

SURYA INDIA LIMITED

Registered Office : B-1/F-12
Mohan Co-operative Indl. Estate
Main Mathura Road
New Delhi - 110044
tel. : +91 11 45204115
fax : +91 11 28898016
email : cs@haldiram.com
Website : www.suryaindialtd.com
CIN : L74899DL1985PLC019991

To,
The Manager-Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400001,
Maharashtra, India

04th December, 2024

Scrip Code: 539253; Security ID: SURYAINDIA

Subject: Notice of Extra -Ordinary General Meeting of Surya India Limited

Dear Sir/ Madam,

In compliance of regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please note that the Extra -Ordinary General Meeting (EGM) of Surya India Limited ("the Company") is scheduled to be held on Saturday, the 28th day of December, 2024 at 01:00 p.m. at the registered office of the Company situated at B-1/F-12, Mohan Co- Operative Industrial Estate, Mathura Road, New Delhi- 110044 to transact the businesses as set out in the Notice calling the EGM.

Also, the Company has fixed Monday, 23rd day of December, 2024, as the cut- off date for the purpose of determining the members eligible to vote on the resolutions set out in the notice calling the EGM and to attend the EGM of the Company.

Kindly take it in your records and bring notice to all concerned.

Thanking you,

For Surya India Limited

POOJA Digitally signed by POOJA
Date: 2024.12.04 18:45:51
+05'30'

Pooja
Company Secretary & Compliance Officer
M. No.: A67011
Add: RC -3 Sarojini Nagar
New Delhi-110023

Encl.: Notice calling Extra – Ordinary General Meeting of the Company

SURYA INDIA LIMITED

Regd. Office: B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Tel: +91 11 45204115; **Fax:** +91 11 28898016; **Email:** cs@haldiram.com,

CIN- L74899DL1985PLC019991; **Website:** www.suryaindia ltd.com

NOTICE

Notice is hereby given that the Extra -Ordinary General Meeting of the members of Surya India Limited ("the Company") will be held on Saturday, 28th day of December 2024 at 1:00 p.m. IST at the Registered Office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 to transact the following business:

SPECIAL BUSINESS: -

1. To consider and regularize the appointment of Mr. Sonu Aggarwal (DIN: 10769727) as Non-Executive Independent Director of the company

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modifications or amendments or substitutions or re-enactment thereof, for the time being in force), Regulation 16(1)(b), 17, 25(2A), 36(3) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and pursuant to the recommendation of the nomination and remuneration committee and board of directors of Surya India Limited ("the Company"), the consent of the members of the Company be and is hereby accorded to appoint Mr. Sonu Aggarwal (DIN: 10769727) as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 29th day of September, 2024, who was appointed by the Board of Directors as an Additional Director of the Company on the recommendation of the Nomination and Remuneration Committee of the Company, with effect from 29th day of September, 2024 and who holds office up to the date of General Meeting of the Company to be held within three months from the date of his appointment in accordance the provision of Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment as an Independent Director as per Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect."

FURTHER RESOLVED THAT any director and/ or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign and file necessary documents, e- forms, returns etc. as may be required and to do all such acts, deeds and things as they may deem necessary, proper or desirable for giving effect to this resolution.

ALSO RESOLVED THAT a certified true copy of this resolution be furnished to such person/ department/ authorities/ entities etc. as may be deemed fit under the signature of any one director and/ or Company Secretary and Compliance Officer of the Company.”

