



An IS/ISO 9001, An IS/ISO 14001  
& IS: 18001 Company



# SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

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

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

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

**SRL/21-22/93**  
**January 04, 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, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
**Mumbai – 400 051**  
**NSE Symbol: SURYAROSNI**

**Subject: Notice of Postal Ballot**

**Dear Sir / Madam,**

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 30<sup>th</sup> December, 2021 together with the Explanatory Statement thereto, seeking approval of the Members on the Special Businesses as set out in the said Notice.

The aforesaid Notice is also uploaded on the Company's website [www.surya.co.in](http://www.surya.co.in)

Kindly take the same in your records.

Thanking you,

Yours faithfully,  
for **Surya Roshni Limited**

**B B Singal**  
**Sr. V.P & 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:** investorcomplains@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 8<sup>th</sup> April 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 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'):

The proposed Resolutions and the Explanatory Statement setting out the material facts as required in terms of section 102 of the Act read with the Rules and the MCA Circulars forms part of this Postal Ballot Notice ('Notice'), for seeking consent of the Members of the Company through Postal Ballot by remote e-voting only.

In view of prevailing MCA Circulars on Postal Ballot process, the voting on the resolutions covered in the Notice will take place through remote e-voting only and no physical ballots will be collected. Please refer to detailed instructions for remote e-voting explained in notes to this Notice.

### **SPECIAL BUSINESS:**

- 1) **To approve the appointment of Mr. Pramod Jain (DIN: 00002190), 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 an Ordinary 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. Pramod Jain (DIN: 00002190), who is appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 27<sup>th</sup> November, 2021 and who holds office as such up to the date of the ensuing Annual General Meeting, approval of the members be and is hereby accorded to appoint Mr. Pramod Jain (DIN: 00002190) as an Independent Director of the Company to hold office for first term of a period of five consecutive years from 27<sup>th</sup> November, 2021 to 26<sup>th</sup> November, 2026.

**RESOLVED FURTHER THAT** Mr. Pramod Jain meets the criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of his independence for being appointed as an independent Director of the Company.

**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."

- 2) **To approve the appointment of Dr. Suruchi Mittar (DIN: 09432491), as an Independent Woman Director and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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), Dr. Suruchi Mittar (DIN: 09432491), who is appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 18<sup>th</sup> December, 2021 and who holds office as such up to the date of the ensuing Annual General Meeting, approval of the members be and is hereby accorded to appoint Dr. Suruchi Mittar (DIN: 09432491) as an Independent Woman Director of the Company to hold office for first term of a period of five consecutive years from 18<sup>th</sup> December, 2021 to 17<sup>th</sup> December, 2026.

**RESOLVED FURTHER THAT** Dr. Suruchi Mittar meets the criteria of independence as required u/s 149(6) of the Companies Act, 2013 and further furnished to the Board a declaration of her independence for being appointed as an independent Director of the Company.

**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."

- 3) **To appoint Smt. Puja Surya (DIN-00515718) as a Director of the Company liable to retire by rotation and 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 152 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) 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), approval of the members of the Company be and is hereby accorded to appoint Smt. Puja Surya having Director Identification No. (DIN-00515718) as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

- 4) **To appoint Smt. Puja Surya (DIN-00515718) as Whole-time Director of the Company for a period of five years and to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of

Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approval, consents of any other authority(ies) as may be required, approval of the members of the Company be and is hereby accorded to appoint Smt. Puja Surya (DIN: 00515718) as Whole-Time Director of the Company, for a period of 5 (five) years on such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Act annexed to this postal ballot notice.

**RESOLVED FURTHER THAT** in case of inadequacy of profit or loss during any financial year, the remuneration as payable in accordance with the terms and conditions as mentioned in the explanatory statement, shall be paid as minimum remuneration in compliance of the provisions of the Act.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said appointment and/ or remuneration including not limited to increase in the remuneration within the limits allowed under the Act, as it may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

- 5) **To appoint Mr. Ravinder Kumar Narang (DIN-02318041) (existing Independent Director) as Non-Executive; Non-Independent Director of the Company liable to retire by rotation and to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) 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) and the Articles of Association of the Company and subject to such other approval, consents of any other authority(ies)

as may be required, approval of the members of the Company be and is hereby accorded to appoint Shri Ravinder Kumar Narang, Director Identification No. – 02318041 (existing Independent Director of the Company) as Non-Executive; Non-Independent Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

- 6) **To appoint Smt. Urmil Agarwal (DIN-00053809) by change in category status of her appointment as Non-Executive; Non-Independent Director of the Company not liable to retire by rotation and to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and such other applicable provisions,

if any, of the Companies Act, 2013, (the Act) 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) and the Articles of Association of the Company and subject to such other approval, consents of any other authority(ies) as may be required, approval of the members of the Company be and is hereby accorded to appoint Smt. Urmil Agarwal Director Identification No. (DIN-00053809) Director of the Company as a Non-Executive; Non-Independent Director of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution".

