) Per annum. The remuneration payable is inclusive of all the perquisites, benefits, amenities and other allowance as may be paid from time to time to Mrs. Hemaben Pankajkumar Sukhadia (DIN: 01980774)

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions."

**6. To re-appoint Mr. Pramod Jain (DIN 07009115) as the Non-Executive Independent Director of the Company;**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Pramod Jain (DIN: 07009115), who was appointed as the Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from November 30, 2019 to November 29, 2024, (both days inclusive) and who being eligible for re-appointment as the Non-Executive Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from November 30, 2024 to November 29, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby

authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**7. To re-appoint Ms. Dimple Sanghvi (DIN: 08626088) as the Non-Executive Independent Director of the Company;**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Ms. Dimple Sanghvi (DIN: 08626088), who was appointed as the Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from November 30, 2019 to November 29, 2024, (both days inclusive) and who being eligible for re-appointment as the Non-Executive Independent Director has given her consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from November 30, 2024 to November 29, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**8. To consider and approve material related party transaction(s) with 'Suratwala Properties LLP' material modification thereto;**

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

**"RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 ("the Act") and applicable provisions

of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) circular (s) thereof for the time being in force) ("LODR Regulations") ) and the Company's policy on Related Party transaction(s), approval of Members 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 any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for entering into and/or carrying out and /or continuing with contracts/agreements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for Financial Year 2024-25 with Suratwwala Properties LLP (SPLLP"), being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or as fresh and independent transaction(s) or otherwise.

**RESOLVED FURTHER THAT** the aforesaid contracts/ arrangements/transactions shall be carried out on an arm's length basis and the contracts/arrangements/transactions by way of continuation(s) or renewal(s) or extension(s) or fresh and independent transaction(s) or otherwise with SPLLP for an aggregate limit which shall not exceed Rupees 150 Crore (Rupees One Hundred and Fifty Crore Only) during Financial Year 2024-25 and any modification of such contracts/arrangements/transactions upto 10% of the proposed limit of each transaction.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company for execution of contracts/arrangements/ transactions and to give effect to this Resolution." - special

**9. To consider and approve material related party transaction(s) with Suratwwala Natural Energy Resource LLP, material modification thereto;**

**"RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 ("the Act") and applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) circular (s) thereof for the time being in force) ("LODR Regulations") ) and the Company's policy on Related Party transaction(s), approval of Members 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 any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for entering into and/or carrying out and /or continuing with contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for Financial Year 2024-25 with Suratwwala Natural Resource LLP (SNERLLP"), being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/transactions or as fresh and independent transaction(s) or otherwise.

**RESOLVED FURTHER THAT** the aforesaid contracts/ arrangements/transactions shall be carried out on an arm's length basis and the contracts/arrangements/transactions by way of continuation(s) or renewal(s) or extension(s) or fresh and independent transaction(s) or otherwise with SNERLLP for an aggregate limit which shall not exceed Rupees 150 Crore (Rupees One Hundred and Fifty Crores Only) during Financial Year 2024-25 and any modification of such contracts/arrangements/transactions upto 10% of the proposed limit of each transaction.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company for execution of contracts/arrangements/ transactions and to give effect to this Resolution."

**10. To consider and approve material related party transaction(s) with Suratwwala Rooyal Hills Properties LLP, material modification thereto**

**"RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 ("the Act") and applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) circular (s) thereof for the time being in force) ("LODR Regulations") ) and the Company's policy on Related Party transaction(s), approval of Members 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 any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for entering into and/or carrying out and /or continuing with contracts/agreements/ transactions (whether individual transaction or transactions



taken together or series of transactions or otherwise), for Financial Year 2024-25 with Suratwwala Royyal Hills Properties LLP (SRHPLLP”), being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/transactions or as fresh and independent transaction(s) or otherwise.

**RESOLVED FURTHER THAT** the aforesaid contracts/arrangements/transactions shall be carried out on an arm's length basis and the contracts/arrangements/transactions by way of continuation(s) or renewal(s) or extension(s) or fresh and independent transaction(s) or otherwise with Suratwwala Royyal Hills Properties LLP for an aggregate limit which shall not exceed Rupees 150 Crore (Rupees One Hundred and Fifty Crores Only) during Financial Year 2024-25 and any modification of such contracts/arrangements/transactions upto 10% of the proposed limit of each transaction.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company for execution of contracts/arrangements/ transactions and to give effect to this Resolution.”

**11. To consider and approve for giving authorization to Board of Directors under section 186 of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of the resolution passed by the Members and pursuant to the provisions of Section

186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body, corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limits under section 186 (2) of the Companies Act 2013 i.e. presently being 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 and shall not at any time exceed the aggregate limit of ₹200 Crores (Rupees Two Hundred and Fifty Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).

**BY THE ORDER OF BOARD OF DIRECTORS  
SURATWWALA BUSINESS GROUP LIMITED**

**SD/-  
POOJA THORAVE  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO. A74339**

**Registered office address:**  
S. NO. 4/38, SUMANGAL, FIRST FLOOR, SAHAKAR COLONY  
BEHIND SBI, OFF KARVE ROAD, ERANDWANE PUNE 411004  
CIN: L45200PN2008PLC131361  
Website: www.suratwwala.co.in

**DATE: AUGUST 23, 2024  
PLACE: PUNE**

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 03/2022 dated 05<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022, General circular No. 09/2023 dated September 25<sup>th</sup>, 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated October 7<sup>th</sup>, 2023 has extended the relaxations from holding the Annual General Meeting through Video Conferencing/ other Audio Visual means (VC/OAVM) and from printing and dispatching of Physical Copies of Annual Reports and to conduct the AGMs through VC/ OAVM till September 30, 2024. However, in terms of Regulation 36(1)(c) of LODR Regulations, Company is required to send hard copy of full Annual Report to those shareholders who request for the same.  
  
