

# SURYA INDIA LIMITED

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

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

20<sup>th</sup> August, 2025

**Scrip Code: 539253; Security ID: SURYAINDIA**

**Subject: Notice of 40<sup>th</sup> Annual General Meeting of Surya India Limited for the Financial Year 2024-25**

Dear Sir/ Madam,

In compliance of regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please note that the 40<sup>th</sup> Annual General Meeting (40<sup>th</sup> AGM) of Surya India Limited ("the Company") is scheduled to be held on Saturday, the 13<sup>th</sup> day of September, 2025 at 01:00 p.m. at the registered office of the Company situated at B-1/F-12, Mohan Co- Operative Industrial Estate, Mathura Road, New Delhi- 110044 to transact the businesses as set out in the Notice calling the 40<sup>th</sup> AGM, a copy of which is attached.

Also, the Company has fixed Saturday, 06<sup>th</sup> day of September, 2025, as the cut- off date for the purpose of determining the members eligible to vote on the resolutions set out in the notice calling the 40<sup>th</sup> AGM and to attend the 40<sup>th</sup> AGM of the Company.

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

Thanking you,

For Surya India Limited

**POOJA**

Digitally signed by POOJA  
Date: 2025.08.20 16:32:59  
+05'30'

Pooja

Company Secretary & Compliance Officer

M. No.: A67011

Address: RC -3, Sarojini Nagar,

New Delhi - 110023

Encl.: As above

# **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 40<sup>th</sup> Annual General Meeting (40<sup>th</sup> AGM) of the members of Surya India Limited ("the Company") will be held on Saturday, 13<sup>th</sup> day of September, 2025 at 1:00 p.m. IST at the Registered Office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 to transact the following businesses:

### **ORDINARY BUSINESSES:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025, 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.

### **SPECIAL BUSINESSES:**

3. 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 30<sup>th</sup> day of September, 2025, 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 revised salary of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30th day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh 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 the 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.”

4. To consider and approve re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as Wholtime 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 Wholtime Director (WTD) of the Company for a period of 3 (three) consecutive years, commencing from 30<sup>th</sup> day of September, 2025, 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 revised salary of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30<sup>th</sup> day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum by the Board of Directors of the Company.

In addition to above, Mrs. Priyanka Agarwal (DIN: 01989753), Wholtime 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 the 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."

5. 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, a Promoter group entity, and an entity 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 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."

6. 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, a Promoter group entity, and an entity 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 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.”

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 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 an entity 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 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 Marketing 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 Marketing Private Limited, a related party in terms of Section 2(76) of the Act, a Promoter group entity, and an entity 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. 6,00,00,000/- (Rupees Six Crore only), during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 Marketing 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 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 the material related party transaction with respect to giving of loan to Haldiram 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 Haldiram Snacks Private Limited, a related party in terms of Section 2(76) of the Act and an entity 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2026, provided that the rate of interest on such loan 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 and 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 Haldiram 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 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 RESOLVED 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 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 Haldiram Marketing 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 Haldiram Marketing Private Limited, a related party in terms of Section 2(76) of the Act and an entity 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2026, 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 and 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), Wholtime 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 Haldiram Marketing 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 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 RESOLVED 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/or Company Secretary and Compliance Officer of the Company."

11. To consider and approve the appointment of Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice having Membership No. 4655 and CoP: 3086.

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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities



(including any statutory modifications or re-enactments thereof, for the time being in force) and as recommended by the Audit Committee and the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to appoint Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice having Membership No. 4655 and CoP: 3086, as Secretarial Auditor of the Company for a period of 5 consecutive years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30, to hold office from the conclusion of 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2030, covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, at such remuneration and on such terms and conditions as may be determined by the Board of Directors and to avail any other services, and to obtain any certificates or reports, as may be permissible under the applicable laws.