**By order of the Board**

**Registered Office:**

Prakash Nagar, Sankhol,  
Bahadurgarh – 124 507 (Haryana)  
Dated: 30<sup>th</sup> December, 2021

**B. B. SINGAL**  
**SR. V.P & COMPANY SECRETARY**  
**Membership No. A-10781**

## NOTES:

- 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.
- 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.
- A. **Dispatch of Postal Ballot Notice through electronic mode**  
In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company / RTA / Depositories respectively as at close of business hours on Friday, 31<sup>st</sup> December,

2021, (the 'cut-off date') and whose e-mail IDs are registered with the Company / RTA / Depositories. As per the MCA Circulars on account of the ongoing COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

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

Alternatively, may send an e-mail request at the email id [info@masserv.com](mailto:info@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.

Further, members holding shares in physical form are requested to update their KYC and other relevant details with the Company Registrar and Transfer Agent (RTA), MAS Services Limited, in compliance to the SEBI Circular SEBI / HO / MIRSD / MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 and SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated 14<sup>th</sup> December, 2021. For any queries in this regard send an e-mail request to Company RTA at [info@masserv.com](mailto:info@masserv.com)

Members may note that the Notice will be available on the Company's website [www.surya.co.in](http://www.surya.co.in), website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and 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 at [info@masserv.com](mailto:info@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. 31<sup>st</sup> December, 2021 are eligible to vote on the resolutions 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 sections 108, 110 of the Act read with the Rules, as amended and regulation 44 of the Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by NSDL. The Members may cast their

votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, 6 <sup>th</sup> January 2022 (9.00 a.m. IST)	Friday, 4 <sup>th</sup> February, 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, 31<sup>st</sup> December, 2021, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. D P Gupta of M/s SGS Associates, Practicing Company Secretary (FCS 2411 & C.P. No. 1509) 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"> <li>1. If members are already registered for <b>NSDL IDEAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDEAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your 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 or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

### Step-I

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle 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 print out of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:**
- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://evoting.nsdl.com>. Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - ii. Alternatively, members may send an e-mail request at the email id [info@masserv.com](mailto:info@masserv.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
5. The report of the Scrutinizer shall be submitted to the Chairperson or Mr. Krishan Kumar Narula, Chairman of the Audit Committee and Chairman of Nomination and Remuneration Committee (NRC) or the Company Secretary of the Company 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 Mr. Krishan Kumar Narula, Chairman of the Audit Committee and Chairman of NRC or the Company Secretary or such other person as authorized by them, on or before Saturday, **5<sup>th</sup> February, 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](http://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 Friday, **4<sup>th</sup> February, 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. 4<sup>th</sup> February, 2022. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto:cs@surya.in)
8. Members of the Company including Institutional Investors are encouraged to vote on the resolutions 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 [sgsdel@gmail.com](mailto:sgsdel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

#### ITEM No.1

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, subject to the approval under Section 152 of the Act, based on the recommendations of Nomination and Remuneration Committee (NRC) has appointed vide circular resolution dated 27<sup>th</sup> November, 2021, Mr. Pramod Jain (DIN: 00002190) as an Additional Director in the capacity as Non-Executive; Independent Director w.e.f. 27<sup>th</sup> November, 2021.

In terms of the provisions of Section 161(1) of the Act, Mr. Pramod Jain would hold office up to the date of ensuing Annual General Meeting. As per the declarations submitted, Mr. Pramod Jain is not liable to any disqualification under the provisions of Section 164 of the Act.

