

# SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

Email id- [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org); Website- [www.surajindustries.org](http://www.surajindustries.org)

Telephone No: 01970-256414

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September 05, 2020

To,  
The Executive Director  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai-400001

Scrip Code: 526211


Sub: Intimation for the Electronic copy of Notice of 28<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2020 through Video Conferencing/Other Audio visual means

Dear Sir,

Please find attached herewith the electronic copy of the Notice of the 28th Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2020 at 02:00 P.M. 1ST through Video Conferencing / Other Audio Video Means facility, without the physical presence of the Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013, and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India.

You are requested to take the above on record.

Thanking You  
Yours Truly  
For Suraj Industries Ltd

  
Bhanumathy Ramachandran  
(Company Secretary)

Encl: as above

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## NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the members of **M/s Suraj Industries Ltd** will be held on Tuesday, September 29, 2020 at 2.00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”). The venue of the meeting shall be deemed to be the Registered Office of the Company i.e. Plot No.2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh-173212 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the reports of Board of Directors and Auditors’ thereon.
2. To appoint a Director in place of Mrs. Shuchi Bahl (02332887) who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. To consider and pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination & Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mr. Suraj Prakash Gupta (DIN: 00243846), as Managing Director of the Company designated as Key Managerial Personnel for a period of 3 (Three) years with effect from February 06, 2020 at a remuneration of Rs. 1,50,000 /- per month (Rupees One Lakh Fifty Thousand per month).”

**RESOLVED FURTHER THAT** no sitting fees will be paid to Managing Director for attending meeting of the Board of Directors or any committee thereof.”

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Managing Director, the remuneration payable to the Managing Director shall not exceed the maximum limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** any Director/Company Secretary of the company be and is hereby severally authorized to sign and file the necessary forms and returns with the concerned Registrar of companies and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the appointment of Managing Director.”

4. To consider and pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and the recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Alok Ranjan (DIN: 08254398) as a Non-Executive Independent Director of the Company."

**"RESOLVED FURTHER THAT** Mr. Alok Ranjan shall hold the office as Independent Director for a term upto five consecutive years effective from August 13, 2019 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to file necessary e-forms as may be required with the concerned Registrar of Companies and to do all such acts, deeds things etc. as may be required to implement the above resolution."

5. To consider and pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

**"RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with concerned Registrar of Companies."

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the rules made thereunder and all other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), consent of the 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to mortgage and/or charge any of the Company's movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a charge/mortgage/hypothecation on such terms and conditions at such time(s) and in such form and manner, in addition to the existing charges/mortgages/hypothecation/pledge created/ to be created by the Company, and with such ranking as to the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's one or more undertakings or all of the undertakings in favor of NBFCs/ Banks/ Central or State Government Departments/ Central or State Government undertakings/ State and other Financial Institutions/Body Corporates, together with interest, cost, charges and expenses thereon for amount not exceeding **Rs. 100 Crore (Rupees One Hundred Crore Only)**.

**"RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating charge/mortgage or selling, leasing or otherwise disposing of the undertaking(s) of the Company and also to delegate all such powers to Director(s)/Officer(s) of the Company and Authorized Representatives on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**NOTES:**

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
- b) In line with the various MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories ("DP"). Public notices will be release by the Company, requesting all the members to intimate/update their email ids with their DPs/Registrars of the Company. Member (s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website [www.surajindustries.org](http://www.surajindustries.org), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and website of Central Depository Services Ltd ([evoting.cdslindia.com](http://evoting.cdslindia.com)).
- c) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars of MCA 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 Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Likewise, the Route Map is also not annexed with this Notice.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OACM only.

- e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 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 at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org).
- f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to items of Special Business is attached and forms part of this notice.
- g) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday 23<sup>rd</sup> September, 2020 to Tuesday 29<sup>th</sup> September, 2020 (both days inclusive).
- h) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and Beetal Financial and Computer Services Private Limited, Registrar and Transfer Agent of the Company, to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the Company or Beetal Financial and Computer Services Private Limited.
- i) Members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Members can contact the Company or its RTA i.e. Beetal Financial and Computer Services Private Limited for further assistance.
- j) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at this AGM are annexed to the notice.
- k) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrars, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- l) 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 titled to vote at the AGM.
- m) Electronic copy of all documents referred to the accompanying Notice of the 28th Annual General Meeting will be available for inspection by members in electronic mode at the Company's website i.e. [www.surajindustries.org](http://www.surajindustries.org).
- n) The Company has a registered E-mail address [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) for members to mail their queries or lodge complaints, if any. The Company endeavors to reply to queries at the earliest. The Company's website [www.surajindustries.org](http://www.surajindustries.org) has a dedicated section on Investors.
- o) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their D-mat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company/ RTA.

Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the above said SEBI Circulars.

- p) Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
- q) Members desirous of getting any information about the accounts, operations or if the members have any query in relation to the matters to be considered in the AGM through VC/OAVM are requested to serve the company a list of query alongwith their names, folio no., mobile number and email id to the Company at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org) on or before 15.09.2020 to enable the Company to keep the information ready at the Meeting.
- r) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Tuesday, 22<sup>nd</sup> September, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on, Saturday 26<sup>th</sup> September, 2020 at 10.00 a.m. (IST) and ends on Monday, 28<sup>th</sup> September, 2020 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 22<sup>nd</sup> September, 2020.
- s) 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL (Central Depository Services Limited).
- t) Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Proprietor, Deepak Kukreja & Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the e-Voting process in a fair and transparent manner and he has communicated his willingness to be appointed and his/her authorized representative will be available at the AGM for the same purpose.
- u) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- v) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.surajindustries.org](http://www.surajindustries.org) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- w) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 28<sup>th</sup> AGM scheduled to be held on 29<sup>th</sup> September, 2020.

- x) 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. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- y) The Company has been allotted ISIN (INE170U01011) by CDSL and IN8170U01010 by NSDL (for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.

**INSTRUCTIONS FOR REMOTE E-VTOING & PARTICIPATING IN THE ANNUAL GENERAL MEETING (AGM) THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS**

**PART A: INSTRUCTIONS FOR REMOTE ELECTRONIC VOTING (e-VOTING) PRIOR TO THE AGM**

- i. For remote e-voting, we are using the platform provided by Central Depository Services (India) Ltd ("CDSL"). The remote e-voting period begins at 10:00 hours on 26-09-2020 and ends at 17:00 hours on 28-09-2020. During this period Shareholders of the Company (hereinafter referred to as "You" or "Your"), holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22-09-2020 may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Once you have voted electronically, you would not be able to change the same.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iv. Click on "Shareholders" tab.
- v. Now enter your User ID;
  - a. For CDSL: 16 digits beneficiary ID
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the same, click the "Forgot Password" link on that website to set up a new password.
- viii. If you are a **first time user** of CDSL e-voting services follow the steps given below:

***For members holding shares in Demat Form and Physical Forms***

<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>-If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) above.</p>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. **Click on the EVSN of Suraj Industries Ltd which is 200826052.**
- xiii. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xvi. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take the print of the voting cast by clicking on “Click here to print” option on the voting page.



- xviii. If Demat account holders have forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**xx. Note for –Non Individual Shareholders and Custodians:**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned certified true copy of the Board Resolution /Power of Attorney (POA)/Authority letter etc. which they have issued in favor of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to email at [csscrutinizer@gmail.com](mailto:csscrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to verify the same.
- xxi. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- xxii. Your voting rights shall be in proportion to your shares in the paid up equity share capital of the Company as on the cut-off date mentioned above.

xxiii. Mr. Deepak Kukreja, a Practicing Company Secretary (FCS No. 4140, C.P. No.: 8265) Proprietor, Deepak Kukreja & Associates, Company Secretaries, has been appointed as “Scrutinizer” to scrutinize the e-Voting process.

xxiv. The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.

xxv. The results declared along with the Scrutinizer’s Report shall be uploaded on the Company’s website [www.surajindustries.org](http://www.surajindustries.org). The Results shall also be simultaneously forwarded to the stock exchange.

**PART B: INSTRUCTIONS FOR MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS**

1. In order to enable you to be electronically present at the AGM, you will need to log into the e-voting website of CDSL i.e. “<https://www.evotingindia.com>” under “Shareholders/Members” tab using your remote e-voting credentials. This may be done using a computer or a mobile device (desktop computer, laptop, i-pad, etc) with a stable internet connection. You will be required to allow camera in your device. In order to enable you to register your electronic presence at the AGM, the link for VC/OAVM will be available alongside the EVSN of the Company. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to Members on first come first served basis.
2. If you are connecting your device through a mobile hotspot, you may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use wifi or LAN with a good and stable internet speed to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 15.09.2020 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 15.09.2020 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. In case you have any queries or issues regarding VC/OAVM, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under “Help” section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at their helpline number 1800225533.