Members who wish to have physical copy may write to the Company Secretary of the Company at [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in) or submit a written request to the Registered Office of the Company. In accordance with the aforesaid circulars, the web link of the Annual Report and the Notice convening the AGM of the Company is being sent in electronic mode only to members whose e-mail address are registered with the Company or the Depository Participant(s). Those members, whose email address are not registered with the Company or with their respective Depository Participant(s) and who wish to receive the Notice of the AGM and the Annual Report for the financial year ended March 31, 2024, can get their email address registered by following the steps as detailed in the Notice convening the AGM. The Annual Report of the Company is available on the Company website [www.suratwwala.co.in](http://www.suratwwala.co.in)
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, the Annual Report for the Financial Year 2023-24 including Notice of the 17<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.suratwwala.co.in](http://www.suratwwala.co.in) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>
6. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to [svpfcs@gmail.com](mailto:svpfcs@gmail.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) and [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in) Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.
7. 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 AGM.
8. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
9. Members who wish to obtain any information on the

Company or view the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2024 can send their queries at [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in) at least 7 (Seven) days before the date of 17<sup>th</sup> AGM. The same will be replied by/on behalf of the Company suitably.

10. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Link Intime India Pvt. Ltd. ('LIPL') for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
12. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the members during the AGM. Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e., 27<sup>th</sup> September 2024 (Date of AGM). Members seeking to inspect such documents can send an email to [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in)
13. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
14. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
15. Institutional / Corporate Shareholders (i.e. other than individuals/ 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 AGM 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 to [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in)
16. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.suratwwala.co.in](http://www.suratwwala.co.in)
17. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at [www.suratwwala.co.in](http://www.suratwwala.co.in)
18. The Members can join the AGM 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.
19. Details of Directors proposed to be appointed/re-appointed at the ensuing AGM, as required by Regulation 26 and 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS – 2) are forming part of this Notice.
20. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 20<sup>th</sup> September 2024), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Board of Directors has appointed Mr. Shridhar Phadke (Membership No. 7867 and CP No. 18622) of M/s SVP & ASSOCIATES, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
23. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar of the Company (Link Intime).
24. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA



Circulars, the Company is offering “remote e-voting facility” 3 days prior to the date of AGM and “e- voting facility” during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.

26. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**Process and manner for attending the General Meeting through InstaMeet:**

**1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.**

- Select the “Company” and ‘Event Date’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/ Company.
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through Insta Meet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once

**27. Procedure and instructions relating to e-Voting:**

The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 20<sup>th</sup> September, 2024, may cast their vote by remote e-voting. The remote e-voting period commences on Tuesday, 24<sup>th</sup> September, 2024 at 09:00 A.M. (IST) and ends on Thursday, 26<sup>th</sup> September, 2024 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through Insta Meet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta MEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **InstaMeet Support Desk**

#### **Link Intime India Private Limited**

#### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

#### **Login method for Individual shareholders holding securities in demat mode is given below: Individual Shareholders holding securities in demat mode with NSDL:**

#### **METHOD 1 - If registered with NSDL IDeAS facility**

#### **Users who have registered for NSDL IDeAS facility:**

Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".

Enter user id and password. Post successful authentication, click on "Access to e-voting".

- a) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **User not registered for IDeAS facility:**

To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Proceed with updating the required fields.

Post registration, user will be provided with Login ID and password.

After successful login, click on "Access to e-voting".

- a) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - By directly visiting the e-voting website of NSDL:**

Visit URL: <https://www.evoting.nsdl.com/>

Click on the "Login" tab available under 'Shareholder/ Member' section.

Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

- a) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with CDSL:**

#### **METHOD 1 – From Easi/Easiest**

#### **Users who have registered/ opted for Easi/Easiest**

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).

- a) Click on New System Myeasi
- b) Login with user id and password
- c) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- d) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Users not registered for Easi/Easiest**

To register visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- a) Proceed with updating the required fields.
- b) Post registration, user will be provided Login ID and password.
- c) After successful login, user able to see e-voting menu.

- d) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

Visit URL: <https://www.cdslindia.com/>

Go to e-voting tab.

Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- a) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- b) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Visit URL: <https://instavote.linkintime.co.in>

1. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form

shall provide EventNo+FolioNumber registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! # \$ & \*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

#### **STEP 1 – Registration**

Visit URL: <https://instavote.linkintime.co.in>

- a) Click on Sign up under “Corporate Body/ Custodian/ Mutual Fund”
- b) Fill up your entity details and submit the form.
- c) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- d) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- e) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 –Investor Mapping**

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

Click on “Investor Mapping” tab under the Menu Section Map the Investor with the following details:

- a. ‘Investor ID’ -
  - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
  - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. ‘Investor’s Name - Enter full name of the entity.
- c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
- d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- a) Click on Submit button and investor will be mapped now.
- b) The same can be viewed under the “Report Section”.

#### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### **METHOD 1 - VOTES ENTRY**

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

Click on ‘Votes Entry’ tab under the Menu section.

Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.

Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

After selecting the desired option i.e., Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

##### **VOTES UPLOAD:**

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

You will be able to see the notification for e-voting in inbox.