**FURTHER RESOLVED THAT** any Director and/ or the 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.”

**Date: 18/08/2025**

**Place: New Delhi**

**By Order of the Board of Directors**

**Surya India Limited**

**Pooja**

**Company Secretary & Compliance Officer**

**M. No.: A67011**

**RC: 03, Sarojini Nagar, New Delhi -110023**

## NOTES

1. Pursuant to the provisions of Section 105 of the Companies Act, 2013, **a member entitled to attend and vote at the 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 40<sup>th</sup> 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 40<sup>th</sup> AGM as per provisions of Section 113 of the Companies Act, 2013.
4. In case of joint holders attending the 40<sup>th</sup> 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 40<sup>th</sup> 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.
6. The disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings issued by ICSI i.e. the information about the Director proposed to be re-appointed as Director forms part of this Notice and is annexed as **Annexure II**.

7. Members are requested to:
    - a. Bring their copy of the Annual Report and Attendance Slip (enclosed with this notice) with them at the 40<sup>th</sup> 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.
  8. In terms of the provisions of the Act, MCA Circulars and SEBI Circulars, the Company is sending this 40<sup>th</sup> AGM Notice, inter alia, indicating the process and manner of remote e-voting, along with the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2025 in electronic form to those members whose e-mail addresses are registered with the Company/ Depositories. The Company will send 40<sup>th</sup> 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](mailto:cs@haldiram.com).
- The Notice calling the 40<sup>th</sup> AGM and the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2025 have been uploaded on the website of the Company at [www.suryaindia ltd.com](http://www.suryaindia ltd.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](http://www.bseindia.com). The 40<sup>th</sup> AGM Notice is also available on the website of NSDL (agency for providing the remote e- Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
9. 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 40<sup>th</sup> AGM.
  10. 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 40<sup>th</sup> AGM by any person entitled to attend the meeting.

11. 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 Sunday, 07<sup>th</sup> day of September, 2025 to Saturday, 13<sup>th</sup> day of September, 2025 (both days inclusive) for the purpose of 40<sup>th</sup> AGM and will be available for inspection at the venue of the 40<sup>th</sup> AGM till the conclusion of the meeting.
12. 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.
13. 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 40<sup>th</sup> AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e- voting facility.
14. The Board of Directors of the Company in its meeting held on 13<sup>th</sup> day of August 2025 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 40<sup>th</sup> 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.
15. The Scrutinizer shall, immediately after the conclusion of voting at the 40<sup>th</sup> AGM, first count the votes cast during the 40<sup>th</sup> 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 40<sup>th</sup> 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](http://www.suryaindia ltd.com) and on the NSDL website [www.evoting.nsdl.com](http://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.
16. The ISIN of the Equity Shares having face value of Rs.10/- each is **INE446E01019**.

17. Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s).

The Company strongly urges the members to register their e-mail address with the Company / Registrar and Share Transfer Agents or the Depository Participant(s), if you hold shares in physical form or demat form respectively.

18. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD- 1/P/CIR/2023/145 dated 11th August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

19. As per Master Circular for Registrar to an Issue and Share Transfer Agents dated June 23, 2025 issued by SEBI, it is mandatory for all holders of physical shares in the Company to furnish PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature for their corresponding folio number(s) of physical securities. The concerned members holding shares of the Company in physical form, are required to submit the details to the Company or its Share Transfer Agent, for registration/updation of their details by sending an e-mail at [parveen@skylinerta.com](mailto:parveen@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](mailto:parveen@skylinerta.com), website: [www.skylinerta.com](http://www.skylinerta.com))

20. 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.

Further, SEBI vide its Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, has open a Special Window for Re-lodgement of Transfer Requests of Physical Shares. As per SEBI previous circular Transfer of securities in physical mode was discontinued with effect from April 01, 2019. Subsequently, it was clarified that transfer deeds lodged prior to deadline of April 01, 2019 and rejected/returned due to deficiency in the documents may be re-lodged with requisite documents. It was further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds.