**PART C D: THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

The procedure for e-voting on the day of the AGM is same as contained in Part A of these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in para (i) of Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have already voted through remote e-Voting during the period mentioned in para (i) of Part A of these instructions, will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.

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

**Place : New Delhi  
Dated : 02.09.2020**

**Registered Office:**

Plot No. 2, Phase-III, Sansarpur Terrace,  
Distt. Kangra, Himachal Pradesh-173212  
Ph- 01970-256414

**Corporate office:**

F-32/3, First Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020  
Ph- 011-42524455

**Sd/-  
Bhanumathy Ramachandran  
Company secretary  
Membership No.: ACS 9145  
Add: A-5/2, Triveni Apartments,  
Vasundhara Enclave, Delhi-110096**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

The Board of Directors at their meeting held on February 06, 2020, appointed Mr. Suraj Prakash Gupta as Additional Director of the Company and further appointed him as the Managing Director of the Company for a term of Three (3) years effective from February 06, 2020 based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Shareholders of the Company.

Mr. Suraj Prakash Gupta aged about 61 years is Bachelor in Arts by qualification and having business experience of more than 32 years. Taking into consideration his rich experience and in view of the increased responsibility, the Board appointed Mr. Suraj Prakash Gupta as Managing Director of the Company subject to requisite shareholders' approval.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 3 are now being placed before the members for their approval by way of Ordinary Resolution.

*Statement containing the relevant details required under Section II, Part II of Schedule V of the Companies Act, 2013 are as stated hereunder:*

### **I. GENERAL INFORMATION**

(1)	Nature of Industry	Suraj Industries Ltd.		
(2)	Date or expected date of commencement of commercial production	Company is already engaged in trading of empty glass bottles and other products.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (As the Company is already in operation)		
(4)	Foreign investments or collaborators, if any	Nil		
(5)	Financial performance of the Company for the last 3 years is given below:			
	<b>Particulars</b>	<b>Financial Year Ended</b>		
		<b>31<sup>st</sup> March 2018</b>	<b>31<sup>st</sup> March 2019</b>	<b>31<sup>st</sup> March 2020</b>
		<b>(Amount in Rs.)</b>		
	Revenue	3,15,536	85,29,027	1,29,69,423
	Other Income	-	18,54,021	2,24,417

Total Income	3,15,536	10383,048	1,31,93,840
Total Expenditure	15,44,884	76,59,595	1,78,33,451
Profit/ (Loss) before Tax	(12,29,348)	27,23,453	(46,39,611)
<b>Profit/Loss after tax and adjustments</b>	<b>(12,29,348)</b>	<b>27,23,453</b>	<b>(46,39,611)</b>

## **II. INFORMATION ABOUT THE APPOINTEE**

### **MR. SURAJ PRAKASH GUPTA AS MANAGING DIRECTOR**

(1)	Background Details	He is Bachelor in Arts by qualification and having business experience of more than 32 years
(2)	Past Remuneration	NIL
(3)	Recognition or Awards	--
(4)	Job Profile and his suitability	He has 32 years of experience in edible oil and alcoholic beverages sector which is suitable for this job profile.
(5)	Remuneration Proposed	Rs. 1,50,000/- per month
(6)	Comparative remuneration profile w.r.t industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t to the country of his origin)	The comparative remuneration ranges from Rs 1 Lac per month to Rs 3 Lacs per month based on the information available in public domain.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He holds 2675030 equity shares of the Company. Apart from this he has no pecuniary interest with the Company. Further, Mrs. Shuchi Bahl, Director of the Company is Daughter-in-law.

## **III. OTHER INFORMATION**

(1)	Reason for loss or inadequate profits	After the closure of the Vanaspati and refined oil manufacturing unit at Sansarpur, Distt. Kangra, Himachal Pradesh, the business activity in the company was not upto the desired level to meet the overhead expenses which are generally in nature of salary, stock exchange fees etc.
(2)	Steps taken or proposed to be taken for improvement	The company is exploring various business avenues which would be sustainable in long run and can give steady returns. Mr. Suraj Prakash Gupta who has more than 32 years' experience in the Edible oil and Alcoholic Beverages sector has been appointed as a Managing Director. He would evaluate these business proposals and implement them.