Mr. Pramod Jain aged 52 years is an elected Central Council member of ICAI from 2019. He has done his B.Com (H) from Shri Ram College of Commerce, Bachelor of Law (LLB) and is fellow members of Institute of Chartered Accountants of India (FCA), Institute of Companies Secretaries of India (FCS), Institute of Cost Accountants of India (FCMA) and member of All India Management Association (MIMA). He has also qualified Information System Auditor (DISA). During his illustrious career, he held membership in more than 25 committees /groups/ directorates of ICAI and is/was appointed/nominated as Chairman I Vice-Chairman of various taxation committees. He possesses deep rooted knowledge of Income Tax, Corporate Laws, LLP, Audits, Peer Review, Quality Review etc. He currently holds directorship in Maru Investment and Finance Private Limited, Lodha Finvest Private Limited, ICAI Accounting Research Foundation. FCSL Asset Management Limited and Surya Roshni Limited and holds committee membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social

Responsibility Committee, Committee of Directors and Risk Management Committee in Surya Roshni Limited. 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 date.

The Board of Directors is of the view that Mr. Pramod Jain 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. Pramod Jain has provided his consent for the said appointment.

The NRC recommended his candidature subject to the approval from shareholders in ensuing General meeting in accordance with the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for appointment as an Independent Director of the Company for first term of a period of five consecutive years from 27<sup>th</sup> November, 2021 upto 26<sup>th</sup> November, 2026.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

The Board of Directors, recommend the resolution as set out at Item No. 1 of the Notice for approval of the shareholders as an Ordinary Resolution.

None of the other Directors except Mr. Pramod Jain or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the said resolution.

**INFORMATION PROVIDED AS PER SECRETARIAL STANDARDS ON GENERAL MEETINGS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS THE "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
Pramod Jain (DIN – 00002190)	12.10.1969 No. of Shares held in the Company – Nil	B.Com(H) from SRCC, Delhi University, FCA, FCS, FCMA and MIMA and an LLB. No Inter-se relations with other Directors	He is an elected Central Council member of ICAI from 2019. He has also qualified Information System Auditor (DISA). During his illustrious career, he held membership in more than 25 committees /groups/ directorates of ICAI and is/ was appointed/ nominated as Chairman I Vice-Chairman of various taxation committees. He possesses deep rooted knowledge of Income Tax, Corporate Laws, LLP, Audits, Peer Review, Quality Review etc	He is not holding Directorship in any Company except Maru Investment and Finance Private Limited. Lodha Finvest Private Limited ICAI Accounting Research Foundation Surya Roshni Limited. FCSL Asset Management Ltd.	One Board Meeting attended on 30.12.2021 during the FY- 2021-22.	He is not holding any Committee membership / chairmanship of any company except membership in Surya Roshni Limited- Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Committee of Directors	27.11.2021	To be appointed as an Independent Director of the Company for the first term of a period of five consecutive years from 27 <sup>th</sup> November, 2021 to 26 <sup>th</sup> November, 2026.	Remuneration sought to be paid is the Sitting fees for attending the Board and Committee Meetings of the Company and the last drawn remuneration is Not Applicable for the FY 2020-21

**ITEM No.2**

In compliance to the provisions of Section 149(4) of the Companies Act, 2013 ('the Act') and the proviso of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company needs to appoint at least one Non-Executive; Independent Woman Director.

Dr. Suruchi Mittar, aged about 46 years, a Ph.D in HR Management has also done M.C.M, MBA, PGDCA, M.A (Vocal Classical). A commerce graduate from Delhi University besides academic achievements is also a ACC Certified Executive Coach. She is an experienced renowned young leader with global outreach that creates positive synergies in a multi-cultural environment. She is not holding directorship or committee membership in any company before her appointment in the Company. She has no inter-se relationship with any other director of the Company Further, she is not holding any equity shares of the Company as on date.

In accordance with the provisions of Section 161(1) of

the Companies Act, 2013, the Board of Directors of the Company, subject to the approval under Section 152 of the Act, based on the recommendations of Nomination and Remuneration Committee (NRC) has appointed vide circular resolution, Dr. Suruchi Mittar (DIN: 09432491) as an Additional Director in the capacity as Non-Executive; Independent Woman Director w.e.f. 18<sup>th</sup> December, 2021.

In terms of the provisions of Section 161(1) of the Act, Dr. Suruchi Mittar would hold office up to the date of ensuing Annual General Meeting. As per the declarations submitted, Dr. Suruchi Mittar is not liable to any disqualification under the provisions of Section 164 of the Act.

The Board of Directors is of the view that Dr. Suruchi Mittar is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Woman Director of the Company. Further in their opinion she fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. Dr. Suruchi Mittar has provided her consent for the said appointment.

