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& IS: 18001 Company



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008 (India)

Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560

E-mail : cs@surya.in Website : www.surya.co.in

SRL/22-23/53

November 19, 2022

The Secretary

The Stock Exchange, Mumbai

New Trading Ring, 14th Floor,

Rotunda Building, P.J.Towers,

Dalal Street, Fort,

MUMBAI - 400 001

Scrip Code: 500336

The Manager (Listing Department)

The National stock Exchange of India Ltd

Exchange Plaza, 5th floor

Plot No. C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

NSE Symbol: SURYAROSNI

Subject: Notice of Postal Ballot through Electronic Voting

Dear Sir / Madam,

Further, to our letter dated 10th November, 2022, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated 10th November, 2022 along with the Explanatory Statement thereto, seeking approval of the Members on the Special Business as set out in the said Notice.

The aforesaid Notice is also available on the website of the Company at the following link:

https://SURYa.Co.In/Wp-Content/Uploads/2022/11/Surya-Roshni_Postal-Ballot.pdf

This is for your information and records.

Thanking you,

Yours faithfully,

for **Surya Roshni Limited**

B B Singal

CFO & COMPANY SECRETARY

Enclosed: as above.

SURYA

SURYA ROSHNI LIMITED

Regd. Office: Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)
 Corporate Identity Number (CIN) – L31501HR1973PLC007543
 Phone: +91-1276- 241540 Fax No. +91-1276-241886
Website: www.surya.co.in, **Email id:** investorgrievances@sroshni.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to and in compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), read with the General Circular No. 14/2020 dated 8th April 2020, the General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December, 2021 and General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Members of Surya Roshni Limited (the 'Company') that it is proposed to transact the following business through Postal Ballot by remote e-voting process only ('remote e-voting'):

SPECIAL BUSINESS:

- 1) **To approve the appointment of Mr. Tekan Ghanshyam Keswani (DIN: 09773189), as an Independent Director and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 160, 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations), Mr. Tekan Ghanshyam Keswani (DIN: 09773189), who was appointed as an Additional

Independent Director of the Company w.e.f. 28th October, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tekan Ghanshyam Keswani (DIN: 09773189), be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation w.e.f. 28th October, 2022 for a term of 5 (five) consecutive years.

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

- 2) **To approve the appointment of Mr. Naresh Agarwal (DIN: 00112365), as an Independent Director and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 160, 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing

Regulations), Mr. Naresh Agarwal (DIN: 00112365), who was appointed as an Additional Independent Director of the Company w.e.f. 4th November, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b)

and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naresh Agarwal (DIN: 00112365), be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation w.e.f. 4th November, 2022 for a term of 5 (five) consecutive years.

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

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: 10th November, 2022

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

NOTES:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. **A. Dispatch of Postal Ballot Notice through electronic mode**
In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **Friday, November 11th, 2022**, (the 'cut-off date') and whose e-mail IDs are registered with the Company/RTA/ Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to

provide their assent or dissent through remote e-voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to evoting@nsdl.co.in

Alternatively, may send an e-mail request at the email id investor@masserv.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.

The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03rd, 2021 read with circular dated December 14th, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company as effective from January 01st, 2022. Registrar will not process, any service requests or complaints received from the member until unless above

KYC and nomination will not be completed by shareholder and such shareholders holding will be freeze by RTA on or after April 01st, 2023. **In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:**

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3 ;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)
- vi. Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company www.surya.co.in or from RTA website i.e. www.masserv.com

For any queries in this regard send an e-mail request at investor@masserv.com.

Members may note that the Notice will also be available on the Company's website www.surya.co.in and also on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depository Limited (NSDL) at <https://evoting.nsdl.com>

B. Registration of Email ID

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

- (a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company Registrar are requested to register/update their email ID with MAS Services Limited by sending duly signed request letter/form at investor@masserv.com with details of folio number and attaching a self-attested copy of PAN Card.
- (b) Members holding shares in dematerialised mode are requested to register/update

their email ID with the relevant Depository Participants.