(3)	Expected increase in productivity and profits in measurable terms	At present it is difficult to estimate the same.
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Accordingly, Item No. 3 is recommended for your approval as Ordinary Resolution.

Except Mr. Suraj Prakash Gupta being an appointee, and Mrs. Shuchi Bahl, Director (daughter in law) none of the Directors, key managerial persons or their relatives in any way are concerned or interested, financial or otherwise, in the resolution set out in item no. 3.

Necessary documents in this regard are available for inspection by the members at the website of the Company upto the date of Annual General Meeting.

#### **ITEM NO. 4**

As per the provisions of Section 149(4) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Mr. Surendra Mohan Sikka, Independent Director of the Company has resigned from the office w.e.f. 04.08.2019, therefore, to fill the casual vacancy, Mr. Alok Ranjan was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director w.e.f. 13<sup>th</sup> August, 2019 pursuant to Section 161(1) of the Companies Act, 2013 subject to approval of the members. Mr. Alok Ranjan who will hold office till the date of the ensuing Annual General Meeting.

Section 149(6) of the said Act, lays down the criteria for independence. Mr. Alok Ranjan (DIN- 08254398) Non-Executive Director of the Company has furnished declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for Independent Director under Section 149(6) of the said Act.

In the opinion of the Board, Mr. Alok Ranjan is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the said Act and the Rules made thereunder and is independent of the management of the Company. Further, in terms of Section 149(13) of the said Act, Independent Director is not liable to retire by rotation.

The approval of members by way of Ordinary Resolution is hereby solicited for the appointment of Mr. Alok Ranjan as Independent Director of the Company for a period of 5 years with effect from August 13, 2019, as set out at **Item No. 4** of this Notice. Brief profile of the said Independent Director, in terms of Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meetings is provided after this Notice as “**Annexure-A**”.

All the documents related to present appointment are available for inspection at the website of the Company.

Except Mr. Alok Ranjan being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the Resolutions at **item no 4** of this notice for the approval of the members as an **Ordinary Resolution**.

## **ITEM NO. 5**

The existing Articles of Association (“AOA”) were based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

The existing regulations of the Articles of Association are proposed to be replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of the First Schedule in the Companies Act, 2013. The modification in Articles of Association is being carried out to give effect to provisions of the Companies Act, 2013.

While some of the Articles of the existing Articles of Association of the company require alteration or deletions, material changes that are proposed in the new Articles of Association are given below for ease of reference of shareholders:

<b>S. No.</b>	<b>Particulars as per draft AOA</b>	<b>Summary of changes</b>
1.	Definitions	Definitions are appropriately amended to align with the provisions of the Companies Act, 2013
2.	General Meetings	Proceeding with respect to the AGM regarding length of the Notice calling the general meeting, requirement of the whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be truncated at the general meeting matter including adjournment, poll etc. are amended in line with provisions of the Companies Act, 2013
3.	Voting rights	To include Voting right through electronic means.
4.	Proxy	Restrictions on Proxy incorporate to align with the provisions of the Companies Act, 2013
5.	Appointment of Directors	Provisions with respect to the appointment of director and procedure thereof is amended to align with the provisions of companies Act, 2013
6.	Retirement and Rotation of Directors	Provisions with respect to the retirement and rotation of Directors are amended to align with the provisions of companies Act, 2013
7.	Proceeding of Board of Directors and their Committees	Proceeding with respect to the Meeting of Board of Directors and their Committees, quorum for the meeting, notice calling the meeting etc. are amended in line with provisions of the Companies Act, 2013
8.	Power of Board	Specific power of Board to activities as per the provisions of the Companies Act, 2013
9.	Capitalization	Provisions regarding application of funds from reserve accounts when amounts in reserve account are to be capitalized are amended to

		align with provisions of the Companies Act, 2013
10.	Key managerial persons	Provisions regarding appointment of Key managerial persons and procedure thereof is amended to align with the provisions of companies Act, 2013.
11.	Secretarial Standards	Provisions regarding adoption of Secretarial Standards to align with the provisions of companies Act, 2013.
12.	General Power	The statutory provisions of the Act which permits a company to do some act if so authorization by its articles or provisions which require a company to do act in a prescribed manner unless the Articles otherwise provide have been specifically included.

Certain provisions of existing AOA have been simplified by providing reference to the applicable sections of the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition.

