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& 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/21-22/78

November 25, 2021

The Secretary
The Stock Exchange, Mumbai
New Trading Ring, 14th Floor,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code: 500336

The Manager (Listing Department)
The National stock Exchange of India Ltd
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Symbol: SURYAROSNI

Subject: Notice of Postal Ballot

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 26th October, 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

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 8th April 2020, the General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020 and General Circular No. 10/2021 dated 23rd June 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) **Re-Appointment of Mr. Jai Prakash Agarwal (DIN-00041119) as Whole-time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 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 reappoint Mr. Jai Prakash Agarwal (DIN: 00041119) (Aged 70 years) as Whole-Time Director designated as Executive Chairman of the Company, for a period of 5 (five) years with effect from 1st January, 2022 till 31st December, 2026, not liable to retire by rotation, 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."

2) **Appointment of Mr. Vinay Surya (DIN-00515803) as the Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 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 Mr. Vinay Surya (DIN-00515803) as Managing Director of the Company for a period of 5 (five) years with effect from 26th October, 2021 till 25th October, 2026, liable to retire by rotation, 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."

**By order of the Board
Surya Roshni Limited**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: 26th October, 2021

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

NOTES:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. **A. Dispatch of Postal Ballot Notice through electronic mode**
In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Friday, 19th November 2021, (the 'cut-

off date') and whose e-mail IDs are registered with the Company/ Depositories/ Company RTA. As per the MCA Circulars on account of the 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

Alternatively, members may send an e-mail request at the email id 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.

Members may note that the Notice will be available on the Company's website 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 and 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 with details of folio number and attaching a self-attested copy of PAN card/ Aadhar 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. 19th November, 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
Monday, 29th November 2021 (9.00 a.m. IST)	Tuesday, 28th December, 2021 (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, 19th November, 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"> 1. If members are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. 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 e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	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 e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 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
 - ii. Alternatively, members may send an e-mail request at the email id 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 **Wednesday, 29th December, 2021**. 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 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 three fourth majority, shall be deemed to have been passed on Tuesday, 28th December 2021 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. 28th December, 2021. Members seeking to inspect such documents can send an e-mail request to 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 with a copy marked to evoting@nsdl.co.in
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

ITEM No.1

The Shareholders of the Company at the Annual General Meeting held on 29.12.2017 had approved the appointment of Shri Jai Prakash Agarwal as Whole-time Director of the Company for a period of 5 years from 1st January, 2017 to 31st December, 2021.

Shri Jai Prakash Agarwal, assumed the office of Whole-time Director of the Company and the Company has made all-round progress. The Company rather owes its present stature and position to his guidance and foresight. His unshakable determination along with a vast experience has helped the Company scale new heights year after the other. Under the management control and guidance of Shri Jai Prakash Agarwal, Whole-time Director, the Company has consistently maintained growth in sales and profitability.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their meeting held on 26th October, 2021 has approved the re-appointment of Shri Jai Prakash Agarwal, as Whole-time Director designated as Executive Chairman not liable to retire by rotation for a period of five years w.e.f. 1st January, 2022 to 31st December, 2026 on terms and conditions as set out in the Agreement entered between the Company and Shri Jai Prakash Agarwal subject to the approval of the members, and other concerned authority, necessary details of which is given below:

SALARY: Salary ₹ 35,00,000/- per month w.e.f. 1st January, 2022 with an annual increment of ₹ 2,00,000/- per month in CTC on 1st April of every year.

COMMISSION: 1.5% of the Profit before tax (PBT) of the financial year derived on the basis of Audited Financial Statements of the Company and will be due and paid on or after the approval of Audited Financial Statements by the Board of Directors of the Company for the concerned

financial year per annum basis for the period served under the agreement.

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 specified by the 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 ₹ 4000/-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. Gratuity payable shall not exceed a half months's salary for each completed year of service.
2. 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 Chairman.

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 (Executive Chairman).

- 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.
- If the Company has no profits or the profits are inadequate in any financial year during the terms of his office as the Whole-time Director, Sh. Jai Prakash Agarwal 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) thereof.

Further, Shri Jai Prakash Agarwal is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he 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 reappointed as Whole-time Director (Executive Chairman) of the

Company. He 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 Shri Jai Prakash Agarwal along with other relevant documents related to his reappointment 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. **28th December, 2021**. Members seeking to inspect such documents can send an e-mail to cs@surya.in

Considering the fact that Sh. Jai Prakash Agarwal is aged 70 years and further 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, the resolution is being proposed as a **Special Resolution**.

The Board of Directors recommends the resolution(s) as set out in item No.1 for the approval of the shareholders as a **Special Resolution**.