Date: 04/12/2024

Place: New Delhi

By Order of the Board of Directors

Surya India Limited

Pooja

Company Secretary & Compliance Officer

M. No.: A67011

Address: RC-3 Sarojini Nagar

New Delhi -110023

NOTES

1. Pursuant to the provisions of Section 105 of the Companies Act, 2013, **a member entitled to attend and vote at the Extra - Ordinary General Meeting (EGM) is entitled to appoint proxy to attend and cast vote on his/ her behalf and the proxy need not be a member of the Company.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48) before the commencement of the General Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A copy of Form MGT- 11 (Proxy form) is enclosed with this notice and marked as **Annexure- I**.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company.
3. Corporate members intending to send their authorized representatives to attend the Extra - ordinary General Meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Extra -ordinary General Meeting as per provisions of Section 113 of the Companies Act, 2013.
4. In case of joint holders attending the Extra -ordinary General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended ("the Act") and clause 1.2.5 of the Secretarial Standard– 2 ("SS- 2") on General Meetings issued by the Institute of Company Secretaries of India (ICSI), relating to special business to be transacted at the Extra -ordinary General Meeting is annexed hereto. The said statements also contain the recommendation of the Board of Directors to the shareholders of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) on each specific items.
6. The disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings issued by ICSI i.e. the information about the Director proposed to be appointed/re-appointed as Director forms part of this Notice and is annexed as **Annexure II**.

7. Members are requested to:
 - a. Bring their respective copy of the attendance Slip and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
 - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
 - c. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the EGM.
8. In terms of the provisions of the Act, MCA Circulars and SEBI Circulars, the Company is sending this Notice, inter alia, indicating the process and manner of remote e-voting in electronic form to those members whose e-mail addresses are registered with the Company/ Depositories. The Company will send this Notice to other members who have not registered their e-mail id with the company through permitted mode.
9. The Notice calling the Extra – ordinary General Meeting have been uploaded on the website of the Company at www.suryaindialtd.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com. The EGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) at www.evoting.nsdl.com
10. All the documents referred to in the accompanying notice are open for inspection at the Company's Registered Office situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 on all working days of the Company, between 10:00 a.m. (IST) to 01:00 p.m. (IST) upto the date of the EGM.
11. The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a) Register of Contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013.
 - b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.

The aforesaid registers shall be kept open for inspection on all working days during business hours and at the EGM by any person entitled to attend the meeting.
12. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Monday, 23rd day of December 2024

to Saturday, 28th day of December 2024 (both days inclusive) for the purpose of EGM and will be available for inspection at the venue of the EGM till the conclusion of the meeting.

13. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.
14. 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), MCA circulars, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and Secretarial Standard- 2 on General Meeting issued by Institute of Company Secretaries of India (ICSI), the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e- voting facility.
15. The Board of Directors of the Company in its meeting held on 04th day of December 2024 has appointed Mr. Pradeep Kathuria of M/s P. Kathuria & Associates (Membership No. FCS 4655, CP No. 3086), Company Secretaries, as scrutinizer for scrutinizing the entire voting process i.e. remote e-voting and voting at EGM, to ensure that the process is carried out in a fair and transparent manner. The written consent in this regard has been obtained from him.
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him/ her in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suryaindialtd.com and on the NSDL website www.evoting.nsdl.com immediately after declaration. The Company shall simultaneously forward the results to BSE Limited (BSE), where the shares of the Company are listed.

17. The ISIN of the Equity Shares having face value of Rs.10/- each is **INE446E01019**.
18. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. Further, with effect from January 24, 2022 transmission or transposition of securities held in physical or dematerialized form shall be effected only

in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.

19. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of Companies (Share Capital and Debentures), Rules, 2014, members are entitled to make nomination in respect of shares held by them in physical form. Members who have not yet registered their nomination and are desirous of making nominations are requested to send their requests in Form SH- 13 of the said rules. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14 of the said rules. Members holding shares in electronic form may submit the same to their respective depository participant(s).
20. To support the "Green Initiative", the Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 08th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/ she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/ her interest and other essential particulars in the prescribed manner and within the permitted time frame.
22. Route Map of the meeting is enclosed with the notice.
23. **The instructions for members for remote e-voting process are as under:**

The remote e-voting period begins on Wednesday, 25th day of December, 2024 (9:00 am IST) and ends on Friday, 27th day of December, 2024 (5:00 pm IST). During this period, Shareholders' of the Company, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members/ Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, 23rd day of December, 2024, shall be entitled to avail the facility of remote e- voting and voting at the EGM. The voting right of

shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd day of December 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch/ issue of the notice and holding shares as of the cut-off date i.e. Monday, 23rd day of December, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@haldiram.com. However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

A person who is not a member as on the cut- off date should treat this notice for information purpose only.