- a) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- b) Download sample vote file from ‘Download Sample Vote File’ option.
- c) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- d) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

##### **Helpdesk:**

##### **Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

##### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on '**Login**' under '**Corporate Body/ Custodian/ Mutual Fund**' tab and further Click '**forgot password?**'

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVote Support Desk  
Link Intime India Private Limited**



**Item No 2:****ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**To re-appoint Mr. Manoj Dhansukhlal Suratwala, Director (DIN: 01980434), who retires by rotation pursuant to Section 152 (6) of the Companies Act 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.**

Sr. No.	Particulars	Details
1	Name of the Director	Manoj Dhansukhlal Suratwala
2	Designation	Whole-Time Director
3	Date of Birth	10/04/1968
4	Qualification	Bachelor of Commerce
5	Date of original appointment	31/01/2008
6	Date of appointment as Whole-Time Director	November 30, 2019
7	Date and Term of Re-appointment	November 30, 2024 till November 29, 2029 (For 5 Years, liable to retire by rotation and terms of appointment to remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mr. Manoj Suratwala has been re-appointed as a Whole Time Director of the Company, effective from November 30, 2024, for a period 5 years, subject to the approval of the members of the Company.
9	Experience and Expertise	Mr. Manoj Suratwala is the Promoter & the Whole-Time Director of the Company. He holds a Bachelor's degree in Commerce from the University of Pune, a qualification that has laid a strong foundation for his career in business management.  Throughout his career, Mr. Manoj Suratwala has demonstrated proficiency in overseeing and managing diverse projects within various sectors. His expertise spans across operational strategies, project planning, implementation, and ensuring efficient execution to achieve organizational goals.  Further, his hands-on approach combined with a strong background and 25 years of practical experience makes him a valuable asset of the organization.
10	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Jatin Suratwala (Managing Director of the Company) is brother of Mr. Manoj Suratwala. Mrs. Hemaben Sukhadia (Non-Executive –Director is sister of Mr. Manoj Suratwala.
11	Details of last drawn Remuneration	₹48,00,000/- Per Annum (Rupees Fourty Eight Lakhs only)
12	No. of Shares held in the Company	2,28,75,080 Equity Shares
13	Directorship in other Companies	NIL
14	Chairmanship/Membership of Committees in the Board of other Companies	NIL
15	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
16	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/24, both dated 20 June 2018	We confirm that Mr. Manoj Suratwala is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority

**Annexure to Notice**

**(Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”))**

**SPECIAL BUSINESS:**

**Item No: 03**

**To re-appoint Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) as the Managing Director of the Company for a period of 5 years and to fix his Remuneration;**

Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) the Chairman & Managing Director is been associated with the company since its Inception. He holds an extensive experience of more than 18 years in the Real- Estate Industry. He is the promoter of the Company and was appointed as the Chairman & Managing Director of the Company w.e.f. November 30, 2019 for a term of 5 years by the Members of the Company. The said term of 5 years is ending on November 29, 2024.

Pursuant to the provisions of the Companies Act 2013, a Managing Director can be re-appointed for another term and such appointment shall not be made earlier than one year before the expiry of his Term. And hence the re-appointment is recommended within the prescribed limits and before the expiry of his ongoing term. Accordingly, the Agenda for re-appointment of Mr. Jatin Suratwala is also recommended by the Nomination and Remuneration Committee in their meeting and is also approved by the Board in their meeting held on August 10, 2024.

Hence the members are suggested to consider and if thought fit pass the following resolution for Re-appointment of Mr. Jatin Dhansukhlal Suratwala (DIN: 01980329) as the Chairman and

Managing Director of the Company for another term of 5 (five) years beginning from November 30, 2024 till November 29, 2029,

Further in accordance with Section 197 and 198 read with Schedule V of the Companies Act 2013 and subject to approval of members by means of Special Resolution the board has decided to fix the overall managerial remuneration of Mr. Jatin Suratwala at ₹84,00,000/- (Rupees Eighty-Four Lakhs only) (except reimbursement of expenses) per annum, in accordance with and as approved by the members in the 15th Annual General Meeting of the Company held on August 19, 2022 and also in accordance with the limits prescribed under section 197 and 198 Companies Act 2013.

Except Mr. Jatin Dhansukhlal Suratwala or his relatives none of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner in the resolution set out in Item 3 of special Business of the Notice of 17<sup>th</sup> AGM.

The Board recommends the Special Resolution for the Item 3 of Special Business set out in the Notice of 17<sup>th</sup> AGM.

**ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**BRIEF PROFILE OF MR. JATIN DHANSUKHLAL SURATWALA (DIN: 01980329)**

Sr. No.	Particulars	Details
1	Name of the Director	Jatin Dhansukhlal Suratwala (DIN: 01980329)
2	Designation	Managing Director
3	Date of Birth	13.02.1972
4	Qualification	Diploma in Metallurgy from Government Polytechnic, Pune.
5	Date of original appointment	31/01/2008
6	Date of appointment as Managing Director	November 30, 2019
7	Date and Term of Re-appointment	November 30 2024 till November 29, 2029 (For 5 Years, liable to retire by rotation and others terms of appointment to be remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mr. Jatin Suratwala has been re-appointed as a Managing Director of the Company, effective from November 30, 2024, for a period 5 years, subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

10	Experience and Expertise	Mr. Jatin Suratwala is the Promoter and Managing Director of the Company. He is being associated with the Company since its inception and has been a cornerstone of our Company, bringing with him over three decades of dedicated service and leadership. He oversees all business operations for our company and its subsidiaries, leveraging his extensive knowledge and expertise to drive our success in the industry. His strategic leadership and deep understanding of the market dynamics play a pivotal role in achieving our company's goals and ensuring sustained growth. Along with his profound knowledge and experience of over three decades he holds a Diploma in Metallurgy from Government Polytechnic, Pune.
11	Details of last drawn Remuneration	₹48,00,000/- Per Annum (Rupees Forty-Eight Lakhs only)
12	No. of Shares held in the Company	6,71,14,020 Equity Shares
13	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Manoj Suratwala (Whole Time Director of the Company) is brother of Mr. Jatin Suratwala Mrs. Hemaben Pankajkumar Sukhadia (Non-Executive –Director) is sister of Mr. Jatin Suratwala
14	Directorship in other Companies	NIL
15	Chairmanship/Membership of Committees in the Board of other Companies	NIL
16	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
17	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	We confirm that Mr. Jatin Suratwala is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority

**SPECIAL BUSINESS:****Item No: 04****To re-appoint Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) as Whole Time Director of the Company for a period of 5 years and fix his remuneration.**

Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) the Whole-Time Director is also been associated with the company since its Inception. He is the promoter of the Company and was appointed as the Whole- Time Director of the Company w.e.f. November 30, 2019 for a term of 5 years by the Members of the Company. The said term of 5 years is ending on November 29, 2024.