A copy of altered Article of Association of the Company is available for inspection by the members at the website of the company. As per provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, alteration of Article of Association requires approval of Shareholders by means of passing Special Resolution. Therefore, consent of the shareholders is required for the Resolutions as set out in item no. 5 of this notice.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 5 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice calling AGM.

#### **ITEM NO. 6**

The Board of Directors of the Company in their meeting held on September 02, 2020 had recommended to mortgage and/or charge, any of its undertakings, wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company in addition to the existing charges/mortgages/hypothecation/pledge created/ to be created by the Company on the whole or substantially the whole of the Company's one or more undertakings or all of the undertakings in favor of NBFCs/ Banks/ Central or State Government Departments/ Central or State Government undertakings/ State and other Financial Institutions/Body Corporates, together with interest, cost, charges and expenses thereon, for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) to secure loans borrowed or to be borrowed or to secure dues towards any State or Central Government Department.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, it is necessary to take approval of members by way of Special Resolution for enabling the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings by way of charge/mortgage/hypothecation/pledge. Accordingly, your Directors recommend the resolution set out in item no. 6 for your approval by way of Special Resolution.



All the documents with respect to said resolution are available for inspection at the website of the Company.

None of the Director, Manager, Key Managerial Personnel and their relatives is interested as mentioned above or concerned, financially or otherwise in the resolution.

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

**Place : New Delhi  
Dated : 02.09.2020**

**Sd/-  
Bhanumathy Ramachandran  
Company secretary  
Membership No.: ACS 9145  
Add: A-5/2, Triveni Apartments,  
Vasundhara Enclave, Delhi-110096**

**Registered Office:**  
Plot No. 2, Phase-III, Sansarpur Terrace,  
Distt. Kangra, Himachal Pradesh-173212  
Ph- 01970-256414

**Corporate office:**  
F-32/3, First Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020  
Ph- 011-42524455

“Annexure A”

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS)**

**FOR ITEM NO- 2, 3 AND 4**

S. No.	Particulars	Name of Directors		
		Mrs. Shuchi Bahl	Mr. Suraj Prakash Gupta	Mr. Alok Ranjan
1.	DIN No.	02332887	00243846	08254398
2.	Date of Birth	21.10.1983	10.04.1959	09.03.1956
3.	Age	37 Years	61 Years	64 years
4.	Date of Appointment on the Board	14.02.2015	06.02.2020	13.08.2019
5.	Experience in specific functional area	She is a young entrepreneur managing her own boutique business since last 9 years.	He is having business experience of more than 32 years in edible oils and alcoholic beverages industry	Advisor in the field of Commerce and Industry
6.	No. of equity shares held in the Company (as on 31st March, 2020)	185000	2675030	NIL
7.	Qualifications	MBA	Bachelor in Arts	I.A.S Officer with 38 years of distinguished service, PGDM degree from IIM Ahmedabad, B.A (Hon.) Economics from St. Stephens College Delhi.
8.	List of other Directorships	<ul style="list-style-type: none"> <li>• Sigma Compusoft Private Limited</li> <li>• Anita Oils &amp; Fats Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Globus Industries and Services Limited</li> <li>• VRV Hospitality Private Limited</li> <li>• Express Digital Payment Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Shriram Pistons and Rings Limited</li> <li>• Edutest Solutions Private Limited</li> </ul>

			<ul style="list-style-type: none"> <li>Goldcroft Global Commodities (OPC) Private Limited</li> </ul>	
9.	Membership/Chairman of Committees of the other Companies	No	<u>Globus Industries and Services Limited</u> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>NRC- Member</li> </ul>	<u>Shriram Pistons and Rings Limited</u> <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Independent Directors Committee-Member</li> </ul>
10.	Relationships, between Directors inter se	Daughter-in-law of Mr. Suraj Prakash Gupta	Father-in-law of Mrs. Shuchi Bahl	No
11.	Number of Board Meeting attended during the year	4	1	2

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

**Place : New Delhi  
Dated : 02.09.2020**

**Registered Office:**

Plot No. 2, Phase-III, Sansarpur Terrace,  
Distt. Kangra, Himachal Pradesh-173212  
Ph- 01970-256414

**Corporate office:**

F-32/3, First Floor, Okhla Industrial Area,  
Phase –II, New Delhi-110020  
Ph- 011-42524455

**Sd/-**

**Bhanumathy Ramachandran  
Company secretary**

**Membership No.:** ACS 9145

**Add:** A-5/2, Triveni Apartments,  
Vasundhara Enclave, Delhi-110096