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e- voting for Individual shareholders holding securities in demat mode are as under:

In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants (DP). Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e- Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding Securities in demat mode with NSDL:

- a. Existing **IDeAS** user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e.**

NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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>

- b. 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 hold 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- c. Shareholders/Members can also download the NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding Securities in demat mode with CDSL:

- a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

- c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 Shareholders holding securities in demat mode 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 evoting@nsdl.co.in or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

- B. Login method for e-voting for shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode are as under:**

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 ‘Shareholders/ 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 services 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 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-digit 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General guidelines for shareholders

1. Institutional shareholders (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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pkathuria28@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries/ grievances, 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 numbers 1800-1020-990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

D. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. **For Physical Shareholders** - In case shares are held in physical mode please provide 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 email id at cs@haldiram.com.

2. **For Demat Shareholders** - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 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 email id at cs@haldiram.com.

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e- voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Date: 04/12/2024

Place: New Delhi

By Order of the Board of Directors

Surya India Limited

Pooja

Company Secretary & Compliance Officer

M. No.: A67011

Address: RC-3 Sarojini Nagar

New Delhi -110023

Explanatory Statement

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) given hereunder sets out all material facts relating to the special business mentioned at Item No. 01 of the accompanying Notice calling Extra – Ordinary General Meeting of Surya India Limited (“the Company”).

Item no. 1

The members of the Company are being hereby informed that based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sonu Aggarwal (DIN: 10769727) was appointed as an Additional Director (under the category Non- Executive Independent Director), not liable to retire by rotation, by the board of directors of the Company w.e.f. 29th day of September, 2024, for a period of 5 consecutive years which was subject to the approval of the shareholders of the Company at the General meeting of the Company to be held within three months from the date of his appointment as additional director in accordance the provision of Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sonu Aggarwal has confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, he has given declarations to the Board, with respect to the following:

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) he is not disqualified/ debarred from being appointed as a director by virtue of any order passed by SEBI or any other authorities
- (iii) he is not disqualified to be appointed as director in the Company as per the provisions of Section 164 read with the applicable rules.

Further, he shall not be entitled to any stock option. He will not be entitled to any remuneration nor will he be paid any profit related commission. The Board further informs that he has given written consent for waiver of sitting fees and reimbursement of expenses for participating in the meetings of the Board and other Committee meetings of the Company to be held during the financial year 2024-25.

In the opinion of the Board, Mr. Sonu Aggarwal (DIN: 10769727) is a person of integrity and possess relevant expertise and experience and fulfils the conditions specified in the Act and the rules made thereunder read with the applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and that he is independent of the management of the Company.

The disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and clause 1.2.5 of the Secretarial Standard- 2 on General Meetings issued by ICSI i.e. the information about the Director including Managing Director or Executive Director or Wholetime Director or manager seeking appointment/ re-appointment and/or fixation of remuneration of Director forms part of this Notice and is annexed as **Annexure- II**.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution at Item No. 1 of the accompanying notice.

The Board feels that the presence of Mr. Sonu Aggarwal (DIN: 10769727) on the Board of the Company is desirable and would be beneficial to the Company and accordingly, in terms of the provisions of the Act and the SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee, the Board of directors of the Company recommends the Special Resolution set out in Item No. 1 of the notice for approval by the shareholders

Annexure-I

**Form No. MGT- 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1985PLC019991

Name of the Company: Surya India Limited

Registered office: B-1/F-12, Mohan Co- Operative Industrial Estate, Mathura Road, New Delhi-110044.

Name of the member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We being a member(s) of shares of the above named company, hereby appoint

1. Name:
Address:
Email id:
Signature: _____, or failing him

2. Name:
Address:
Email id:
Signature: _____, or failing him

3. Name:
Address:
Email id:
Signature: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the EGM of Company, to be held on Saturday, the 28th day of December, 2024 at 01:00 P.M. (IST) at the registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate,

Mathura Road, New Delhi- 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Short description of the resolutions to be passed in the EGM		For	Against
SPECIAL BUSINESSES:			
3.	To consider and regularize the appointment of Mr. Sonu Aggarwal (DIN: 10769727) as Non-Executive Independent Director of the company (Special Resolution)		

