

SURYA INDIA LIMITED

Regd. Office: B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
Tel: +91 11 45204115; **Fax:** +91 11 28898016; **Email:** cs@haldiram.com,
CIN- L74899DL1985PLC019991; **Website:** www.suryaindialtd.com

NOTICE

Notice is hereby given that the 37th Annual General Meeting (37th AGM) of the members of Surya India Limited ("the Company") will be held on Monday, 08th day of August, 2022 at 02:00 p.m. IST at the Registered Office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, along with the Boards' Report and Independent Auditors' Report thereon.
2. To appoint a director in place of Mrs. Preeti Agarwal (DIN: 00011450), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and, being eligible, offers herself for re- appointment.
3. To consider the appointment of M/s P. R. Kumar & Co., Chartered Accountants, having Firm Registration No.: 003186N, as Statutory Auditor of the Company in place of the retiring auditor M/s KAP & Associates, having Firm Registration No.: 024745N and to fix their remuneration thereon.

SPECIAL BUSINESS

4. To consider and regularize the appointment of Mr. Ratnesh Kumar (DIN: 09600213), as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modifications or amendments or substitutions or re-enactment thereof, for the time being in force), Regulation 16(1)(b), 17, 25(2A), 36(3) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and pursuant to the recommendation of the nomination and remuneration committee and board of directors of Surya India Limited ("the Company"), the consent of the members of the Company be and is hereby accorded to appoint Mr. Ratnesh Kumar (DIN: 09600213) as an

Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 09th day of May, 2022, who was appointed by the Board of Directors as an Additional Director of the Company on the recommendation of the Nomination and Remuneration Committee of the Company, with effect from 09th day of May, 2022 and who holds office up to the date of upcoming Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director as per Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect.

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

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

5. To consider and approve re- appointment of Mrs. Preeti Agarwal (DIN: 00011450) as Managing Director (MD) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or substitutions or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of Surya India Limited (“the Company”), the consent of the members of the Company be and is hereby accorded to the re- appointment of Mrs. Preeti Agarwal (DIN: 00011450) as the Managing Director (MD) of the Company for a period of 3 (three) consecutive years, commencing from 30th day of September, 2022, who shall be liable to retire by rotation and on such other terms and conditions including remuneration as mentioned below:

Basic Salary:

She shall be entitled to salary of Rs. 84,00,000/- (Rupees Eighty Four Lakh only) per annum w.e.f. 30th day of September, 2022 which can be increased upto Rs. 1,00,00,000/- (Rupees One Crore only) per annum by the Board of Directors of the Company.

In addition to above, Mrs. Preeti Agarwal (DIN: 00011450), Managing Director of the Company will also be entitled for the following perquisites and facilities:

Category A

Gratuity: Not exceeding 15 days salary for every completed year of service.

Company's contribution towards provident fund and super annuation or annuity fund, if any, shall be as per rules of the company.

Earned/Privilege Leave: As per rules of the Company.

Category B

The Company shall, if required, provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by her.

FURTHER RESOLVED THAT Mrs. Preeti Agarwal (DIN: 00011450), Managing Director of the Company will also be entitled for the reimbursement of actual entertainment, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, if any, from time to time.

ALSO RESOLVED THAT in the event of loss or inadequacy of profits or profits in the Company, in any year, during her tenure, she shall be paid a minimum remuneration by way of salary and perquisites as per the remuneration and limits specified above.

ALSO RESOLVED THAT the re- appointment of the above said Managing Director of the Company, may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/

forms with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana and intimations with other statutory authorities.

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

6. To consider and approve re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as Wholetime Director (WTD) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or substitutions or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of Surya India Limited (“the Company”), the consent of the members of the Company be and is hereby accorded to the re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as the Wholetime Director (WTD) of the Company for a period of 3 (three) consecutive years, commencing from 30th day of September, 2022, who shall be liable to retire by rotation and on such other terms and conditions including remuneration as mentioned below:

Basic Salary:

She shall be entitled to salary of Rs. 84,00,000/- (Rupees Eighty Four Lakh only) per annum w.e.f. 30th day of September, 2022 which can be increased upto Rs. 1,00,00,000/- (Rupees One Crore only) per annum by the Board of Directors of the Company.

In addition to above, Mrs. Priyanka Agarwal (DIN: 01989753), Wholetime Director of the Company will also be entitled for the following perquisites and facilities:

Category A

Gratuity: Not exceeding 15 days salary for every completed year of service.

Company’s contribution towards provident fund and super annuation or annuity fund, if any, shall be as per rules of the company.

Earned/Privilege Leave: As per rules of the Company.

Category B

The Company shall, if required, provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by her.

FURTHER RESOLVED THAT Mrs. Priyanka Agarwal (DIN: 01989753), Wholetime Director of the Company will also be entitled for the reimbursement of actual entertainment, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, if any, from time to time.

ALSO RESOLVED THAT in the event of loss or inadequacy of profits or profits in the Company, in any year, during her tenure, she shall be paid a minimum remuneration by way of salary and perquisites as per the remuneration and limits specified above.

ALSO RESOLVED THAT the re- appointment of the above said Wholetime Director of the Company, may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the office of Registrar of Companies National Capital Territory of Delhi and Haryana and intimations with other statutory authorities.

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

7. To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited ("the Company") and Haldiram Products Private Limited, a related party of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(76), 188(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 2(1)(zc), 23 and other

applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments or substitution or re-enactment thereof, for the time being in force), and based on the recommendation of the Audit Committee and board of directors of Surya India Limited ("the Company") as well as the Company's policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) entered into/ proposed to be entered into with respect to leasing of properties of the Company to Haldiram Products Private Limited, a related party in terms of Section 2(76) of the Act and a company in which directors of the Company are interested, on such terms and conditions as may be mutually agreed between the aforementioned related parties, for an aggregate value not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only), during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, provided that such transaction(s) is/ are being carried out at arm's length basis and in the ordinary course of business."

FURTHER RESOLVED THAT Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Whole Time Director and Mr. Manohar Lal Agarwal, Director of the Company be and are hereby severally authorized, to negotiate and finalize the terms and conditions, execute necessary documents, papers, agreements etc. with regard to the aforementioned transaction for leasing of properties of the Company to Haldiram Products Private Limited and to give such directions in the best interest of the Company, as may be considered necessary or expedient in its absolute discretion and such decision shall be final & binding on the company and to settle any question or difficulty that may arise and to delegate all or any of these powers to any committee of the Board or any other officer in this regard.

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana and sending/ giving intimations to other statutory authorities.

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

8. To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited ("the Company") and Haldiram Manufacturing Company Private Limited, a related party of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 188(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 2(1)(zc), 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments or substitution or re-enactment thereof, for the time being in force), and based on the recommendation of the Audit Committee and board of directors of Surya India Limited (“the Company”) as well as the Company’s policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) entered into/ proposed to be entered into with respect to leasing of properties of the Company to Haldiram Manufacturing Company Private Limited, a related party in terms of Section 2(76) of the Act and a company in which directors of the Company are interested, on such terms and conditions as may be mutually agreed between the aforementioned related parties, for an aggregate value not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only), during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, provided that such transaction(s) is/ are being carried out at arm’s length basis and in the ordinary course of business.”

FURTHER RESOLVED THAT Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Whole Time Director and Mr. Manohar Lal Agarwal, Director of the Company be and are hereby severally authorized, to negotiate and finalize the terms and conditions, execute necessary documents, papers, agreements etc. with regard to the aforementioned transaction for leasing of properties of the Company to Haldiram Manufacturing Company Private Limited and to give such directions in the best interest of the Company, as may be considered necessary or expedient in its absolute discretion and such decision shall be final & binding on the company and to settle any question or difficulty that may arise and to delegate all or any of these powers to any committee of the Board or any other officer in this regard.