Pursuant to the provisions of the Companies Act 2013, a Whole- Time Director can be re-appointed for another term and such appointment shall not be made earlier than one year before the expiry of his Term. And hence the re-appointment is recommended within the prescribed limits and before the expiry of his ongoing term. Accordingly, the Agenda for re-appointment of Mr. Manoj Dhansukhlal Suratwala is also recommended by the Nomination and Remuneration Committee in their meeting and is also approved by Board in their meeting held on 10<sup>th</sup> August 2024.

Hence the members are suggested to consider and if thought

fit pass the following resolution for Re-appointment of Mr. Manoj Dhansukhlal Suratwala (DIN: 01980434) as the Whole-Time Director of the Company for another term of 5 (five) years beginning from November 30, 2024 till November 29, 2029, subject to the approval of members in the ensuing Annual General Meeting of the Company.

Further in accordance with Section 197 and 198 read with Schedule V of the Companies Act 2013 and subject to approval of members by means of Special Resolution the board has decided to fix the overall managerial remuneration of Mr. Manoj Suratwala at ₹84,00,000/- (Rupees Eighty-Four Lakhs only) (except reimbursement of expenses) per annum, in accordance with and as approved by the members in the 15<sup>th</sup> Annual General Meeting of the Company held on August 19, 2022 and also in accordance with the limits prescribed under section 197 and 198 Companies Act 2013.

Except Mr. Manoj Dhansukhlal Suratwala or his relatives none of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner in the resolution set out in Item 4 of special Business of the Notice of 17<sup>th</sup> AGM.

The Board recommends the Special Resolution for the Item 4 of Special Business set out in the Notice of 17<sup>th</sup> AGM.

**ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**BRIEF PROFILE OF MR. MANOJ DHANSUKHLAL SURATWALA (DIN: 01980434)**

Sr. No.	Particulars	Details
1	Name of the Director	Manoj Dhansukhlal Suratwala
2	Designation	Whole-Time Director
3	Date of Birth	10/04/1968
4	Qualification	Bachelor of Commerce
5	Date of original appointment	January 01, 2008
6	Date of appointment as Whole-Time Director	November 30, 2019
7	Date and Term of Re-appointment	November 30, 2024 till November 29, 2029 (For 5 Years, liable to retire by rotation and terms of appointment to remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mr. Manoj Suratwala has been re-appointed as a Whole Time Director of the Company, effective from November 30, 2024, for a period 5 years, subject to the approval of the members of the Company.
9	Experience and Expertise	Mr. Manoj Suratwala is the Promoter & the Whole-Time Director of the Company. He holds a Bachelor's degree in Commerce from the University of Pune, a qualification that has laid a strong foundation for his career in business management.  Throughout his career, Mr. Manoj Suratwala has demonstrated proficiency in overseeing and managing diverse projects within various sectors. His expertise spans across operational strategies, project planning, implementation, and ensuring efficient execution to achieve organizational goals.  Further, his hands-on approach combined with a strong background and 25 years of practical experience makes him a valuable asset of the organization.
10	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Jatin Suratwala (Managing Director of the Company) is brother of Mr. Manoj Suratwala. Mrs. Hemaben Sukhadia (Non-Executive Non- Independent Director is sister of Mr. Manoj Suratwala.
11	Details of last drawn Remuneration	₹48,00,000/- Per Annum (Rupees Forty-Eight Lakhs only)
12	No. of Shares held in the Company	2,28,75,080 Equity Shares
13	Directorship in other Companies	NIL
14	Chairmanship/Membership of Committees in the Board of other Companies	NIL
15	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
16	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	We confirm that Mr. Manoj Suratwala is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority

**SPECIAL BUSINESS:**

**Item No: 05**

**To re-appoint Mrs. Hemaben Pankajkumar Sukhadia (DIN: 01980774) as the Non-Executive Director of the Company;**

Mrs. Hemaben Pankajkumar Sukhadia is been associated with the Company since 2008. She was appointed as Whole-Time Director of the Company in 2019. In the year 2022 the designation of Mrs. Hemaben Pankajkumar Sukhadia was changed to Non-Executive Non-Independent Director of the Company. Considering Mrs. Hemaben Pankajkumar Sukhadia's integral role in overseeing the Company's operations and her valuable guidance, it is beneficial for the Company to re-appoint her as a Non-Executive, Non-Independent Director.

In accordance with the same the Board of Directors has decided to re-appoint Mrs. Hemaben Pankajkumar Sukhadia beginning from July 19, 2024. Accordingly, the Board of Directors at its meeting held on August 10, 2024, and on the recommendation of the Nomination and Remuneration Committee and has approved the re-appointment of Mrs. Hemaben Pankajkumar Sukhadia as a Non-Executive,

Non-Independent Director of the Company w.e.f. July 19, 2024 and approved the payment of remuneration upto an amount not exceeding ₹11,40,000/- (Rupees Eleven Lakhs Forty Thousand Only) Per annum. The consent of Mrs. Hemaben Pankajkumar Sukhadia to be re-appointed as the Non-Executive, Non-Independent Director of the Company has been obtained by the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Except Mrs. Hemaben Pankajkumar Sukhadia or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Special Resolution for the Item 5 of Special Business set out in the Notice of 17<sup>th</sup> AGM.

**ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**Annexure A for MRS. HEMABEN PANKAJKUMAR SUKHADIA (DIN: 01980774)**

Sr. No.	Particulars	Details
1	Name of the Director	Mrs. Hemaben Pankajkumar Sukhadia
2	Designation	Non- Executive Non-Independent Director
3	Date of Birth	03/11/1969
4	Qualification	HSC from Maharashtra State Board
5	Date of original appointment	31/01/2008
6	Date of appointment as Whole-Time Director Date of Change in Designation to Non- Executive Non-Independent Director	November 30, 2019 July 19, 2022
7	Date of Re-appointment	July 19, 2024 (Liable to retire by rotation and terms of appointment to remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mrs. Hemaben Pankajkumar Sukhadia has been re-appointed as a Non- Executive Non-Independent Director of the Company, effective from July 19, 2024, subject to the approval of the members of the Company.
9	Experience and Expertise	Mrs. Hemaben Pankajkumar Sukhadia has been an integral part of the company since its inception, having originally joined in 2008. She plays a crucial role in overseeing the company's operations and provides valuable guidance. Her leadership and expertise contribute significantly to the organization's success. Mrs. Sukhadia completed her HSC from the Maharashtra State Board, demonstrating her commitment to continuous learning and professional development.
10	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Jatin Suratwala (Managing Director of the Company) is brother of Mrs. Hemaben Pankajkumar Sukhadia. Mr. Manoj Suratwala (Whole Time – Director is brother of Mrs. Hemaben Pankajkumar Sukhadia.
11	Details of last drawn Remuneration	₹11,40,000/- Per Annum (Rupees Eleven Lakhs Forty Thousand only)
12	No. of Shares held in the Company	78,03,020 Equity Shares
13	Directorship in other Companies	NIL
1414	Chairmanship/Membership of Committees in the Board of other Companies	NIL
15	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
16	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	We confirm that Mrs. Hemaben Pankajkumar Sukhadia is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority



**SPECIAL BUSINESS:**

**Item No: 06**

**TO CONSIDER THE RE-APPOINTMENT OF MR. PRAMOD JAIN (DIN: 07009115) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.**

Mr. Pramod Jain (DIN: 07009115) was appointed as the Non-Executive Independent Director w.e.f. November 30, 2019 by the Company in accordance with the provisions of the Companies Act, 2013 read along with the Rules thereto (hereinafter referred to as "the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"; for a period of 5 (Five) consecutive years, i.e. till November 30, 2024.

Accordingly, the term of 5 years of Mr. Pramod Jain is coming to an end and the Board on the recommendation of the Nomination and Remuneration Committee has decided to re-appoint him for another term of 5 Years. However, as per Section 149(10) the re-appointment of the Non-Executive Independent Director for a second term of up to 5 years is subject to the approval of the members of the Company by means of a Special Resolution.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Pramod Jain, for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Act. Since his appointment as the Non-Executive Independent Director has been recommended by the Nomination and Remuneration Committee, the requirement of deposit of 1,00,000/- for proposing his candidature is not applicable pertaining to the first proviso to Section 160 (1) of the Act.

The Board of Directors is of the opinion that Mr. Pramod Jain possesses adequate knowledge and varied experience which has been a great value to the Company and shall be beneficial to the Company in years to come. Therefore, the Board and its Committee has recommended the Resolution relating to his appointment as a Non-Executive Independent Director (not liable to retire by rotation).

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 6 of special Business of the Notice of 17<sup>th</sup> AGM.

The Board recommends the Special Resolution for the Item 6 of Special Business set out in the Notice of 17<sup>th</sup> AGM.

**ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**BRIEF PROFILE OF MR. PRAMOD JAIN (DIN 07009115)**

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Pramod Kumar Jain
2	Designation	Non-Executive Independent Director
3	Date of Birth	01/02/1962
4	Qualification	CA, MBA, FCS, ACA, ACMA, CFA, PGDFA, LL. B
5	Date of original appointment	November 30, 2019
6	Date of appointment as Non-Executive Independent Director	November 30, 2019
7	Date and Term of Re-appointment	November 30, 2024 till November 29, 2029 (For 5 Years, not liable to retire by rotation and terms of appointment to remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Mr. Pramod Jain has been re-appointed as a Non-Executive Independent Director of the Company, effective from November 30, 2024, for a period 5 years, subject to the approval of the members of the Company.

Sr. No.	Particulars	Details
9	Experience and Expertise	<p>Mr. Pramod Jain Pramod Jain is a highly accomplished professional with over 20 years of rich corporate experience in multifaceted roles including Finance Head, Legal Head, and Company Secretary. His expertise spans across financial management, legal compliance, and corporate governance, making him a pivotal figure in strategic decision-making within organizations.</p> <p>In addition to his corporate career, Pramod Jain is a renowned public speaker known for his insightful presentations on finance, business strategy, and leadership. He has captivated audiences with his profound knowledge and engaging communication style.</p> <p>Mr. Pramod Jain is also a published author, having written two popular books titled "Finance for Value Creation" and "You Are A Born Winner". These books reflect his deep understanding of financial principles and his passion for motivating individuals towards personal and professional success.</p> <p>Currently based in Pune, Mr. Pramod Jain practices as a Chartered Accountant, Insolvency Professional, and Business Valuation Professional (SFA). His practice is characterized by a commitment to excellence and a client-centric approach, where he applies his extensive knowledge and experience to provide valuable insights and solutions.</p> <p>Throughout his career, Mr. Pramod Jain has earned a reputation for integrity, expertise, and innovation, consistently delivering results and adding significant value to the organizations and individuals he serves.</p>
10	Disclosure of relationships between directors (in case of appointment of a director)	He is not related to any of the Director or KMP of the Company
11	Directorship in other Companies	NIL
12	Chairmanship/Membership of Committees in the Board of other Companies	NIL
13	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
14	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	Not applicable

#### SPECIAL BUSINESS:

##### Item No: 07

#### **TO CONSIDER THE RE-APPOINTMENT OF MS. DIMPLE KIRIT SANGHVI (DIN: 08626088) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 CONSECUTIVE YEARS.**

Ms. Dimple Kirit Sanghvi (DIN: 08626088) was appointed as the Non-Executive Independent Director w.e.f. November 30, 2019 by the Company in accordance with the provisions of the Companies Act, 2013 read along with the Rules thereto (hereinafter referred to as "the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations", for a period of 5 (Five) consecutive years, i.e. till November 30, 2024.