The NRC recommended her candidature subject to the approval from shareholders in ensuing General meeting in accordance with the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for appointment as an Independent Woman Director of the Company for the first term of a period of five consecutive years from 18<sup>th</sup> December, 2021 up to 17<sup>th</sup> December, 2026.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

The Board of Directors recommend the resolution as set out at Item No. 2 of the Notice for approval of the shareholders as an Ordinary Resolution.

None of the other Directors except Dr. Suruchi Mittar or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the said resolution.

## INFORMATION PROVIDED AS PER SECRETARIAL STANDARDS ON GENERAL MEETINGS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REFERRED TO AS THE "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 she holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which she 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
Suruchi Mittar (DIN – 09432491)	27.04.1976 No. of Shares held in the Company – Nil	A commerce Graduate) from Delhi University and has done Ph.D in HR Management and also done M.C.M, MBA, PGDCA, M.A (Vocal Classical) No Inter-se relations with other Directors	She is a ACC Certified Executive Coach. She is an experienced renowned young leader with global outreach that creates positive synergies in a multi-cultural environment.	She is not holding Directorship in any Company except Surya Roshni Ltd.	One Board Meeting attended on 30.12.2021 during the FY-2021-22	She is not holding any Committee membership / chairmanship of any company except membership in Surya Roshni Limited- Nomination & Remuneration Committee, and Corporate Social Responsibility Committee	18.12.2021	To be appointed as an Independent Director of the Company for first term of a period of five consecutive years from 18 <sup>th</sup> December, 2021 to 17 <sup>th</sup> December, 2026.	Remuneration sought to be paid is the Sitting fees for attending the Board and Committee Meetings of the Company and the last drawn remuneration is Not Applicable for the FY 2020-21

### ITEM No.3 & 4

Smt. Puja Surya, aged around 46 years, having a strong industrialist background with knowledge and expertise to run a PVC Unit, has been closely associated with the business of the company as CGM from past some years and possess an experience in Commercial, Marketing, Financial and Operational aspects. Her unshakable determination along with experience will help the Company in long run.

In view of increasing the operations of the Company and in light with qualification and work experience Smt. Puja Surya possessed, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their meeting held on 30<sup>th</sup> December, 2021 with compliance to the provisions of Section 152(4) and other applicable provisions of the Companies Act, 2013 and in compliance to Regulation 17(1C) and other applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, referred to as "Listing Regulations" and SEBI Circular and the Articles of Association of the Company, has proposed the candidature of Smt. Puja Surya (DIN-00515718) as a Whole-time Director liable to retire by rotation for a period of five years on terms and conditions as set out in the Agreement between the Company and Smt. Puja Surya on approval of the members, and other concerned authority, necessary details of which are given below:

**SALARY: Salary ₹ 5,00,000/- per month.**

(with annual increment of ₹ 25,000/- per month on 1<sup>st</sup> April of every year).

#### PERQUISITES:

Perquisites will be allowed in addition to salary. For this purpose, unless the context otherwise requires, perquisites are classified into three categories: Parts A, B and C and the ceiling shall apply only to Part-A.

**PART-A**

1. **Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary in a period of three years.
2. **Leave Travel Concession** : For self and family once in a year incurred with the rules Company.
3. **Club Fees** : Fees of clubs subject to a maximum of two clubs. Admission and life membership fees shall not be allowed.
4. **Personal Accident Insurance** : Premium not to exceed ₹ 4,000/-per month.

**PART-B**

The following perquisites shall not be included in the computation of the ceiling on remuneration specified in Paragraph I of Section IV of part II of Schedule V of the Companies Act, 2013.

1. Contribution to Provident Fund to the extent that is not taxable under the Income Tax Act
2. Gratuity payable shall not exceed a half months's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.

**PART-C**

1. The Company shall provide a car with driver and telephone facility at the residence of the Whole-time Director. Provision of car with driver for use of Company's business and telephone facility at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on the Whole-Time Director.
2. The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (1) of section 197 of the Companies Act, 2013.
3. If the Company has no profits or the profits are inadequate in any financial year during the terms of her office as the Whole-time Director, Smt. Puja Surya will be entitled to receive the above remuneration and perquisites as minimum remuneration, provided that the total remuneration, of salary, perquisites and any other allowances shall not exceed the ceiling as provided in section II of the Part II of Schedule V of the Companies Act, 2013 or such other amount and perquisites as/is may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) there of.