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana and sending/ giving intimations to other statutory authorities.

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

9. To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited (“the Company”) and Haldiram Ethnic Foods Private Limited, a related party of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 188(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 2(1)(zc), 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments or substitution or re-enactment thereof, for the time being in force), and based on the recommendation of the Audit Committee and board of directors of Surya India Limited (“the Company”) as well as the Company’s policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) entered into/ proposed to be entered into with respect to leasing of properties of the Company to Haldiram Ethnic Foods Private Limited, a related party in terms of Section 2(76) of the Act and a company in which directors of the Company are interested, on such terms and conditions as may be mutually agreed between the aforementioned related parties, for an aggregate value not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only), during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, provided that such transaction(s) is/ are being carried out at arm’s length basis and in the ordinary course of business.”

FURTHER RESOLVED THAT Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Whole Time Director and Mr. Manohar Lal Agarwal, Director of the Company be and are hereby severally authorized, to negotiate and finalize the terms and conditions, execute necessary documents, papers, agreements etc. with regard to the aforementioned transaction for leasing of properties of the Company to Haldiram Ethnic Foods Private Limited and to give such directions in the best interest of the Company, as may be considered necessary or expedient in its absolute discretion and such decision shall be final & binding on the company and to settle any question or difficulty that may arise and to delegate all or any of these powers to any committee of the Board or any other officer in this regard.

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana and sending/ giving intimations to other statutory authorities.

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

10. To consider and approve the material related party transaction with respect to giving of loan to Haidiram Snacks Private Limited under section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and regulations 2(1)(zc), 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force), and based on the recommendation of the Audit Committee and board of directors of Surya India Limited (“the Company”) as well as the Company’s policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s) entered into/ proposed to be entered into with respect to giving of loan to Haidiram Snacks Private Limited, a related party in terms of Section 2(76) of the Act and a company in which directors of the Company are interested, on such terms and conditions as may be mutually agreed between the aforementioned related parties, for an amount not exceeding in aggregate Rs. 50,00,00,000/- (Rupees Fifty Crore only), in one or more tranches for its business purpose, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, provided that such transaction(s) is/ are being carried out at arm’s length basis and in the ordinary course of business.”

“FURTHER RESOLVED THAT Mrs. Preeti Agarwal (DIN: 00011450), Managing Director, Mrs. Priyanka Agarwal (DIN: 01989753), Wholetime Director and Mr. Manohar Lal Agarwal (DIN: 00290780), Director of the Company, be and are hereby severally authorized to negotiate and decide from time to time, the terms and conditions of the above said transaction, execute necessary documents, papers, agreements, affidavits etc. for the aforesaid grant of loan to Haidiram Snacks Private Limited and to do all such acts, deeds

and things and to give such directions as may be considered necessary or expedient in its absolute discretion and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of the Board or any other officer of the Company in this regard.”

ALSO RESOLVED THAT any Director and/ or Ms. Jagriti Aggarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana and giving/ sending intimations to other statutory authorities.

“ALSO RESLOVED THAT a certified copy of the above said resolution be given to such person/ authorities/ entities/ body corporate etc. as may be considered necessary under the signature of any one Director and Company Secretary and/ or Compliance Officer of the Company.”

Date: 14th July, 2022

Place: New Delhi

By Order of the Board of Directors

Surya India Limited

Jagriti Aggarwal

Company Secretary & Compliance Officer

M. No.: A45455

Address: 16/33, East Punjabi Bagh,

New Delhi- 110026

NOTES

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

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

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company.
3. Corporate members intending to send their authorized representatives to attend the 37th AGM are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the 37th AGM as per provisions of Section 113 of the Companies Act, 2013.
4. In case of joint holders attending the 37th AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended ("the Act") and clause 1.2.5 of the Secretarial Standard– 2 ("SS- 2") on General Meetings issued by The Institute of Company Secretaries of India (ICSI), relating to special business to be transacted at the 37th AGM are annexed hereto. The said statements also contain the recommendation of the Board of Directors to the shareholders of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) on each specific items.

Additional disclosures, pursuant to the requirements of SS- 2 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), relating to the appointment or re- appointment and/or fixation of remuneration of Directors including Managing Director or Wholetime Director forms part of this Notice calling the 37th AGM of the Company and is annexed as **Annexure- II**.

Further, information required on the matter pursuant to Section II, Part II of Schedule V of the Act is given in **Annexure- III**.

6. Members are requested to:
 - a. Bring their copy of the Annual Report and Attendance Slip (enclosed with this notice) with them at the 37th AGM.
 - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
7. In terms of the provisions of the Act, MCA Circulars and SEBI Circulars, the Company is sending this 37th AGM Notice, inter alia, indicating the process and manner of remote e-voting, along with the Annual Report for the Financial Year ended 31st March, 2022 in electronic form to those members whose e-mail addresses are registered with the Company/ Depositories. The Company will send 37th AGM Notice and the statement containing the salient features of all the documents to other members who have not registered their e-mail id with the company through permitted mode. The Company shall send the physical copy of the Annual Report only to those members who specifically request for the same by sending an e-mail at cs@haldiram.com.

The Notice calling the 37th AGM and the Annual Report for the Financial Year ended 31st March, 2022 have been uploaded on the website of the Company at www.suryaindialtd.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com. The 37th AGM Notice is also available on the website of NSDL (agency for providing the remote e- Voting facility) at www.evoting.nsdl.com

8. All the documents referred to in the accompanying notice are open for inspection at the Company's Registered Office situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 on all working days of the Company, between 10:00 a.m. (IST) to 01:00 p.m. (IST) upto the date of the 37th AGM.
9. The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a) Register of Contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013.
 - b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.

The aforesaid registers shall be kept open for inspection on all working days during business hours and at the 37th AGM by any person entitled to attend the meeting.

10. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Tuesday, 02nd day of August, 2022 to Monday, 08th day of August, 2022 (both days inclusive) for the purpose of 37th AGM and will be available for inspection at the venue of the 37th AGM till the conclusion of the meeting.
11. Members desirous of getting any information about the Annual accounts and/or operations of the Company are requested to write to the Company at its Registered Office at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA circulars, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and Secretarial Standard- 2 on General Meeting issued by Institute of Company Secretaries of India (ICSI), the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the 37th AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e- voting facility.
13. The Board of Directors of the Company in its meeting held on Monday, 14th day of July, 2022 has appointed Mr. Pradeep Kathuria of M/s P. Kathuria & Associates (Membership No. FCS 4655, CP No. 3086), Company Secretaries, as scrutinizer for scrutinizing the entire voting process i.e. remote e-voting and voting at 37th AGM, to ensure that the process is carried out in a fair and transparent manner. The written consent in this regard has been obtained from him.
14. The Scrutinizer shall, immediately after the conclusion of voting at the 37th AGM, first count the votes cast during the 37th AGM, thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the 37th AGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him/ her in writing, who shall countersign the same.

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

15. The ISIN of the Equity Shares having face value of Rs.10/- each is INE446E01019.

16. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. Further, with effect from January 24, 2022 transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.
17. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares:** SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Skyline Financial Services Private Limited, for immediate action. A copy of such forms can be downloaded from the website of the Company at www.suryaindialtd.com or from the website of our RTA at www.skylinerta.com

In case of any query / assistance, members are requested to contact our RTA, Skyline Financial Services Private Limited, Address: D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020 (Phone: 011-40450193-97 & 26812682-83, E-mail: parveen@skylinerta.com, website: www.skylinerta.com)

18. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of Companies (Share Capital and Debentures), Rules, 2014, members are entitled to make nomination in respect of shares held by them in physical form. Members who have not yet registered their nomination and are desirous of making nominations are requested to send their requests in Form SH- 13 of the said rules. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-

14 of the said rules. Members holding shares in electronic form may submit the same to their respective depository participant(s).