- (c) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 11th November, 2022 are eligible to vote on the resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

4. Instructions for remote e-voting

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

Commencement of Remote e-voting	End of Remote e-voting
Tuesday, 22 nd November 2022 (9.00 a.m. IST)	Wednesday, 21 st December, 2022 (5.00 p.m. IST)

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

- iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 11th November, 2022, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. Ankit Singhi (FCS No. 11685, C.P. No. 16274) Partner, M/s PI & Associates, Practicing Company Secretary (PR No. 1498/2021) failing which Mr. Nitesh Latwal, (ACS No.32109, C.P. No. 16274) Partner, M/s PI & Associates has been appointed as the Scrutinizer by the Board for conducting the Postal Ballot process in a fair and transparent manner in accordance with the applicable provisions of the Act & Rules.

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

vi. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

vii. The process and manner of remote e-voting is explained below:

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

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

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

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

Step-I

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company,

your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. The report of the Scrutinizer shall be submitted to the Chairperson or to such other person authorized by them, after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairperson or such other person as authorized by them, on or before Friday, **23rd December, 2022**. These results will also be displayed along with the Scrutinizer Report on the notice board of the Company at its Registered office and its Corporate office. The results will also be posted on the website of the Company at www.surya.co.in, website of NSDL at <https://evoting.nsdl.com> and will also be intimated to the National Stock Exchange of India (NSE) and BSE Limited.
6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, **21st December, 2022** i.e. the last date specified for receipt of votes through the remote e-voting process.
7. All material documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. **21st December, 2022**. Members seeking to inspect such documents can send an e-mail to cs@surya.in
8. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**ITEM No.1**

The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**the Act**") and the Articles of Association of the Company appointed Mr. Tekan Ghanshyam Keswani (DIN – 09773189) as an Additional Independent Director of the Company with effect from 28th October, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Keswani holds office only up to the date of ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a **Special Resolution**.

Pursuant to Section 149, 150, 152 160 and Schedule IV (Code for Independent Directors) of the Act read with the Listing Regulations and the Articles of Association of the Company, the Board of Directors of the Company recommended the name of Mr. Tekan Ghanshyam Keswani for appointment as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years from 28th October, 2022 to 27th October, 2027 for his first term.

Section 149 of the Act inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of a company and he shall not be included in the total number of directors liable to retire by rotation.

Brief Resume, Profile and experience

Mr. Tekan Ghanshyam Keswani, aged about 69 years, an MBA (Finance) FMS from University of Delhi and a Fellow member of Institute of Chartered Accountants of India from July, 1977, possess wide experience of more than 45 years in Commercial, Administration and Financial fields. He occupied Senior level positions at Jai Prakash Associates, Institute of Chartered Accountants of India, PHD Chamber of Commerce and Industry, and other organisations.

At present, he is working as a freelance consultant with Certificate of Practice (COP) under the name T G Keswani and Associates. He has no inter-se relationship with any other director of the Company. Further, he is not holding any equity shares of the Company as on the date.

Mr. Tekan Ghanshyam Keswani meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- Experience of Financial matters- Being a successful professional and a Chartered Accountant from 1977, Mr. Keswani possesses in-depth financial expertise with an understanding of organizational systems.
- Experience in handling management and regulatory environment, strategic planning and risk management.
- Experience of Corporate Governance matters.

The Board of Directors is of the view that Mr. Tekan Ghanshyam Keswani is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion he fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. Mr. Keswani has provided his consent for the said appointment and he also confirmed that he is not;

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

A notice under Section 160 of the Act received from a member of the Company signifying his candidature as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at www.surya.co.in

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Keswani as an Independent Director.

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

Except Mr. Tekan Ghanshyam Keswani, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 1 as set out in the Notice.

Information provided as per Secretarial Standards on General Meetings and Regulation 36(3) of Listing Regulations.