Further, Smt. Puja Surya is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that she meets the criteria as provided in Section 152, 196,197 read with Schedule V of the Companies Act, 2013 and the rules made there under for being appointed as Whole-time Director of the Company. She is not been debarred from appointment pursuant to any order of SEBI or any other authority.

The copy of the Agreement executed / to be executed between the Company and Smt. Puja Surya along with other relevant documents related to her appointment as Whole-time Director are open for inspection electronically without any fee for 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. **4<sup>th</sup> February, 2022**. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto:cs@surya.in)

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

In terms of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the aggregate fees or compensation payable to promoter Directors will exceed 5 per cent of the net profits of the listed entity since, Puja Surya will be a promoter director, the resolutions are being proposed as **Special Resolutions**.

The Board of Directors recommends the resolution(s) as set out in item No.3 & 4 for the approval of the shareholders as **Special Resolutions**.

The relevant documents related to her appointment are open for inspection electronically without any fee for 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. **4<sup>th</sup> February, 2022**. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto:cs@surya.in)

None of the Directors except Sh. Jai Prakash Agarwal, Smt. Urmil Agarwal, Shri Vinay Surya and Puja Surya (whose interest is only to the extent of appointment as Whole-time Director and their respective shareholding), or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolutions.

**DETAILS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR IS FURNISHED BELOW:**

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 she holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which she 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
Puja Surya (DIN – 00515718)	25.04.1976 No. of Shares held in the Company – 1,75,250	B.Com, M.Com and Semi Qualified Chartered Accountant. No Inter-se relations with other Directors except Shri Jai Prakash Agarwal (Father-in law), Smt. Urmil Agarwal (Mother-in law) and Shri Vinay Surya (Spouse)	She is having a strong industrialist background with knowledge and expertise to run a PVC Unit. Closely associated with the businesses of the company as CGM from past some years and possess an experience in Commercial, Marketing, Financial and Operational aspects	She is not holding Directorship in any Company except Apple Agro Products Pvt. Ltd. Tempting Agro Products Pvt. Ltd. Surya Global Realtors Ltd. and Galaxy Pipes Private Limited	Not Applicable	She is not holding any Committee membership / chairmanship	From the date of Passing of Resolution by the shareholders in the General Meeting through this postal Ballot Notice on 4 <sup>th</sup> February, 2022.	To be appointed as Whole-time Director of the Company for a period of five years as per terms specified in the agreement (brief terms are already specified above)	Remuneration sought to be paid is specified in the Explanatory Statement overleaf and the last drawn Salary is ₹ 2.50 Lakh per month in the capacity as CGM of the Company. For the FY-2020-21

## ITEM No.5

The Shareholders of the Company at the Annual General Meeting held on 04-09-2019 had approved the re-appointment of Shri Ravinder Kumar Narang having DIN – 02318041 as an independent director for second term upto 4<sup>th</sup> September, 2022

His performance as an Independent Director of the Company is outstanding and praise worthy. In his long career of 59 years in Corporate Industry, he occupied many key positions at Board level in both Public and Private Sector Companies. His long experience guides the Board / Committee members on regular basis and his contribution as a member on the Board is incredible and invincible

Under the Guidance of Shri Ravinder Kumar Narang, the Company has achieved all round development and achieved higher growth in making the organization amongst the top leader in the Steel Pipes and Lighting Industry. The Board has benefitted from his relevant specialization and expertise.

In view of his unmatched talent, based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, in their meeting held on 30<sup>th</sup> December, 2021, with compliance to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and in compliance to Regulation 17(1A), 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as "Listing Regulations" and SEBI Circular and the Articles of

Association of the Company, has proposed the candidature of Shri Ravinder Kumar Narang for appointment as a Non-Executive; Non-Independent Director liable to retire by rotation.

On appointment of his candidature at the declaration of Postal Ballot result by the Company, his second term of Independent Director comes to an end and he will assume office of Director as a Non-Executive; Non-Independent Director liable to retire by rotation w.e.f. 4<sup>th</sup> February, 2022

The relevant documents related to his appointment are open for inspection electronically without any fee for 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. 4<sup>th</sup> February, 2022. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto:cs@surya.in)

However, in view of the amended regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy-five) years unless a special resolution is passed to that effect.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

The Board of Directors recommends the resolution as set out in item No.5 for the approval of the shareholders as a **Special Resolution**.