19. To support the “Green Initiative”, the Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 08th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/ she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company’s shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/ her interest and other essential particulars in the prescribed manner and within the permitted time frame.
21. Route Map of the meeting is enclosed with the notice.
22. **The instructions for members for remote e-voting process are as under:**

The remote e-voting period begins on Thursday, 04th day of August, 2022 (9:00 am IST) and ends on Sunday, 07th day of August, 2022 (5:00 pm IST). During this period, Shareholders’ of the Company, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members/ Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, 01st day of August, 2022, shall be entitled to avail the facility of remote e- voting and voting at the 37th AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 01st day of August, 2022. Any person, who acquires shares of the Company and become member of the Company after dispatch/ issue of the notice and holding shares as of the cut-off date i.e. Monday, 01st day of August, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@haldiram.com. However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

The Members who have cast their vote by remote e-voting prior to the 37th AGM may also attend/ participate in the 37th AGM but shall not be entitled to cast their vote again.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Individual Shareholders holding Securities in demat mode with NSDL:

- a. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b. 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- c. Shareholders/Members can also download the NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding Securities in demat mode with CDSL:

- a. 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.
- b. 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.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- d. 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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL

Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pkathuria28@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free numbers 1800-1020-990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. **For Physical Shareholders** - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email id at cs@haldiram.com.
2. **For Demat Shareholders** - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of

Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company email id at cs@haldiram.com.

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

3. Alternatively, shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e- voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Date: 14th July, 2022
Place: New Delhi

By Order of the Board of Directors
Surya India Limited

Jagriti Aggarwal
Company Secretary & Compliance Officer
M. No.: A45455
Address: 16/33, East Punjabi Bagh,
New Delhi- 110026

Explanatory Statement

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) given hereunder sets out all material facts relating to the special business mentioned at Item No. 4 to 10 of the accompanying Notice calling 37th Annual General Meeting of Surya India Limited (“the Company”). As an Additional information and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), amended from time to time, the Explanatory Statement also contain material facts pertaining to ordinary business mentioned at Item No. 3 of the said Notice.

Item No. 3:

(This explanatory statement related to ordinary business is strictly as per the provisions of Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, though not required as per the provisions of Section 102 of the Companies Act, 2013)

The members are hereby informed that the term of appointment of M/s KAP & Associates (having FRN: 024745N), Chartered Accounts, existing Statutory Auditors of the Company, expires at the ensuing Annual General Meeting of the Company.

After evaluating and considering various factors such as industry, experience, competency of the audit team, efficiency in conduct of audit, independence etc., the Board of Directors of the Company in their meeting held on 14th day of July, 2022, on the basis of recommendation received from the Audit Committee of the Company, have proposed appointment of M/s P. R. Kumar & Co., Chartered Accountants, having FRN: 003186N, as Statutory Auditors of the Company at a proposed remuneration of Rs. 10,00,000/- (Rupees Ten Lakh only) plus applicable taxes and out of pocket expenses, for a period of 5 consecutive years commencing from financial year 2022-2023, which will be subject to the approval of the members of the Company.

Brief profile of M/s P. R. Kumar & Co.:

M/s P. R. Kumar & Co., Chartered Accountants, F.R.N. 003186N, is a firm registered with the Institute of Chartered Accountants of India. Its office is situated at C-2/4, Safdarjung Development Area, Main Aurobindo Marg, New Delhi - 110016. The firm has 6 partners as on date.

As per the provisions of the Chartered Accountants Act, 1949, the firm is subject to peer review which are conducted regularly by Institute of Chartered Accountants of India and is also subject to inspection by the Quality Review Board. The firm has more than 41 years of experience and provides assurance, tax advisory, corporate finance, management and investment advisory to corporates, banks, individuals and institutions.

M/s P. R. Kumar is a niche middle market financial advisor serving domestic and international, small and medium sized clients. They offer a full suite of assurance, direct and indirect taxation as well as strategic advisory services.

Further, the members of the Company are hereby informed that there is no material change in the remuneration payable to incoming auditors from that paid to the outgoing auditors.

The members are hereby informed that M/s P. R. Kumar & Co., Chartered Accountants, have consented to their appointment as Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of Section 139 read with Section 141 of the Act and the rules made thereunder.

Further, pursuant to the provisions of the Section 139(1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, the Company has obtained a certificate from M/s P. R. Kumar & Co., Chartered Accountants, proposed Statutory Auditors of the Company.

The Board in consultation with the Audit Committee of the Company may alter and vary the terms and conditions of appointment, including remuneration in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at item no. 3 of the accompanying notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary resolution at item no. 3 of the accompanying notice for approval by members of the Company.

Item No. 4

The members of the Company are being hereby informed that based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Ratnesh Kumar (DIN: 09600213) was appointed as an Additional Director (under the category Non- Executive Independent Director), not liable to retire by rotation, by the board of directors of the Company w.e.f. 09th day of May, 2022, for a period of 5 consecutive years which was subject to the approval of the shareholders of the Company, in accordance with the provisions of Section 149 152, 161 of Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, as per the provision of Section 161, the above mentioned director holds office up to the date of upcoming Annual General Meeting.

Mr. Ratnesh Kumar has confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules,

2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

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

Further, he shall not be entitled to any stock option. He will not be entitled to any remuneration nor will he be paid any profit related commission. The Board further informs that he has given written consent for waiver of sitting fees and reimbursement of expenses for participating in the meetings of the Board and other Committee meetings of the Company to be held during the financial year 2022-23.

In the opinion of the Board, Mr. Ratnesh Kumar is a person of integrity and possess relevant expertise and experience and fulfils the conditions specified in the Act and the rules made thereunder read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management of the Company.

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

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution at Item No. 4 of the accompanying notice.

The Board feels that the presence of Mr. Ratnesh Kumar on the Board of the Company is desirable and would be beneficial to the Company and accordingly, in terms of the provisions of the Act and the SEBI Listing Regulations and on recommendation of the Nomination and Remuneration

Committee, the Board of directors of the Company recommends the Special Resolution set out in Item No. 4 of the notice for approval by the shareholders.

Item No. 5

The members of the Company are being hereby informed that Mrs. Preeti Agarwal (DIN: 00011450), was re- appointed as Managing Director of the Company in the 32nd Annual General Meeting of the Company held on 30th day of September, 2017 by the shareholders for a period of 5 consecutive years which is due to expire on 29th September, 2022 at a remuneration of Rs. 3,50,000/- per month and other perquisites which was increased from Rs. 3,50,000/- to Rs. 7,00,000/- and other perquisites per month in the 34th Annual General Meeting of the Company held on 30th day of August, 2019, by way of shareholder's approval w.e.f. 01st October, 2019, for a period of 3 years as per Schedule V of the Companies Act, 2013.

Since her term as Managing Director (MD) will expire on 29th September, 2022, the Board of Directors of the Company in its meeting held on 14th July, 2022 and on the basis of recommendation received from the Nomination and Remuneration Committee of the Company, has passed a resolution for re- appointment of Mrs. Preeti Agarwal as Managing Director of the Company for a further period of 3 (three) consecutive years which is subject to the approval of the shareholders in the upcoming Annual General Meeting of the Company.

In the opinion of the Board, Mrs. Preeti Agarwal fulfils the conditions as specified under Section 196(3), Part I of Schedule V and other applicable provisions of the Companies Act, 2013 for such re- appointment and is not disqualified or debarred from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 and BSE circular No. LIST / COMP / 14 / 2018-19 dated June 20, 2018.