In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI has open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests

21. 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).
22. 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.
23. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 08<sup>th</sup> 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.
24. Route Map of the meeting is enclosed with the notice.
25. **The instructions for members for remote e-voting process are as under:**

The remote e-voting period begins on Wednesday 10<sup>th</sup> day of September, 2025 (9:00 am IST) and ends on Friday, 12<sup>th</sup> day of September, 2025 (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. Saturday, 06<sup>th</sup> day of September, 2025, shall be entitled to avail the facility of remote e- voting and voting at the 40<sup>th</sup> 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 Saturday, 06<sup>th</sup> day of September, 2025. 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. Saturday, 06<sup>th</sup> day of September, 2025 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@haldiram.com](mailto: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 40<sup>th</sup> AGM may also attend/ participate in the 40<sup>th</sup> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- c. Shareholders/Members can also download the NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



**Individual Shareholders holding Securities in demat mode with CDSL:**

- a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the



e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 -21-09911

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

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

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

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

4. Your User ID details are given below:

<b><i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i></b>	<b><i>Your User ID is:</i></b>
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](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

**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](mailto:pkathuria28@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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: 18/08/2025**

**Place: New Delhi**

**By Order of the Board of Directors**

**Surya India Limited**

**Pooja**

**Company Secretary & Compliance Officer**

**M. No.: A67011**

**Address RC- 03, Sarojini Nagar, 110023**

**New Delhi -110023**

**Explanatory Statement**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") given hereunder sets out all material facts relating to the special business mentioned at Item No. 03 to 11 of the accompanying Notice calling 40<sup>th</sup> Annual General Meeting of Surya India Limited ("the Company").

**Item No. 3: To consider and approve re- appointment of Mrs. Preeti Agarwal (DIN: 00011450) as Managing Director (MD) of the Company.**

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 37<sup>th</sup> Annual General Meeting of the Company held on 08<sup>th</sup> day of August 2022 by the shareholders for a period of 3 consecutive years which is due to expire on 29<sup>th</sup> September, 2025 at 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.

Since her term as Managing Director (MD) will expire on 29<sup>th</sup> September, 2025, the Board of Directors of the Company in its meeting held on 13<sup>th</sup> August, 2025 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 40<sup>th</sup> 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 pay Mrs. Preeti Agarwal, a revised remuneration of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30<sup>th</sup> day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum by the Board of Directors of 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 inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2025, 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) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 3 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, Director & Mrs. Priyanka Agarwal, Wholetime Director of the Company being the direct/ indirect relatives of the appointee director, along with other relatives are concerned and interested, financially or otherwise, in the Special Resolution set out in the Notice thereto 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. 3 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item no. 4: To consider and approve re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as Wholetime Director (WTD) of the Company**

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 37<sup>th</sup> Annual General Meeting of the Company held on 08<sup>th</sup> day of August, 2022 by the shareholders for a period of 3 consecutive years which is due to expire on 29<sup>th</sup> September, 2025, at 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 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 29<sup>th</sup> September, 2025, the Board of Directors of the Company in its meeting held on 13<sup>th</sup> August, 2025 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 40<sup>th</sup> 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 pay Mrs. Priyanka Agarwal a revised remuneration of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30<sup>th</sup> day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum by the Board of Directors of 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 inadequate profit during the Financial Year ended 2025, 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 4 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, and Mr. Manohar Lal Agarwal, Director & Mrs. Preeti Agarwal, Managing Director of the Company being the direct/ indirect relatives of the appointee director, along with other relatives are concerned and interested, financially or otherwise, in the Special Resolution set out in the Notice thereto 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. 4 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item no. 5: 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**

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 01<sup>st</sup> 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 13<sup>th</sup> August 2025 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, as set out in the Item No. 5 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:

<b>S. No</b>	<b>Particulars</b>	<b>Details of transaction</b>
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. 5 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><b>Nature:</b> Leasing of property of any kind</p> <p><b>Material terms:</b> Rent to be paid on monthly basis, by taking into account fixed percentage of the Net Sales of leased premise given to Haldiram Products Pvt. Ltd. Further 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><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract or arrangements:</b> 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 22<sup>nd</sup> 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><b>Type, material terms and particulars of the proposed transaction:</b> 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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest:</b> Haldiram Products Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of Listing Regulations. Mr. Manohar Lal Agarwal, Director, Mrs. Preeti Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholtime Director of the Company, are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p><b>Tenure of the proposed transaction:</b> during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p> <p><b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:</b> 54.85%</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>

		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.
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 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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	0.69%

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. 5 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 Ordinary resolution as set out at Item No. 5 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. 5 of the Notice, whether the entity is a related party to the particular transaction or not.