Accordingly, the term of 5 years of Ms. Dimple Kirit Sanghvi (DIN: 08626088) is coming to an end and the Board on the recommendation of the Nomination and Remuneration Committee has decided to re-appoint her for another term of 5 Years. However, as per Section 149(10) the re-appointment of the Non-Executive Independent Director for a second term of up to 5 years is subject to the approval of the members of the Company by means of a Special Resolution.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Ms. Dimple Kirit Sanghvi (DIN: 08626088), for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. Since her appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee, the requirement of deposit of 1,00,000/- for proposing her candidature is not applicable pertaining to the first proviso to Section 160 (1) of the Act.

The Board of Directors is of the opinion that Ms. Dimple Kirit Sanghvi possess extensive knowledge and diverse experience that has significantly benefited the Company and is expected to continue doing so in the future. Therefore, the Board and its Committee has recommended the Resolution relating to her appointment as the Non-Executive Independent Director (not liable to retire by rotation).

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 7 of special Business of the Notice of 17th AGM.

The Board recommends the Special Resolution for the Item 7 of Special Business set out in the Notice of 17th AGM.

**ADDITIONAL INFORMATION ON DIRECTOR BEING REAPPOINTED [AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:**

**BRIEF PROFILE MS. DIMPLE SANGHVI (DIN: 08626088)**

Sr. No.	Particulars	Details
1	Name of the Director	Ms. Dimple Kirit Sanghvi
2	Designation	Non-Executive Independent Director
3	Date of Birth	21/02/1978
4	Qualification	Lean Six Sigma Master Black Belt certified FROM Indian statistical institute ISI, Project Management Professional from PMI USA. Certified in Operational Research from ISI, Data Science Practitioner.
5	Date of original appointment	30 <sup>th</sup> November, 2019
6	Date of appointment as Non-Executive Independent Director	30 <sup>th</sup> November, 2019
7	Date and Term of Re-appointment	November 30 <sup>th</sup> , 2024 till November 29 <sup>th</sup> , 2029 (For 5 Years, not liable to retire by rotation and terms of appointment to remain unchanged)
8	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Ms. Dimple Kirit Sanghvi has been re-appointed as a Non-Executive Independent Director of the Company, effective from November 30, 2024, for a period 5 years, subject to the approval of the members of the Company.
9	Experience and Expertise	Dimple Sanghvi is a seasoned professional, with over 24 years of leadership experience, Dimple brings expertise across key areas such as Lean Six Sigma, Predictive Analytics, Data Science, Machine Learning, and Process Optimization. Her vast knowledge enables her to provide strategic guidance that fosters business innovation and enhances operational performance. She is recognized for her ability to leverage advanced data analytics and AI technologies to drive sustainable growth and maintain a competitive edge in today's dynamic business environment. Dimple's leadership philosophy is centred on collaboration, continuous improvement, and ethical decision-making. With her extensive experience in business transformation, she consistently aligns boardroom discussions with the company's strategic objectives, ensuring alignment with shareholder interests. In addition to her directorship role, Dimple is a sought-after leadership coach and an advocate for empowering emerging leaders. Her passion for sharing knowledge extends to her work as a freelance trainer, where she helps organizations and individuals achieve their fullest potential.
10	Disclosure of relationships between directors (in case of appointment of a director)	She is not related to any of the Director or KMP of the Company
11	Directorship in other Companies	NIL
12	Chairmanship/Membership of Committees in the Board of other Companies	NIL
13	Nature, material terms, monetary value and particulars of the contract or arrangement	Not applicable
14	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	Not applicable

**SPECIAL BUSINESS:****Item No: 08****To consider and approve material related party transaction(s) with 'Suratwala Properties LLP' and material modification thereto.**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended vide the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 01, 2022, states that all Related Party Transaction ('RPT') with an aggregate value exceeding ₹1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, being a material related party transaction, shall require approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of Directors of the Company ("the Board"), Members had approved the related party transactions between Suratwala Business Group Limited ("Suratwala/ the Company") with Suratwala Properties LLP ("SPLLP"), for Financial Year 2023-24 at the Annual General Meeting ("AGM") held on September 30, 2023. As per the SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022, approval granted by the Members for the material RPTs shall be valid upto the next AGM, accordingly, the Audit Committee and Board at their respective meeting held on May 24, 2024 approved and recommended for the approval of the Members transactions between the Company and SPLLP for the Financial Year 2024-25.