Further, based on the current market scenario and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board proposes to continue to pay Mrs. Preeti Agarwal, a remuneration of Rs. 84,00,000/- per annum which can be increased to Rs. 1,00,00,000/- per annum in any Financial Year during her tenure with the Company.

Also, as per Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Currently, the company has no profits during the Financial Year ended 2022, therefore, as per Schedule V, the Company need to pass a special resolution in the general meeting for the remuneration proposed to be paid to Mrs. Preeti Agarwal.

Also, as per the provisions of Regulation 17(6)(e), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of special resolution in general meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds Rs. 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

The Board feels that the presence of Mrs. Preeti Agarwal on the board of the Company is desirable and would be beneficial to the Company and hence the board recommends the resolution as set out in Item No. 5 for adoption as Special Resolution by the shareholders of the Company.

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

Information required on the matter pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 is given in **Annexure- III**.

Mrs. Preeti Agarwal, Managing Director of the Company, being the appointee director, and Mr. Manohar Lal Agarwal along with other relatives are concerned and interested, financially or otherwise, in the Special Resolution set out in the Notice thereto. Also, Mrs. Priyanka Agarwal, Wholetime Director of the Company along with her relatives is indirectly related in the Special Resolution.

No other Director or Key Managerial Personnel of the Company and their relatives are, financially and otherwise, concerned or interested, in the Special resolution set out at Item No. 5 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The members of the Company are being hereby informed that Mrs. Priyanka Agarwal (DIN: 01989753) was re- appointed as Wholetime Director of the Company in the 32nd Annual General Meeting of the Company held on 30th day of September, 2017 by the shareholders for a period of 5 consecutive years which is due to expire on 29th September, 2022, at a remuneration of Rs.

3,50,000/- per month and other perquisites which was increased from Rs. 3,50,000/- to Rs. 7,00,000/- and other perquisites per month in the 34th Annual General Meeting of the Company held on 30th day of August, 2019, by way of shareholder's approval w.e.f. 01st October, 2019, for a period of 3 years as per Schedule V of the Companies Act, 2013.

Since her term as Wholetime Director (WTD) will expire on 29th September, 2022, the Board of Directors of the Company in its meeting held on 14th July, 2022 and on the basis of recommendation received from the Nomination and Remuneration Committee of the Company, has passed a resolution for re- appointment of Mrs. Priyanka Agarwal as Wholetime Director of the Company for a further period of 3 (three) consecutive years which is subject to the approval of the shareholders in the upcoming Annual General Meeting of the Company.

In the opinion of the Board, Mrs. Priyanka Agarwal fulfils the conditions as specified under Section 196(3), Part I of Schedule V and other applicable provisions of the Companies Act, 2013 for such re- appointment and is not disqualified or debarred from being appointed as a Wholetime Director in terms of Section 164 of the Companies Act, 2013 and BSE circular No. LIST / COMP / 14 / 2018-19 dated June 20, 2018.

Further, based on the current market scenario and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board proposes to continue to pay Mrs. Priyanka Agarwal, a remuneration of Rs. 84,00,000/- per annum which can be increased to Rs. 1,00,00,000/- per annum in any Financial Year during her tenure with the Company.

Also, as per Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Currently, the company has no profits during the Financial Year ended 2022, therefore, as per Schedule V, the Company need to pass a special resolution in the general meeting for the remuneration proposed to be paid to Mrs. Priyanka Agarwal.

Also, as per the provisions of Regulation 17(6)(e), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of special resolution in general meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds Rs. 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

The Board feels that the presence of Mrs. Priyanka Agarwal on the board of the Company is desirable and would be beneficial to the Company and hence the board recommends the

Resolution as set out in Item No. 6 for adoption as Special Resolution by the shareholders of the Company.

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

Information required on the matter pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 is given in **Annexure- III**.

Mrs. Priyanka Agarwal, Wholetime Director of the Company, being the appointee director, along with her relatives are concerned and interested, financially or otherwise, in the Special Resolution set out in the Notice thereto. Also, Mrs. Preeti Agarwal, Managing Director and Mr. Manohar Lal Agarwal, Director of the Company along with their relatives are indirectly related in the Special Resolution.

No other Director or Key Managerial Personnel of the Company and their relatives are, financially and otherwise, concerned or interested, in the Special resolution set out at Item No. 6 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item no. 7

The members of the Company are being informed that as per the provisions of Section 188(1)(c) of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and Power) Rules, 2014, if in any financial year, transactions to be entered into, either individually or taken together along with the transactions entered earlier, with respect to leasing of property of any kind, amounts to ten percent or more of the turnover of the audited financial statement of the preceding financial year, then the Company is required to obtain approval from the shareholders of the Company.

Further, amended Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 01st April, 2022, read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions shall require prior approval of the shareholders of the Company.

Also as per Regulation 23(1), a transaction shall be considered as material if the transaction to be entered into, either individually or taken together with previous transaction(s) during a financial

year, exceeds Rupees One Thousand crores or ten percent of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Company, in order to pursue its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Haldiram Products Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 14th July, 2022 and on the recommendation of the Audit Committee, has recommended to its shareholders for consideration and approval of entering into material related party transactions with Haldiram Products Private Limited, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, as set out in the Item No. 7 of the accompanying Notice.

The transactions sought to be approved by shareholders will be entered in the ordinary course of business and on arm's length basis.

The details as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

S. No	Particulars	Details of transaction
1	Name of the related party	Haldiram Products Private Limited
2	Name of the director or key managerial personnel who is related, if any	Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company are directly and/ or indirectly related to Haldiram Products Private Limited. The above directors being related are considered to be interested in the proposed resolution as set out in item no. 7 of the accompanying notice.
3	Nature of relationship	Above mentioned directors are considered to have significant influence on Haldiram Products Private Limited.

4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Nature: Leasing of property of any kind</p> <p>Material terms: The terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Products Private Limited, which will be in the best interest of the Company</p> <p>Monetary value: The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p>Particulars of the contract or arrangements: The proposed transactions are in the nature of renting/ leasing of the properties of the Company at arm's length basis and in the ordinary course of business of the Company and the said transactions are covered under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with SEBI Listing Regulations.</p>
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	The transaction is/ will be carried out at arm's length basis and in the ordinary course of business.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

S. No	Particulars	Details of transaction
1	Summary of information as provided by the management of the Company to audit committee	<p>Type, material terms and particulars of the proposed transaction: The Company have entered into/ proposes to enter into transactions in relation to renting/ leasing of its properties of any kind with its related party at arm's length basis and in the ordinary course of business.</p> <p>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest: Haldiram Products Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 ("the Act")</p>

		<p>and Regulation 2(1)(zb) of Listing Regulations. Mr. Manohar Lal Agarwal, Director, Mrs. Preeti Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director of the Company, are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Tenure of the proposed transaction: during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023.</p> <p>Value of the proposed transaction: upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p> <p>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction: 85.25%</p>
2	Justification for why the proposed transaction is in the interest of the Company	<p>The Company is mainly engaged in providing its properties on rent/ lease to the other parties and earns income therefrom.</p> <p>Generally, the company owns commercial spaces in malls/ multiplexes and they are let out to renowned food and restaurant outlets.</p> <p>Haldiram is a renowned and growing brand having QSR outlet across Delhi/ NCR and the continued association of the Company with Haldiram Products Private Limited for the proposed transaction will prosper to aid the growth of the Company's business.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details of the source of funds, in connection with the	Not applicable

	proposed transaction, Where any financial indebtedness is incurred to make or give loan, inter- corporate deposits, advances or investments, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	Statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The valuation report as obtained from the valuer is available for inspection at the registered office of the Company during the business hours till the conclusion of the AGM and same will be made available at the request of the shareholder at their registered e-mail address.
5	Percentage of counter- party's annual consolidated turnover (2020-21) that is represented by the value of proposed RPT, on a voluntary basis	1.79%
6	Any other information that may be relevant	All relevant information is mentioned in the explanatory statement pursuant to Section 102(1) of the Act, forming part of this Notice.