Name of Director (DIN)	Date of Birth, Age and No. of Equity Shares held, either directly or indirectly in form of beneficial interest for any other person	Qualification and Relationship with other Directors	Brief Resume, experience, nature of expertise in specific functional areas	Name of Companies in which he holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which he holds Membership/ Chairmanship	Date of first appointment on the Board	Terms and conditions of appointment	Details of remuneration sought to be paid and last drawn remuneration
Tekan Ghanshyam Keswani (DIN – 09773189)	02.03.1953; No. of Shares/ beneficial interest held in the Company – Nil	MBA Finance from University of Delhi and a Fellow member of Institute of Chartered Accountants of India (ICAI) since 1977. No Inter-se relations with other Directors.	Provided in Explanatory Statement	He is not holding Directorship in any Company except Surya Roshni Ltd.	One Meeting – 10.11.2022	He is not holding any Committee membership / chairmanship of any company including Surya Roshni Limited	28.10.2022	To be appointed as an Independent Director of the Company for first term of a period of five consecutive years from 28 th October, 2022 to 27 th October, 2027.	He is entitled only for sitting fees for attending the Board and Committee Meetings of the Company. Last drawn remuneration – Not Applicable

ITEM No.2

The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**"the Act"**) and the Articles of Association of the Company appointed Mr. Naresh Agarwal (DIN – 00112365) as an Additional Independent Director of the Company with effect from 4th November, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Naresh Agarwal holds office only up to the date of ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a **Special Resolution**.

Pursuant to Section 149, 150, 152 160 and Schedule IV (Code for Independent Directors) of the Act read with the Listing Regulations and the Articles of Association of the Company, the Board of Directors of the Company recommended the name of Mr. Naresh Agarwal for appointment as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years from 4th November, 2022 to 3rd November, 2027 for his first term.

Section 149 of the Act inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of a company and he shall not be included in the total number of directors liable to retire by rotation.

Brief Resume, Profile and experience

Mr. Naresh Agarwal, aged around 58 years is an energetic and a dynamic person, known for his commitment, sincerity, loyalty and true spirits with deep rooted knowledge in the field of marketing and operations. A committed and a noble man who always look towards the welfare of the society as a whole. With vast business experience of over three decades, he is a fit and proper person for the Industry in which the Company operates. He holds directorship in Santosh Timber Trading Company Limited and in Atlantic Wood Private Limited. Further, he is not holding any equity shares of the company as on the date.

Mr. Naresh Agarwal meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- Experience in handling management and regulatory environment, strategic planning and risk management.
- Experience of Corporate Governance matters.

The Board of Directors is of the view that Mr. Naresh Agarwal is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion he fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. Mr. Agarwal has provided his consent for the said appointment and he also confirmed that he is not;

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

A notice under Section 160 of the Act received from a member of the Company signifying his candidature as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at www.surya.co.in

The Board considers that his association would be of

immense benefit to the Company and it is desirable to avail services of Mr. Agarwal as an Independent Director.

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

Except Mr. Naresh Agarwal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 2 as set out in the Notice.

Information provided as per Secretarial Standards on General Meetings and Regulation 36(3) of Listing Regulations.

Name of Director (DIN)	Date of Birth, Age and No. of Equity Shares held, either directly or indirectly in form of beneficial interest for any other person	Qualification and Relationship with other Directors	Brief Resume, experience, nature of expertise in specific functional areas	Name of Companies in which he holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which he holds Membership/ Chairmanship	Date of first appointment on the Board	Terms and conditions of appointment	Details of remuneration sought to be paid and last drawn remuneration
Naresh Agarwal (DIN – 00112365)	14.12.1964 No. of Shares/ beneficial interest held in the Company – Nil	A Science stream businessman with three decades of experience No Inter-relations with other Directors	Provided in Explanatory Statement	Besides, holding Directorship in Surya Roshni Limited, he is also holding Directorship in -Santosh Timber Trading Company Limited and -Atlantic Wood Private Limited	One Meeting – 10.11.2022	He is not holding any Committee membership / chairmanship of any company including Surya Roshni Limited	04.11.2022	To be appointed as an Independent Director of the Company for first term of a period of five consecutive years from 4 th November, 2022 to 3 rd November, 2027.	He is entitled only for sitting fees for attending the Board and Committee Meetings of the Company. Last Drawn Remuneration – Not Applicable

By order of the Board

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: : 10th November, 2022

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