**Item no. 6: 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**

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 01<sup>st</sup> 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 13<sup>th</sup> August, 2025 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, as set out in the Item No. 6 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. 6 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	<b>Nature:</b> Leasing of property of any kind  <b>Material terms:</b> Monthly rent to be paid on the basis of fixed percentage of net sales of the lessee from the leased property or agreed minimum guarantee, whichever is higher. Further the terms and conditions may be as mutually agreed between the

		<p>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><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract or arrangements:</b> 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 22<sup>nd</sup> 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><b>Type, material terms and particulars of the proposed transaction:</b> 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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest:</b> 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</p>



		<p>Agarwal, Wholetime Director are concerned or interested, financially or otherwise in the proposed transaction.</p> <p><b>Tenure of the proposed transaction:</b> during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p> <p><b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:</b> 54.85%</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	Not applicable

	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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	0.33%
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. 6 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 Ordinary resolution as set out at Item No. 6 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. 6 of the Notice, whether the entity is a related party to the particular transaction or not.

**Item no. 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 Ethnic Foods Private Limited, a related party of the Company**

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 01<sup>st</sup> 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 13<sup>th</sup> August 2025, 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 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. 7 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 of the contract or arrangements	<p><b>Nature:</b> Leasing of property of any kind</p> <p><b>Material terms:</b> Monthly rent to be paid on the basis of fixed percentage of net sale of the lessee from the leased property or agreed minimum guarantee of, whichever is higher. Further 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><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract or arrangements:</b> 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</p>

		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.
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 22<sup>nd</sup> 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><b>Type, material terms and particulars of the proposed transaction:</b> 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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest:</b> 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 Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p><b>Tenure of the proposed transaction:</b> during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crore only)</p>

		<b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction: 54.85%</b>
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 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 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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	0.85%
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 interested, 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: 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 Marketing Private Limited, a related party of the Company**

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 01<sup>st</sup> 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 Marketing 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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 13<sup>th</sup> August 2025, 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 Marketing Private Limited, during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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:

<b>S. No</b>	<b>Particulars</b>	<b>Details of transaction</b>
1	Name of the related party	Haldiram Marketing 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 Marketing 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 Marketing Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><b>Nature:</b> Leasing of property of any kind</p> <p><b>Material terms:</b> Monthly rent to be paid on the basis of fixed percentage of net sale of the lessee from the leased property or agreed minimum guarantee of, whichever is higher. Further the terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Marketing Private Limited, which will be in the best interest of the Company.</p> <p><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract or arrangements:</b> 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 22<sup>nd</sup> November, 2021, are given hereunder:

S. No	Particulars	Details of transaction
1	Summary of information as provided by the management	<p><b>Type, material terms and particulars of the proposed transaction:</b> The Company have entered into/ proposes to enter into transactions in relation</p>

	of the Company to audit committee	<p>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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest:</b> Haldiram Marketing 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 Agarwal, Managing Director and Mrs. Priyanka Agarwal, Wholetime Director are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p><b>Tenure of the proposed transaction:</b> during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 6,00,00,000/- (Rupees Six Crore only)</p> <p><b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:</b> 109.70%</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 Marketing</p>

		Private Limited for the proposed transaction will prosper to aid the growth of the Company's business.
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 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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	1.24%
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 interested, 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: To consider and approve the material related party transaction with respect to giving of loan to Haldiram Snacks Private Limited under section 185 of the Companies Act, 2013**

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:

<b>Name of the Company</b>	<b>Particulars of loans to be given, or guarantee to be given or security to be provided</b>	<b>Purpose</b>	<b>Rate of Interest</b>
Haldiram Snacks Private Limited	Aggregate amount for grant of loan to Haldiram Snacks Private Limited shall not exceed an amount of INR. 50,00,00,000 (Rupees Fifty Crore only) during the Financial Year 2025 -26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31 <sup>st</sup> March, 2026.	For business activities/ expansion of business and to meet working capital requirements.	As may be mutually agreed between the parties from time 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.