None of the Directors except Sh. Ravinder Kumar Narang, or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

**DETAILS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR IS FURNISHED BELOW:**

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
Ravinder Kumar Narang (DIN – 02318041)	21-01-1939; 83 years. No. of Shares held in the Company – Nil	B.E (Mech.) No Inter-se relations with any other Directors	Possess vast experience in the field of Operations, Project Development and Marketing network and occupied many key positions at Board level in both Public and Private Sector Companies	He is not holding Directorship in any Company except Surya Roshni Limited.	4 meetings of the Company Board attended during the FY-2020-21 and 4 meetings in the FY-2021-22	He is not holding any Committee membership / chairmanship in any company except membership in Stakeholder's Relationship Committee and Nomination & Remuneration Committee of Surya Roshni Limited	05.09.2014 (Initial Date of appointment as an Independent Director)	To be appointed as the Non-executive; Non-Independent Director of the Company liable to retire by rotation	Remuneration sought to be paid is the Sitting fees for attending the Board and Committee Meetings of the Company and the last drawn remuneration is 4,60,000 as sitting fees in FY 2020-21

**ITEM No.6**

The Shareholders of the Company at the 46<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> September, 2019 had re-appointed Smt. Urmil Agarwal (DIN- 00053809) as a Non- Executive Non-Independent Director liable to retire by rotation. Smt. Urmil Agarwal aged around 69 years, a director of the Company has been closely associated with the business of the company and possesses over four decades of experience with sound business acumen and understanding of both the businesses of the Company.

Over the year, with the expansion of the Board and nature of expertise possess by Smt. Urmil Agarwal, the Board of Directors proposes to change her category to not liable to retire by rotation from the existing category Non-Executive; Non-Independent Director, liable to retire by rotation as earlier approved by the shareholders at their meeting held on 4<sup>th</sup> September, 2019.

In compliance to the provisions of Section 152(4) and other applicable provisions of the Companies Act, 2013 and in compliance to Regulation 17(1A) 17(1C), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, referred to as "Listing Regulations" and SEBI Circular and the Articles of Association of the Company, based on the recommendation

of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 30<sup>th</sup> December, 2021, has proposed the candidature of Smt. Urmil Agarwal for appointment as a Non-Executive; Non-Independent Director not liable to retire by rotation.

The relevant documents related to her appointment are open for inspection electronically without any fee for 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. **4<sup>th</sup> February, 2022**. Members seeking to inspect such documents can send an e-mail to [cs@surya.in](mailto:cs@surya.in)

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

The Board of Directors recommends the resolution as set out in item No.6 for the approval of the shareholders as a **Special Resolution**.

None of the Directors except Sh. Jai Prakash Agarwal (Spouse), Shri Vinay Surya (Son) and Smt. Puja Surya (proposed candidature of Directorship and daughter-in law) (whose interest is only to the extent of her appointment as

a Director and their respective shareholding), or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

**DETAILS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR IS FURNISHED BELOW:**

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 she holds Directorship	The number of meetings of the Board attended during the year	Name of Committees of the Companies of which she 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
Urmil Agarwal (DIN – 00053809)	15-03-1953; Aged around 69 years. No. of Shares held in the Company – 2,92,081 shares	Graduate No Inter-se relations with other Directors except Shri Jai Prakash Agarwal (being Spouse) and Shri Vinay Surya (being Son) and Puja Surya (Daughter-in-law as proposed candidature of directorship)	Possesses over four decades of experience with sound business acumen and understanding of both the businesses of the Company	She is not holding Directorship in any Company except in: Surya Roshni Limited. and Pankaj Investments Limited	3 meetings of the Company Board attended during the FY-2020-21 and 2 meetings in the FY-2021-22	She is not holding any Committee membership / chairmanship in any company	16.12.2016	To be appointed as the Non-executive; Non-Independent Director of the Company not liable to retire by rotation	Remuneration sought to be paid is the Sitting fees for attending the Board Meetings of the Company and the last drawn remuneration is 2,00,000 as sitting fees in FY 2020-21

**By order of the Board**

**Registered Office:**

Prakash Nagar, Sankhol,  
Bahadurgarh – 124 507 (Haryana)  
Dated: : **30<sup>th</sup> December, 2021**

**B. B. SINGAL**  
**SR. V.P & COMPANY SECRETARY**  
**Membership No. A-10781**