The Company in its ordinary course of business engages in contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Suratwala Properties LLP ("SPLLP"), being a related party of the Company, on an arms' length basis, for the Turnkey Project of the Company. All the contracts/arrangements/transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SPLLP are expected to cross the applicable materiality thresholds of ₹1000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower. The transactions by the Company with SPLLP, for the Financial Year 2024-25 are estimated to be ₹150 Crore (Rupees One Hundred and Fifty Crore Only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore, it is a Material Related Party Transactions. Accordingly, it requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

All the aforesaid transactions are undertaken pursuant to specific approvals and are in furtherance of the business activities and are in accordance with the applicable laws, and therefore, are in the interest of the Company.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 issued by SEBI, following information relating to proposed related party transaction to be entered into by the Company so as to enable the members to take decision in this regard:

Sr. No.	Particulars	Disclosure
1.	Name of the Related Party	Suratwala Properties LLP
2.	Name of the director or key managerial personnel who is related	Mr. Jatin Dhansukhlal Suratwala Mr. Manoj Dhansukhlal Suratwala Mrs. Hemaben Pankajkumar Sukhadia
3.	Nature of Relationship	Directors of the Company are Designated Partners of the LLP.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> <li>Nature of the Contract:</li> <li>Availing or rendering of any services</li> <li>Material Terms of the Contract, Monetary Value of Contract and Particulars of Contract</li> <li>The Supplemental Contract Agreement for the Turnkey Project of Building, 'Suratwala Mark Plazzo, Hinjewadi, Pune' and O2 Oxygen Spring, Mulshi. Monetary value of proposed aggregate transaction(s) during financial year 2024-25 and onward is expected to be `100.00 Crores'</li> </ul>
5.	Summary of the information provided by the management of the listed entity to the audit committee	As captured in the explanatory statement and also in the report of the Company
6.	Justification for why the proposed transaction is in the interest of listed entity	Continuation of existing contract for the Turnkey Project with related party in-house and of desired quality at market price.

Sr. No.	Particulars	Disclosure
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Details of the source of funds in connection with proposed transaction; Where the financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, Nature of indebtedness Cost of funds and Tenure Applicable terms, including covenants, tenure, interest rates and repayment schedule, whether secured or unsecured; if secured, the nature of security. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
8.	A statement that the valuation report or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the Compliance team and Statutory Auditors.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of proposed RPT, on a voluntary basis.	Members approval is being sought for the said related party transaction considering the percentage and consolidated turnover aspects.
10.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

Your directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 8 of this Notice.

Mr. Jatin Suratwala, Mr. Manoj Suratwala and Mrs. Hemaben Sukhadia and their relatives are interested in the above Resolution as they are Designated Partners in 'Suratwala Properties LLP'. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Company.

The Members may please note that in terms of the applicable provisions, no related party(ies) shall vote to approve the Ordinary Resolution provided as Item No. 8 of the accompanying Notice.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an Ordinary Resolution.

#### **SPECIAL BUSINESS:**

##### **Item No: 09**

#### **To consider and approve material related party transaction(s) with Suratwala Natural Energy Resource LLP, material modification thereto**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended vide the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 01, 2022, states that all Related Party Transaction ('RPT') with an aggregate value exceeding ₹ 1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, being a material related party transaction, shall require approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

Based on the recommendation of the Audit Committee and Board at their respective meeting held on May 24, 2024 approved and recommended for the approval of the Members transactions between the Company and Suratwala Natural Energy Resource LLP for the Financial Year 2024-25. Such approval for related party transaction will be valid till the next Annual General Meeting.

The Company in its ordinary course of business engages in contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Suratwala Natural Energy Resource LLP ("SNERLLP"), being a related party of the Company, on an arms' length basis, for the installation of Solar panels and other related activities. All the contracts/arrangements/transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SNERLLP are expected to cross the applicable materiality thresholds of ₹1000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower. The transactions by the Company with SNERLLP, for the Financial Year 2024-25 are estimated to be ₹ 150 Crore (Rupees One Hundred and Fifty Crore Only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, one of the criteria prescribed above in



the amended definition of Material Related Party Transactions and therefore, it is a Material Related Party Transactions. Accordingly, it requires approval of the Members of the Company by way of passing of an **Ordinary Resolution**.

All the aforesaid transactions are undertaken pursuant to specific approvals and are in furtherance of the business activities and are in accordance with the applicable laws, and therefore, are in the interest of the Company.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and Circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022 issued by SEBI, following information relating to proposed related party transaction to be entered into by the Company so as to enable the members to take decision in this regard:

Sr. No.	Particulars	Disclosure
1.	Name of the Related Party	Surartwwala Natural Energy Resource LLP
2.	Name of the director or key managerial personnel who is related	Mr. Jatin Dhansukhlal Suratwala Mr. Manoj Dhansukhlal Suratwala
3.	Nature of Relationship	Subsidiary LLP of the company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Nature of the Contract: Availing or rendering of any services Sale, purchase or supply of any goods or materials
5.	Summary of the information provided by the management of the listed entity to the audit committee	As captured in the explanatory statement and also in the report of the Company
6.	Justification for why the proposed transaction is in the interest of listed entity	<p>Suratwala Natural Energy Resources LLP (SNERLLP) focuses on solar power generation, including the installation and commissioning of solar plants for industries, commercial outlets, restaurants, and large corporations. It operates under both Power Purchase Agreements (PPA) and Engineering, Procurement, and Construction (EPC) models, delivering solar power solutions efficiently and at competitive rates. These transactions will enhance operational efficiency, ensuring a steady supply of high-quality facilities and improving productivity, thereby fostering synergy between the companies.</p> <p>The Company has existing Equity Investment in Suratwwala Natural Energy Resource LLP giving it a share in profits of the LLP and in addition to this will also deploy surplus funds to support its working capital requirements and maintain the operational liquidity of the LLP.</p> <p>This could involve investing in inventory, receivables, or other short-term/ Long-Term assets that are crucial for maintaining smooth operations.</p> <p>Improving working capital can lead to better operational efficiency, enabling the Company to take advantage of growth opportunities or address unforeseen expenses without disrupting its core activities. Balancing these aspects effectively will be crucial for the Company's financial health and strategic success.</p> <p>The above-mentioned transactions will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity.</p>
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Details of the source of funds in connection with proposed transaction; Where the financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, Nature of indebtedness Cost of funds and Tenure Applicable terms, including covenants, tenure, interest rates and repayment schedule, whether secured or unsecured; if secured, the nature of security. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
8.	A statement that the valuation report or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the Compliance team and Statutory Auditors.