Based on the recommendation of the Audit Committee, the Board of directors recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval by the Members.

Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company and their relatives are concerned or interest, financially and otherwise, in the Ordinary resolution as set out at Item No. 7 of the accompanying notice.

The members may note that in terms of the provisions of Section 188 of the Act and Listing Regulations, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a related party to the particular transaction or not.

Item no. 8

The members of the Company are being informed that as per the provisions of Section 188(1)(c) of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and Power) Rules, 2014, if in any financial year, transactions to be entered into, either individually or taken together along with the transactions entered earlier, with respect to leasing of property of any kind, amounts to ten percent or more of the turnover of the audited financial statement of the preceding financial year, then the Company is required to obtain approval from the shareholders of the Company.

Further, amended Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 01st April, 2022, read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions shall require prior approval of the shareholders of the Company.

Also, as per Regulation 23(1), a transaction shall be considered as material if the transaction to be entered into, either individually or taken together with previous transaction(s) during a financial year, exceeds Rupees one thousand crores or ten percent of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Company, in order to pursue its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Haldiram Manufacturing Company Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 14th July, 2022 and on the recommendation of the Audit Committee, has recommended to its shareholders for consideration and approval of entering into material related party transactions with Haldiram Manufacturing Company Private Limited, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, as set out in the Item No. 8 of the accompanying Notice.

The transactions sought to be approved by shareholders will be entered in the ordinary course of business and on arm's length basis.

The details as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

S. No	Particulars	Details of transaction
1	Name of the related party	Haldiram Manufacturing Company Private Limited
2	Name of the director or key managerial personnel who is related, if any	Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company are directly and/ or indirectly related to Haldiram Manufacturing Company Private Limited. The above directors being related are considered to be interested in the proposed resolution as set out in item no. 8 of the accompanying notice.
3	Nature of relationship	Above mentioned directors are considered to have significant influence on Haldiram Manufacturing Company Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Nature: Leasing of property of any kind</p> <p>Material terms: The terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Manufacturing Company Private Limited, which will be in the best interest of the Company.</p> <p>Monetary value: The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p>Particulars of the contract or arrangements: The proposed transactions are in the nature of renting/ leasing of the properties of the Company at arm's length basis and in the ordinary course of business of the Company and the said transactions are covered under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with SEBI Listing Regulations.</p>

5	Any other information relevant or important for the members to take a decision on the proposed resolution.	The transaction is/ will be carried out at arm's length basis and in the ordinary course of business.
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Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

S. No	Particulars	Details of transaction
1	Summary of information as provided by the management of the Company to audit committee	<p>Type, material terms and particulars of the proposed transaction: The Company have entered into/ proposes to enter into transactions in relation to renting/ leasing of its properties of any kind with its Related Party at arm's length basis and in the ordinary course of business.</p> <p>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest: Haldiram Manufacturing Company Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Listing Regulations. Mr. Manohar Lal Agarwal, Director, Mrs. Preeti Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director are concerned or interested, financially or otherwise in the proposed transaction.</p> <p>Tenure of the proposed transaction: during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023.</p> <p>Value of the proposed transaction: upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p> <p>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction: 85.25%</p>

2	Justification for why the proposed transaction is in the interest of the Company	<p>The Company is mainly engaged in providing its properties on rent/ lease to the other parties and earns income therefrom.</p> <p>Generally, the company owns commercial spaces in malls/ multiplexes and they are let out to renowned food and restaurant outlets.</p> <p>Haldiram is a renowned and growing brand having QSR outlet across Delhi/ NCR and the continued association of the Company with Haldiram Manufacturing Company Private Limited for the proposed transaction will prosper to aid the growth of the Company's business.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details of the source of funds, in connection with the proposed transaction, Where any financial indebtedness is incurred to make or give loan, inter- corporate deposits, advances or investments, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
4	Statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the	The valuation report as obtained from the valuer is available for inspection at the registered office of the Company during the business hours till the conclusion of the AGM and same will be made available at the request of the shareholder at their registered e-mail address.

	registered email address of the shareholders	
5	Percentage of counter- party's annual consolidated turnover (2020-21) that is represented by the value of proposed RPT, on a voluntary basis	0.64%
6	Any other information that may be relevant	All relevant information is mentioned in the explanatory statement pursuant to Section 102(1) of the Act, forming part of this Notice.

Based on the recommendation of the Audit Committee, the Board of directors recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members.

Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company and their relatives are concerned or interest, financially and otherwise, in the Ordinary resolution as set out at Item No. 8 of the accompanying notice.

The members may note that in terms of the provisions of Section 188 of the Act and Listing Regulations, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a related party to the particular transaction or not.

Item no. 9

The members of the Company are being informed that as per the provisions of Section 188(1)(c) of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and Power) Rules, 2014, if in any financial year, transactions to be entered into, either individually or taken together along with the transactions entered earlier, with respect to leasing of property of any kind, amounts to ten percent or more of the turnover of the audited financial statement of the preceding financial year, the Company is required to obtain prior approval from the shareholders of the Company.

Further, amended Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 01st April, 2022, read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions shall require approval of the shareholders of the Company.

Also, as per Regulation 23(1), a transaction shall be considered as material if the transaction to be entered into, either individually or taken together with previous transaction(s) during a financial year, exceeds Rupees one thousand crore or ten percent of the annual consolidated turnover of

the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Company, in order to pursue its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Haldiram Ethnic Foods Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 14th July, 2022 and on the recommendation of the Audit Committee, has recommended to its shareholders for consideration and approval of entering into material related party transactions with Haldiram Ethnic Foods Private Limited, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, as set out in the Item No. 9 of the accompanying Notice.

The transactions sought to be approved by shareholders will be entered in the ordinary course of business and on arm's length basis.

The details as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

S. No	Particulars	Details of transaction
1	Name of the related party	Haldiram Ethnic Foods Private Limited
2	Name of the director or key managerial personnel who is related, if any	Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company are directly and/ or indirectly related to Haldiram Ethnic Foods Private Limited. The above directors being related are considered to be interested in the proposed resolution as set out in item no. 9 of the accompanying notice.
3	Nature of relationship	Above mentioned directors are considered to have significant influence on Haldiram Ethnic Foods Private Limited.
4	Nature, material terms, monetary value and particulars	Nature: Leasing of property of any kind

	of the contract or arrangements	<p>Material terms: The terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Ethnic Foods Private Limited, which will be in the best interest of the Company.</p> <p>Monetary value: The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p>Particulars of the contract or arrangements: The proposed transactions are in the nature of renting/ leasing of the properties of the Company at arm's length basis and in the ordinary course of business of the Company and the said transactions are covered under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with SEBI Listing Regulations.</p>
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	The transaction is/ will be carried out at arm's length basis and in the ordinary course of business.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

S. No	Particulars	Details of transaction
1	Summary of information as provided by the management of the Company to audit committee	<p>Type, material terms and particulars of the proposed transaction: The Company have entered into/ proposes to enter into transactions in relation to renting/ leasing of its properties of any kind with its related party at arm's length basis and in the ordinary course of business.</p> <p>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest: Haldiram Ethnic Foods Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. Mr. Manohar Lal Agarwal, Director, Mrs. Preeti</p>