Affix Re.1 Revenue Stamp

Signed..... day of..... 2024

Signature of shareholder

_____ _____ _____
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Annexure- II

a) Details of Mr. Sonu Aggarwal seeking appointment as Independent Director

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director including Managing Director or Executive Director or Wholetime Director or manager seeking appointment / re-appointment and/or fixation of remuneration of Director is given herein below:

S. No.	Particulars	Information
1.	Name of the Director	Mr. Sonu Aggarwal
2.	Designation	Non-Executive - Independent Director
3.	DIN	DIN: 10769727
4.	Date of Birth	01-06-1982
5.	Age	42 Years
6.	Qualifications	Graduate
7.	Experience	15 + years of experience
8.	Terms and Conditions of appointment/ reappointment along with details of remuneration sought to be paid	Appointment of Mr. Sonu Aggarwal is proposed to be regularized as Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 29 th September, 2024 who shall not be liable to retire by rotation. No remuneration is being sought to be paid to him.
9.	Remuneration last drawn	Nil
10.	Date of first appointment on the Board	29th September, 2024
11.	Shareholding in the Company	Nil
12.	Relationship with other directors, Manager and other Key Managerial Personnel of the Company	He has no relationship with other directors, manager and key managerial personnel of the Company.
13.	No. of meetings of the Board attended during the year	2
14.	List of other Companies in which directorship held	Nil
15.	Membership/ Chairmanship of Committees of the Company	Nil
16.	Membership/ Chairmanship of Committees of other Boards	Nil

17.	Justification for choosing the appointee for appointment as Independent Director	He has expertise in Business Management, administration and financial understanding. He has a vast business experience of around 15 years in the industry of Manufacturing & real estate and will bring diversified opinion on the matters placed before the Board. Mr. Sonu Aggarwal has no other directorships as on date of appointment in the Company.
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Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of appointment of a new director/ re- appointment of director

1.	A brief resume of the director	Mr. Sonu Aggarwal has graduated in Arts from Delhi University. He has expertise in Business Management, administration and financial understanding.
2.	Nature of expertise in specific functional areas	He has expertise in Business Management, administration and financial understanding with vast business experience in the industry of Manufacturing & real estate.
3.	Disclosure of relationships between directors inter-se	He has no relationship with other directors of the Company.
4.	Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with the listed entities from which the person has resigned in the past three years	He does not hold directorship and membership/ chairmanship of committees of the board in other listed entities and has not resigned from any listed entity in the past three years.
5.	Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.	Nil
6.	In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The business of leasing and financing activities of the Company majorly involves taking decisions by the board which requires deliberation by the members who are capable of understanding the business structure of the Company and the best practices prevalent in the industry.

		<p>It requires directors to have skill sets which not only involves understanding the business but also adding value to it.</p> <p>Mr. Sonu Aggarwal has significant expertise in business administration and real estate activities which will be beneficial for the Company to grow</p> <p>Considering the said skill sets and capabilities of Mr. Sonu Aggarwal, it is considered that he will be the right fit into the business of the Company and he will help the Board in taking the right decisions with his independent judgement and fairness.</p>
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Date: 04/12/2024

Place: New Delhi

By Order of the Board of Directors

Surya India Limited

Pooja

Company Secretary & Compliance Officer

M. No.: A67011

Address: RC-3 Sarojini Nagar

New Delhi -110023

Attendance slip for attending Extra – Ordinary General Meeting

(Please fill the attendance slip and hand over at the entrance of the meeting venue)

Regd. Folio No.	
Name of Shareholder	
No. of Shares held	
DP. ID. No.	
Client ID. No.	

I/ We certify that I/ We are Member(s)/ Proxy of the Member(s) of the Company holding Shares.

I hereby record my presence at the EGM of the Company held on Saturday 28th day of December, 2024 at 01:00 P.M. at the registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044.

Name of the Member/Proxy

Signature of the Member/Proxy

ROUTE MAP OF SURYA INDIA LIMITED

Address: B-1/F-12, Mohan Co- Operative Industrial Estate, Mathura Road, New Delhi- 110044