9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of proposed RPT, on a voluntary basis.	Members approval is being sought for the said related party transaction considering the percentage and consolidated turnover aspects.
10.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

Your directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 9 of this Notice.

Mr. Jatin Suratwala, Mr. Manoj Suratwala and their relatives are interested in the above Resolution as they are Designated Partners in 'Suratwala Natural Energy Resources LLP'. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Company.

The Members may please note that in terms of the applicable provisions, no related party(ies) shall vote to approve the Ordinary Resolution provided as Item No. 9 of the accompanying Notice.

The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as an Ordinary Resolution.

**SPECIAL BUSINESS:**

**Item No: 10**

**To consider and approve material related party transaction(s) with Suratwala Royyal Hills Properties LLP, material modification thereto**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended vide the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, states that all Related Party Transaction ('RPT') with an aggregate value exceeding ₹1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, being a material related party transaction, shall require approval of Members by means of an **ordinary resolution**. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

Based on the recommendation of the Audit Committee and Board at their respective meeting held on May 24, 2024 approved and recommended for the approval of the Members transactions between the Company and Suratwala Royyal Hills Properties LLP for the Financial Year 2024-25. Such approval for related party transaction will be valid till the next Annual General Meeting.

The Company in its ordinary course of business engages in contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Suratwala Royyal Hills Properties LLP being a related party of the Company, on an arms' length basis, for the installation of Solar panels and other related activities. All the contracts/arrangements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with Suratwala Royyal Hills Properties LLP are expected to cross the applicable materiality thresholds of ₹1000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower. The transactions by the Company with Suratwala Royyal Hills Properties LLP, for the Financial Year 2024-25 are estimated to be ₹150 Crore (Rupees One Hundred and Fifty Crore Only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore, it is a Material Related Party Transactions. Accordingly, it requires approval of the Members of the Company by way of passing of an **Ordinary Resolution**.

All the aforesaid transactions are undertaken pursuant to specific approvals and are in furtherance of the business activities and are in accordance with the applicable laws, and therefore, are in the interest of the Company.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 issued by SEBI, following information relating to proposed related party transaction to be entered into by the Company so as to enable the members to take decision in this regard.

Sr. No.	Particulars	Disclosure
1.	Name of the Related Party	Surartwala Royyal Hills Properties LLP
2.	Name of the director or key managerial personnel who is related	Mr. Jatin Dhansukhlal Suratwala Mr. Manoj Dhansukhlal Suratwala
3.	Nature of Relationship	Subsidiary LLP of the company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> <li>• Nature of the Contract:</li> <li>• Availing or rendering of any services</li> <li>• Sale, Purchase or Supply of any goods or materials</li> <li>• Other transactions</li> </ul>
5.	Summary of the information provided by the management of the listed entity to the audit committee	As captured in the explanatory statement and also in the report of the Company
6.	Justification for why the proposed transaction is in the interest of listed entity	<p>Surartwala Royyal Hill Properties LLP is currently developing a project named Aryanam, which focuses on creating gated community villas and row houses in the picturesque village of Kasar Amboli, Mulshi, Pune. This project is designed to offer residents luxurious living spaces surrounded by natural beauty, combining tranquility with modern amenities.</p> <p>The Company has existing Equity Investment in Surartwala Royyal Hill Properties LLP giving it a share in profits of the LLP and in addition to this will also deploy surplus funds to support its working capital requirements and maintain the operational liquidity of the LLP.</p> <p>This could involve investing in inventory, receivables, or other short-term/ Long-Term assets that are crucial for maintaining smooth operations.</p> <p>Improving working capital can lead to better operational efficiency, enabling the Company to take advantage of growth opportunities or address unforeseen expenses without disrupting its core activities. Balancing these aspects effectively will be crucial for the Company's financial health and strategic success.</p> <p>These transactions will enhance both companies' business operations, ensuring a steady supply of high-quality facilities and boosting productivity, thereby fostering synergy and sustainability.</p>
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Details of the source of funds in connection with proposed transaction; Where the financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, Nature of indebtedness Cost of funds and Tenure Applicable terms, including covenants, tenure, interest rates and repayment schedule, whether secured or unsecured; if secured, the nature of security. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
8.	A statement that the valuation report or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the Compliance team and Statutory Auditors.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of proposed RPT, on a voluntary basis.	Members approval is being sought for the said related party transaction considering the percentage and consolidated turnover aspects.
10.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

Your directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 10 of this Notice.

Mr. Jatin Suratwala, Mr. Manoj Suratwala and their relatives are interested in the above Resolution as they are Designated Partners in 'Suratwwala Royyal Hills Properties LLP'. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Company.

The Members may please note that in terms of the applicable provisions, no related party(ies) shall vote to approve the Ordinary Resolution provided as Item No. 10 of the accompanying Notice.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as an Ordinary Resolution.

**SPECIAL BUSINESS:**

**Item No: 11**

**To consider and approve for giving authorization to Board of Directors under section 186 of the Companies Act, 2013**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on August 23, 2024 has approved the resolution to give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 not exceeding an amount of ₹200 Crores (Rupees One Hundred and Fifty Crores Only) subject to the approval of shareholders of the Company, in the ensuing Annual General Meeting of the Company.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The Board recommends passing of this **Special Resolution** as set out at Item No. 11 of this Notice, for your approval.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

**BY ORDER OF THE BOARD OF DIRECTOR OF SURATWWALA BUSINESS GROUP LIMITED**

SD/-

**POOJA THORAVE**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO. A74339**

**Place:** Pune

**Date:** August 23, 2024

**Registered office address:**

S. NO. 4/38, SUMANGAL, FIRST FLOOR, SAHAKAR COLONY  
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