		<p>Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Tenure of the proposed transaction: during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023.</p> <p>Value of the proposed transaction: upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p> <p>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction: 85.25%</p>
2	Justification for why the proposed transaction is in the interest of the Company	<p>The Company is mainly engaged in providing its properties on rent/ lease to the other parties and earns income therefrom.</p> <p>Generally, the company owns commercial spaces in malls/ multiplexes and they are let out to renowned food and restaurant outlets.</p> <p>Haldiram is a renowned and growing brand having QSR outlet across Delhi/ NCR and the continued association of the Company with Haldiram Ethnic Foods Private Limited for the proposed transaction will prosper to aid the growth of the Company's business.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details of the source of funds, in connection with the proposed transaction, Where	Not applicable

	any financial indebtedness is incurred to make or give loan, inter- corporate deposits, advances or investments, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	Statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The valuation report as obtained from the valuer is available for inspection at the registered office of the Company during the business hours till the conclusion of the AGM and same will be made available at the request of the shareholder at their registered e-mail address.
5	Percentage of counter- party's annual consolidated turnover (2020-21) that is represented by the value of proposed RPT, on a voluntary basis	2.29%
6	Any other information that may be relevant	All relevant information is mentioned in the explanatory statement pursuant to Section 102(1) of the Act, forming part of this Notice.

Based on the recommendation of the Audit Committee, the Board of directors recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company and their relatives are concerned or interest, financially and otherwise, in the Ordinary resolution as set out at Item No. 9 of the accompanying notice.

The members may note that in terms of the provisions of Section 188 of the Act and Listing Regulations, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a related party to the particular transaction or not.

Item no. 10

The members of the Company are being informed that as per the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and Power) Rules, 2014 and regulations made thereunder, Haldiram Snacks Private Limited is covered under the category of **‘any person in whom any of the director of the company is interested’**. Accordingly, it will be a ‘Related Party’ of your Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) and applicable provisions of SEBI (Listing Regulations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”). The said explanation to Section 185(2) is re-iterated below for your reference.

Explanation- For the purposes of this sub-section, the expression ‘any person in whom any of the director of the company is interested’ means-

- (a) any private company of which any such director is a director or member;
- (b) any Body Corporate at a general meeting of which not less than 25% of the total voting power may be exercised or controlled by
 - a. any such director, or
 - b. by two or more such directors, together; or
- (c) any Body Corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the
 - a. Board; or
 - b. of any director or directors, of the lending company.

Thus, in terms of section 185 of the Act, the giving of loan requires the approval of the members of the Company by way of a Special Resolution, since Mr. Manohar Lal Agarwal, Director of the Company is also Chairman & Managing Director, Promoter and Shareholder of Haldiram Snacks Private Limited.

Further, following are the brief particulars for grant of loan to Haldiram Snacks Private Limited:

Name of the Company	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose	Rate of Interest
Haldiram Snacks Private Limited	Aggregate amount for grant of loan to Haldiram Snacks Private Limited shall not exceed an	For business activities/ expansion of business and to	As may be mutually agreed between the parties from time

	amount of INR. 50,00,00,000 (Rupees Fifty Crore only) during the Financial Year 2022- 23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31 st March, 2023.	meet working capital requirements.	to time in the interest of the Company provided that the rate of interest shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.
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Further, amended Regulation 23 of the SEBI Listing Regulations, effective 01st April, 2022, read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions shall require prior approval of the shareholders of the Company.

Also, as per Regulation 23(1), a transaction shall be considered as material if the transaction to be entered into, either individually or taken together with previous transaction(s) during a financial year, exceeds Rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Company, in order to pursue its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Haldiram Snacks Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, is expected to exceed the materiality threshold as stated above.

The Company has granted loan to Haldiram Snacks Private Limited, a related party of the Company, for the purpose of its business requirements, which can be considered as transfer of resources, services or obligation between the Company and its related party. Such transaction comes under the purview of related party transaction as defined in Regulation 2(1)(zc) of the SEBI Listing Regulations. Being the material related party transaction, the approval of unrelated members of the Company is required in terms of Regulation 23(4) of SEBI Listing Regulations.

However, the grant of loan to Haldiram Snacks Private Limited is on arm's length basis and in the ordinary course of business of the Company and moreover such transaction is outside the purview of related party transaction defined under Section 188 of the Companies Act, 2013.

The Company requires approval of the shareholders by way of Special resolution for entering into and/or continue to enter into transaction(s) for grant of loan to Haldiram Snacks Private Limited upto a maximum amount of Rs. 50,00,00,000/- (Rupees Fifty Crore only), during the Financial Year 2022- 23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 14th July, 2022 and on the recommendation of the Audit Committee, recommended for the approval of the members, entering into material related party transactions with Haldiram Snacks Private Limited during the financial year 2022-23 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2023, as set out in Item No. 10 of the accompanying notice.

The transactions will be entered in the ordinary course of business and on arm's length basis.

Although, these details are not required to be given as per the provisions of the Companies Act, 2013, but the same is given as a good Corporate Governance practice by the board of the Company:

S. No	Particulars	Details of transaction
1	Name of the related party	Haldiram Snacks Private Limited
2	Name of the director or key managerial personnel who is related, if any	Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company are directly and/ or indirectly related to Haldiram Ethnic Foods Private Limited. The above directors being related are considered to be interested in the proposed resolution as set out in item no. 10 of the accompanying notice.
3	Nature of relationship	Above mentioned directors are considered to have significant influence on Haldiram Snacks Private Limited.
4	Nature, material terms, monetary value and particulars of the contract and arrangements	Nature: Loan given/ proposed to be given Material terms: The terms and conditions may be as mutually agreed between the Board (in consultation

		<p>with the Audit Committee of the Company) and Haldiram Snacks Private Limited, which will be in the best interest of the Company</p> <p>Monetary value: The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p>Particulars of the contract and arrangements: The said transaction is covered under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Listing Regulations.</p>
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	The transaction is/ will be carried out at arm's length basis and in the ordinary course of business.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

S. No	Particulars	Details of transaction
1	Summary of information as provided by the management of the Company to audit committee	<p>Type, material terms and particulars of the proposed transaction: The Company have entered into/ proposes to enter into transactions in relation to giving of loan to its Related Party at arm's length basis and in the ordinary course of business.</p> <p>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest: Haldiram Snacks Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Listing Regulations. Mr. Manohar Lal Agarwal, Director, Mrs. Preeti Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Tenure of the proposed transaction: during the financial year 2022-23 and up to the conclusion of the</p>

		<p>Annual General Meeting to be held for the financial year ending 31st March, 2023.</p> <p>Value of the proposed transaction: upto an amount not exceeding Rs. 50 crore (Rupees Fifty Crore only).</p> <p>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction: 1420.85%</p>
2	Justification for why the proposed transaction is in the interest of the Company	<p>The company invest its surplus funds by giving loan to the other corporates at a rate of interest as per government prevailing yield.</p> <p>Haldiram is a renowned and growing brand having its wide presence in FMCG sector and the proposed transactions will aid the growth of the Company's revenue.</p>
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: if secured, the nature of security and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	<p>Details of the source of funds in connection with the proposed transaction: Owned funds</p> <p>Where any financial indebtedness is incurred to make or give loan, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> • Nature of indebtedness: Not applicable • Cost of funds: Not applicable • Tenure: Not applicable <p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured: The said unsecured loan as proposed to be granted to Haldiram Snacks Private Limited is repayable on demand. The terms of the issue will be as mutually agreed between the parties from time to time in the best interest of the Company provided that the rate of interest shall not be lower than the prevailing yield of one year, three year, five</p>

		<p>year or ten year Government Security closest to the tenor of the loan.</p> <p>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: The said loan will be utilized by Haldiram Snacks Private Limited for business expansion purpose and to meet working capital requirements.</p>
4	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
5	Percentage of counter- party's annual consolidated turnover (2020-21) that is represented by the value of proposed RPT, on a voluntary basis	1.22%
6	Any other information that may be relevant	All relevant information is mentioned in the explanatory statement pursuant to Section 102(1) of the Act, forming part of this Notice.