None of the Directors except Sh. Jai Prakash Agarwal, Smt. Urmil Agarwal and Shri Vinay 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 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 re-appointment	Details of remuneration sought to be paid and last drawn remuneration
Jai Prakash Agarwal (DIN – 000411119)	10-07-1951; 70 years No. of Shares held in the Company – 8,36,628 on an Individual level and holds Beneficial Interest of 56.18% of the total capital in the Company.	B.Com from Calcutta University. No Inter-se relations with other Directors except Smt. Urmil Agarwal (Spouse) and Shri Vinay Surya (Son)	He is an Industrialist by occupation. It is his managerial skills that transform a small steel unit into a Conglomerate that recognized today as one of the top Steel Pipes & Strips and Lighting & Consumer Durables Company of India	He is not holding Directorship in any Company except Surya Roshni Ltd.	4 meetings of the Company Board attended during the FY-2020-21 and 2 meetings in the FY-2021-22	He is not holding any Committee membership / chairmanship except membership in Corporate Social Responsibility Committee (CSR) of Surya Roshni Limited	08.09.1975	To be reappointed as Whole-time Director of the Company for a period of five years from 01.01.2022 to 31.12.2026 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 ₹ 30 Lakh p.m plus 1.5% commission on PBT of the relevant financial year served under the agreement.

ITEM No.2

The Shareholders of the Company at the Annual General Meeting held on 28-09-2018 had approved the appointment of Shri Vinay Surya as Whole-time Director of the Company for a period of five years from 18th May,2018 to 17th May, 2023.

The Shareholders are aware that since the time, Shri Vinay Surya assumed the office of Whole-time Director of the Company, the Company has made tremendous progress especially in Steel Pipes and Strips business. The Company rather owes its present stature and position to his guidance and foresight. His unshakable determination along with a vast experience has helped the Company scale new heights year after the other. Under the management control and guidance, of Shri Jai Prakash Agarwal, Executive Chairman he has set new bench marks and archived new milestones of sales.

In view of increasing the operations of the Company and to further strengthen the Board, the Board of Directors on the recommendation of Nomination and Remuneration Committee has co-opted Shri Vinay Surya, as a Managing Director of the Company with effect from 26th October, 2021 for a period of 5 years till 25th October, 2026, liable to retire by rotation, on terms and conditions as set out in the Agreement entered between the Company and Shri Vinay Surya subject to the approval of the members, and other concerned authority, necessary details of which is given below:

SALARY: Salary of ₹ 20,00,000/- per month w.e.f. 26th October, 2021 with an annual increment of ₹ 1,00,000/- per month on 1st 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 specified by the 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 ₹ 4000/-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 this is not taxable under the Income Tax Act, 1961
- 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 Managing 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 Managing 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 his office as the Managing Director, Sh. Vinay 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) thereof.

Further, Shri Vinay Surya is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he 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 Managing Director of the Company. He is not been debarred from appointment pursuant to any order of SEBI or any other authority.

Considering the fact that 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, the resolution is being proposed as a **Special Resolution**.

Copy of the Agreement executed/to be executed between the Company and Shri Vinay Surya along with other relevant documents related to his appointment as

Managing 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. **28th December, 2021**. Members seeking to inspect such documents can send an e-mail to cs@surya.in

The Board of Directors recommends the resolution(s) as set out in item No.2 for the approval of the shareholders as a **Special Resolution**.

None of the Directors except Sh. Jai Prakash Agarwal, Smt. Urmil Agarwal and Shri Vinay Surya (whose interest is only to the extent of appointment as Managing 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 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 re-appointment	Details of remuneration sought to be paid and last drawn remuneration
Vinay Surya (DIN – 00515803)	20-02-1973; 48 years. No. of Shares held in the Company – 5,32,831	MBA from Swinburn University, Australia. No Inter-se relations with other Directors except Shri Jai Prakash Agarwal (being father) and Smt. Urmil Agarwal (being Mother)	Possess Experience of 22 years in the field of exports, domestic marketing, commercial and Operations. His effective leadership creates mass-improvement in operational efficiencies & marketing and brings synergy especially in Steel Pipes & Strips Operations of the Company.	Besides holding Directorship in Surya Roshni Limited, he is also holding Directorship in - Apple Agro Products Private Limited - J. J. Buildcon Private Limited - Galaxy Pipes Limited and - Pankaj Investments Limited	4 meetings of the Company Board attended during the FY-2020-21 and 2 meetings in the FY-2021-22	He is not holding any Committee membership / chairmanship in any company	18.05.2018	To be appointed as the Managing Director of the Company for a period of five years from 26.10.2021 to 25.10.2026 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 15,00,800 p.m. (CTC) as per terms of agreement approved by shareholders in the AGM held on 28th September, 2018

**By order of the Board
Surya Roshni Limited**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated: 26th October, 2021

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