Based on the recommendation of the Audit Committee, the Board of directors recommends the Special Resolution set forth at Item No. 10 of the Notice for approval by the Members.

Mrs. Preeti Agarwal, Managing Director, Mrs. Priyanka Agarwal, Wholetime Director and Mr. Manohar Lal Agarwal, Director of the Company and their relatives are concerned or interested, financially and otherwise, in the Special resolution as set out at Item No. 10 of the accompanying notice.

The members may note that in terms of the provisions of Section 188 of the Act and Listing Regulations, no related party shall vote to approve the Special Resolution set forth at Item No. 10 of the Notice, whether the entity is a related party to the particular transaction or not.

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

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

CIN: L74899DL1985PLC019991

Name of the Company: Surya India Limited

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 37th AGM of Company, to be held on Monday, the 08th day of August, 2022 at 02:00 p.m. (IST) at the registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate,

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

Short description of the resolutions to be passed in the 37th AGM		For	Against
ORDINARY BUSINESS:			
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, along with the Boards' Report and Independent Auditors' Report thereon.		
2.	To appoint a director in place of Mrs. Preeti Agarwal (DIN: 00011450), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and, being eligible, offers herself for re-appointment.		
3.	To consider the appointment of M/s P. R. Kumar & Co., Chartered Accountants, having Firm Registration No.: 003186N, as Statutory Auditor of the Company in place of the retiring auditor M/s KAP & Associates, having Firm Registration No.: 024745N and to fix their remuneration thereon.		
SPECIAL BUSINESSES:			
4.	To consider and regularize the appointment of Mr. Ratnesh Kumar (DIN: 09600213), as Independent Director of the Company.		
5.	To consider and approve re- appointment of Mrs. Preeti Agarwal (DIN: 00011450) as Managing Director (MD) of the Company.		
6.	To consider and approve re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as Wholetime Director (WTD) of the Company.		
7.	To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited ("the Company") and Haldiram Products Private Limited, a related party of the Company.		
8.	To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited ("the Company") and Haldiram Manufacturing Company Private Limited, a related party of the Company.		
9.	To consider and approve material related party transaction(s) under section 188(1)(c) of the Companies Act, 2013 between Surya India Limited ("the Company") and Haldiram Ethnic Foods Private Limited, a related party of the Company.		

10.	To consider and approve the material related party transaction with respect to giving of loan to Hadiram Snacks Private Limited under section 185 of the Companies Act, 2013.		
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Signed..... day of..... 2022

Affix
Re.1
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

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

Annexure- II

a) Details of Mr. Ratnesh Kumar seeking appointment as Independent Director

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

S. No.	Particulars	Information
1.	Name of the Director	Mr. Ratnesh Kumar
2.	Designation	Additional Director (Non-Executive Independent Director)
3.	DIN	09600213
4.	Date of Birth	05/07/1971
5.	Age	51 years
6.	Qualifications	Law Graduate (BA LLB) from Delhi University
7.	Experience	20+ years of experience as an advocate
8.	Terms and Conditions of appointment/ reappointment along with details of remuneration sought to be paid	Appointment of Mr. Ratnesh Kumar is proposed to be regularized as Independent Director of the Company for a period of 5 (five) consecutive years, who shall not be liable to retire by rotation. No remuneration is being sought to be paid to him.
9.	Remuneration last drawn	Nil
10.	Date of first appointment on the Board	09 th May, 2022
11.	Shareholding in the Company	Nil
12.	Relationship with other directors, Manager and other Key Managerial Personnel of the Company	He has no relationship with other directors, manager and key managerial personnel of the Company.
13.	No. of meetings of the Board attended during the year	Not Applicable (since the appointment was made after the close of the financial year)
14.	List of other Companies in which directorship held	Nil
15.	Membership/ Chairmanship of Committees of the Company	1. Chairman of Nomination and Remuneration Committee 2. Member of Audit Committee

		3. Member of Stakeholders Relationship Committee 4. Member of Internal Complaint Committee
16.	Membership/ Chairmanship of Committees of other Boards	Nil
17.	Justification for choosing the appointee for appointment as Independent Director	Mr. Ratnesh Kumar is a seasoned professional with over 20+ years of experience in advocacy. In the opinion of the Board, he possess relevant qualifications and expertise and will bring diversified opinion on the matters placed before the Board.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of appointment of a new director/ re- appointment of director

1.	A brief resume of the director	Mr. Ratnesh Kumar is a seasoned advocate with over 20+ years of experience and is a law graduate from Delhi University.
2.	Nature of expertise in specific functional areas	He has expertise in Intellectual Property Laws (including trademarks, patents and copyrights) and in handling litigation matters i.e. civil and criminal matters, lease, licence and other agreements.
3.	Disclosure of relationships between directors inter-se	He has no relationship with other directors of the Company.
4.	Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with the listed entities from which the person has resigned in the past three years	He does not hold directorship and membership/ chairmanship of committees of the board in other listed entities and has not resigned from any listed entity in the past three years.
5.	Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.	Nil
6.	In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The business of leasing and financing activities of the Company majorly involves taking decisions by the board which requires deliberation by the members who are capable of understanding the business structure of the

		<p>Company and the best practices prevalent in the industry.</p> <p>It requires directors to have skill sets which not only involves understanding the business but also adding value to it.</p> <p>Mr. Ratnesh Kumar is a seasoned advocate who inter- alia have expertise in drafting and understanding the intricacies of various laws that are applicable on the Company and in terms of clauses which are generally included in various agreements of the Company.</p> <p>Considering the said skill sets and capabilities of Mr. Ratnesh Kumar, it is considered that he will be the right fit into the business of the Company and he will help the Board in taking the right decisions with his independent judgement and fairness.</p>
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b) Details of Mrs. Preeti Agarwal seeking re-appointment as Managing Director

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

S. No.	Particulars	Information
1.	Name of the Director	Mrs. Preeti Agarwal
2.	Designation	Managing Director
3.	DIN	00011450
4.	Date of Birth	19/04/1980
5.	Age	42 years
6.	Qualifications	Graduate
7.	Experience	13+ years of experience
8.	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Mrs. Preeti Agarwal, is proposed to be re-appointed as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) consecutive years at a remuneration of Rs. 84,00,000 per annum along with other perquisites which can be increased upto Rs. 1,00,00,000 per annum by the board of

		directors of the Company at any time during her tenure with the Company.
9.	Remuneration last drawn	Rs. 84,00,000 per annum along with perquisites and other benefits
10.	Date of first appointment on to the Board	04 th day of November, 2011
11.	Shareholding in the Company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She belongs to the promoter group and is relative/ family member of Mr. Manohar Lal Agarwal, Director. She is also indirectly related to Mrs. Priyanka Agarwal, Wholetime Director of the Company.
13.	No. of meetings of the board attended during the year	5 out of 7
14.	List of other Companies in which directorship held	Nil
15.	Membership/ Chairmanship of Committees of the Company	Member of Audit Committee Chairperson of Internal Complaint Committee
16.	Membership/ Chairmanship of Committees of other Boards	Nil

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of appointment of a new director/ re- appointment of director

1.	A brief resume of the director	Mrs. Preeti Agarwal has been associated with Company since 4 th day of November, 2011. She holds a Graduate degree and is indulged in Company's affairs for past 11+ years. She has good leadership skills and guides the management in financial and corporate governance related matters. She is entrusted with substantial powers of management of the affairs of the Company under the superintendence, control and direction of the board of directors of the Company.
2.	Nature of expertise in specific functional areas	Mrs. Preeti Agarwal has knowledge of legal, financial and corporate governance compliances.

3.	Disclosure of relationships between directors inter-se	She belongs to the promoter group and is relative/ family member of Mr. Manohar Lal Agarwal, Director and Mrs. Priyanka Agarwal, Wholetime Director of the Company.
4.	Names of listed entities in which the person also holds directorship and the membership of Committees of the board along with the listed entities from which the person has resigned in the past three years	She does not hold directorship and membership/ chairpersonship of committees of the board in other listed entities and has not resigned from any listed entity in the past three years.
5.	Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.	Not applicable
6.	In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not applicable

c) Details of Mrs. Priyanka Agarwal seeking re-appointment as Wholetime Director

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

S. No	Particulars	Information
1.	Name of the Director	Mrs. Priyanka Agarwal
2.	Designation	Whole Time Director
3.	DIN	01989753
4.	Date of Birth	13/08/1983
5.	Age	38 Years
6.	Qualifications	Graduate
7.	Experience	12+ years of experience
8.	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Mrs. Priyanka Agarwal is proposed to be re-appointed as Wholetime Director of the Company, liable to retire by rotation, for a period of 3 (three) consecutive years, at a remuneration of Rs. 84,00,000 per annum which can be increased to Rs. 1,00,00,000 per annum

		by the board of directors of the Company at any time during her tenure with the Company.
9.	Remuneration last drawn	Rs. 84,00,000/- per annum along with perquisites and other benefits.
10.	Date of first appointment on the Board	24 th day of December, 2010
11.	Shareholding in the company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel in the Company	She belongs to the promoter group of the Company and she is indirectly related to Mrs. Preeti Agarwal, Managing Director and Mr. Manohar Lal Agarwal, Director of the Company.
13.	No. of meetings of the Board attended during the year	7 out of 7
14.	List of other Companies in which directorship held	Nil
15.	Membership/ Chairmanship of Committees of the Company	Member of Internal Complaint Committee
16.	Membership/ Chairmanship of Committees of other Boards	Nil

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of appointment of a new director/ re- appointment of director

1.	A brief resume of the director	Mrs. Priyanka Agarwal has been associated with Company since 24 th day of December, 2010. She holds a graduate degree and is indulged in Company's affairs for past 12 years. She devotes whole time attention to the day to day management of the affairs of the Company.
2.	Nature of expertise in specific functional areas	She has in-depth knowledge of business administration & planning.
3.	Disclosure of relationships between directors inter-se	She has no direct relationship with other directors of the Company. However, she is indirectly related to Mrs. Preeti Agarwal, Managing Director and Mr. Manohar Lal Agarwal, Director of the Company.
4.	Names of listed entities in which the person also holds directorship and the membership of	She does not hold directorship and membership/ chairpersonship of committees of the board in other listed entities and has not

	Committees of the board along with the listed entities from which the person has resigned in the past three years	resigned from any listed entity in the past three years.
5.	Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.	Not applicable
6.	In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not applicable

Date: 14th July, 2022

Place: New Delhi

By Order of the Board of Directors

Surya India Limited

Jagriti Aggarwal

Company Secretary & Compliance Officer

M. No.: A45455

**Address: 16/33, East Punjabi Bagh,
New Delhi- 110026**

Annexure- III

The information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is as under:

I. General information:

1.	Nature of industry	Real Estate and Finance
2.	Date or expected date of commencement of commercial production	31 st January, 1985
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	1. Revenue from operations: Rs. 351.90 lakh 2. Other income: Rs. 29.16 lakh 3. Profit/ (loss) before depreciation and Tax: Rs. 81.28 lakh 4. Net Profit/ (Loss) after tax: Rs. (24.46 lakh) 5. Total Comprehensive Income for the year: Rs. 2.45 lakh
5.	Foreign investments or collaborations, if any	Nil

II. Information about the appointee:

1.	Background details	<p>Mrs. Preeti Agarwal has been associated with Company since 4th day of November 2011. She holds a Graduate degree and is indulged in Company's affairs for 11+ years.</p> <p>Mrs. Priyanka Agarwal has been associated with Company since 24th day of December, 2010. She holds a Graduate degree and is indulged in Company's affairs for 12+ years.</p>
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2.	Past remuneration	Rs. 7,00,000 per month	Rs. 7,00,000 per month
3.	Recognition or awards	No	No
4.	Job profile and her suitability	Mrs. Preeti Agarwal, Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company under the superintendence, control and direction of the Board of Directors. She has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance	Mrs. Priyanka Agarwal, Wholetime Director of the Company devotes whole time attention to the day to day management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
5.	Remuneration proposed	Rs. 84,00,000 per annum, which can be increased upto Rs. 1,00,00,000 per annum by the Board of Directors of the Company at any time during her tenure with the Company.	Rs. 84,00,000 per annum, which can be increased upto Rs. 1,00,00,000 per annum by the Board of Directors of the Company at any time during her tenure with the Company.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Company has been attempting to grow its business in the recent past (which includes COVID- 19 period) and plans to further strengthen its business in coming years. Considering the responsibility shouldered by the Managing Director of the enhanced business activities of the Company as well as considering the fact the proposed remuneration is in line with the previous remuneration as paid to the Managing Director of the Company. Also, the proposed	The Company has been attempting to grow its business in the recent past (which includes COVID- 19 period) and plans to further strengthen its business in coming years. Considering the responsibility shouldered by the Wholetime Director of the enhanced business activities of the Company as well as considering the fact the proposed remuneration is in line with the previous remuneration as paid to the Wholetime Director of the

		remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Company. Also, the proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Preeti Agarwal has pecuniary relationship with the Company in terms of the remuneration proposed at Item No. 5 of this Notice and is directly related to Mr. Manohar Lal Agarwal, Director of the Company and indirectly related to Mrs. Priyanka Agarwal, Wholtime Director of the Company.	Mrs. Priyanka Agarwal has pecuniary relationship with the Company in terms of the remuneration proposed at Item No. 6 of this Notice and she is indirectly related to Mrs. Preeti Agarwal, Managing Director and Mr. Manohar Lal Agarwal, Director of the Company.

III. Other information:

1.	Reasons of loss or inadequate profits	Due to pandemic COVID- 19, the business of the Company has been adversely affected.
2.	Steps taken or proposed to be taken for improvement	<p>The Company is planning to provide its vacant property to other body corporates. This will result in more income and profits in the Company.</p> <p>Also, the Company is planning to invest more funds for purchase of commercial spaces as well as in other opportunities. Income from such investments will augment the financial position of the Company.</p>

		<p>Also, as the situation of pandemic COVID- 19 has started improving, the financial position of the Company has also improved during the year under review as compared to that of the previous year. The board expects the business of the Company to grow in the near future and earn profits in the forthcoming years.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company is planning to invest more funds to purchase commercial spaces in order to generate more income through leasing.</p> <p>Also, the management believes that as the situation of pandemic COVID- 19 will improve, and the markets will open up, which is expected to result in increase in productivity and profits of the Company.</p>

Attendance slip for attending 37th Annual General Meeting

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

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

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

I hereby record my presence at the 37th AGM of the Company held on Monday, 08th day of August, 2022 at 02:00 P.M. at the registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044.

Name of the Member/Proxy

Signature of the Member/Proxy

ROUTE MAP OF SURYA INDIA LIMITED

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