Further, amended Regulation 23 of the SEBI Listing Regulations, effective 01<sup>st</sup> 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 2025-26 and up to the conclusion of the Annual

General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, is expected to exceed the materiality threshold as stated above.

The Company may grant 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 2025- 26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 13<sup>th</sup> August 2025 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, as set out in Item No. 9 of the accompanying notice.

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

Although, below 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:

<b>S. No</b>	<b>Particulars</b>	<b>Details of transaction</b>
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 Snacks 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 Snacks Private Limited.
4	Nature, material terms, monetary value and particulars of the contract and arrangements	<p><b>Nature:</b> Loan given/ proposed to be given</p> <p><b>Material terms:</b> The terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Snacks Private Limited, which will be in the best interest of the Company</p> <p><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract and arrangements:</b> 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 22<sup>nd</sup> 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><b>Type, material terms and particulars of the proposed transaction:</b> 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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature</b></p>

		<p><b>of concern or interest:</b> 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><b>Tenure of the proposed transaction:</b> During the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 50 crore (Rupees Fifty Crore only).</p> <p><b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:</b> 914.19%</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 not less than 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><b>Details of the source of funds in connection with the proposed transaction:</b> Owned funds</p> <p><b>Where any financial indebtedness is incurred to <del>make or give loan, inter-corporate deposits, advances or investments:</del></b></p> <ul style="list-style-type: none"> <li>• Nature of indebtedness: Not applicable</li> <li>• Cost of funds: Not applicable</li> <li>• Tenure: Not applicable</li> </ul>



		<p><b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured:</b> 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 year or ten year Government Security closest to the tenor of the loan.</p> <p><b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT:</b> 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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	0.07%
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. 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 interested,

financially and otherwise, in the Special 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 Special 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: To consider and approve the material related party transaction with respect to giving of loan to Haldiram Marketing Private Limited under section 185 of the Companies Act, 2013**

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 Marketing 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 Director, Promoter and Shareholder of Haldiram Marketing Private Limited.

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

<b>Name of the Company</b>	<b>Particulars of loans to be given, or guarantee to be given or security to be provided</b>	<b>Purpose</b>	<b>Rate of Interest</b>
Haldiram Marketing Private Limited	Aggregate amount for grant of loan to Haldiram Marketing Private Limited shall not exceed an amount of INR. 50,00,00,000 (Rupees Fifty Crore only) during the Financial Year 2025- 26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31 <sup>st</sup> March, 2026.	For business activities/ expansion of business and to meet working capital requirements.	As may be mutually agreed between the parties from time 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.

Further, amended Regulation 23 of the SEBI Listing Regulations, effective 01<sup>st</sup> 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 Marketing 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 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, is expected to exceed the materiality threshold as stated above.

The Company may grant loan to Haldiram Marketing 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 Marketing 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 Marketing Private Limited upto a maximum amount of Rs. 50,00,00,000/- (Rupees Fifty Crore only), during the Financial Year 2025- 26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.

Accordingly, the Board of Directors of the Company ('the Board') at its meeting held on 13<sup>th</sup> August, 2025 and on the recommendation of the Audit Committee, recommended for the approval of the members, entering into material related party transactions with Haldiram Marketing Private Limited during the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026, 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, below 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:

<b>S. No</b>	<b>Particulars</b>	<b>Details of transaction</b>
1	Name of the related party	Haldiram Marketing 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 Marketing 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 Marketing Private Limited.
4	Nature, material terms, monetary value and particulars of the contract and arrangements	<p><b>Nature:</b> Loan given/ proposed to be given</p> <p><b>Material terms:</b> The terms and conditions may be as mutually agreed between the Board (in consultation with the Audit Committee of the Company) and Haldiram Marketing Private Limited, which will be in the best interest of the Company</p> <p><b>Monetary value:</b> The transaction will be within the overall limit, as approved by the members of the Company in the upcoming AGM.</p> <p><b>Particulars of the contract and arrangements:</b> 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 22<sup>nd</sup> 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><b>Type, material terms and particulars of the proposed transaction:</b> 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><b>Name of the related party and its relationship with the listed entity or its subsidiaries, including nature of concern or interest:</b> Haldiram Marketing Private Limited, is a related party as per the provisions of Section 2(76) of the Companies Act, 2013 and</p>

		<p>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><b>Tenure of the proposed transaction:</b> During the financial year 2025-26 and up to the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2026.</p> <p><b>Value of the proposed transaction:</b> upto an amount not exceeding Rs. 50 crore (Rupees Fifty Crore only).</p> <p><b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:</b> 914.19%</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 not less than the government prevailing yield.</p> <p>Haldiram is a renowned and growing brand having its wide presence in QSR 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><b>Details of the source of funds in connection with the proposed transaction:</b> Owned funds</p> <p><b>Where any financial indebtedness is incurred to <del>make or give loan, inter-corporate deposits, advances or investments:</del></b></p> <ul style="list-style-type: none"> <li>• Nature of indebtedness: Not applicable</li> <li>• Cost of funds: Not applicable</li> <li>• Tenure: Not applicable</li> </ul> <p><b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether</b></p>

		<p><b>secured or unsecured:</b> The said unsecured loan as proposed to be granted to Haldiram Marketing 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 year or ten year Government Security closest to the tenor of the loan.</p> <p><b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT:</b> The said loan will be utilized by Haldiram Marketing 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 (2023-24) that is represented by the value of proposed RPT, on a voluntary basis	10.34%
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

**Item no. 11: To consider and approve the appointment of Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice having Membership No. 4655 and CoP: 3086.**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company in its meeting held on 29th May, 2023, re-appointed M/s P. Kathuria & Associates, Company Secretaries (CoP: 3086), as the Secretarial Auditor of the Company for a period of five consecutive years to conduct secretarial audit from the financial year 2023-24 to financial year 2027- 28 on such terms and conditions including remuneration, scope of Audit etc. as may be mutually agreed.

Further, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, inter alia, provides that with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

Further, the Board of Directors of the Company at its meeting held on 18<sup>th</sup> August 2025, in terms of the provisions of Section 204 of the Companies Act, 2013 (Act) read with the Listing Regulations, recommended for approval of the members of the Company, appointment of M/s P. Kathuria & Associates, M/s P. Kathuria & Associates, a Practicing Company Secretaries firm which was set up by Mr. Pradeep Kathuria in the month of April, 1999 to provide company law related advisory and secretarial services under the aegis of the Institute of Companies Secretaries of India. With his experience spanning more than 25 years, he has gained immense exposure in corporate laws. He is also registered as Insolvency Professional and Valuer of Securities or Financial Assets with the Insolvency and Bankruptcy Board of India.

The firm renders professional advisory services and secretarial services with respect to Corporate Laws, Securities Laws, Mergers, Amalgamations, Demerger, Contracts & Litigations, Statutory Compliance Audit of MNC subsidiaries in India, liaison for Govt. approvals, setting-up of New Business etc.



Also, the Firm holds a valid peer review certificate No. 2201/2022, issued by the Institute of Company Secretaries of India (ICSI).

Taking into account the above requirements, along with an evaluation of proposals received by the Company and the consideration of factors such as technical skills, independence, industry experience, expertise, audit partners, audit team, quality of audit practices, and past association with the Company, the Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice having Membership No. 4655 and CoP: 3086 as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 45<sup>th</sup> AGM of the Company to be held in the Year 2030, covering the period from the financial year ending on 31st March 2026 till financial year ending 31st March 2030, subject to the approval of the members of the Company.

The Board of the Company has received written consent from Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice, confirming their eligibility and willingness to be appointed as the Secretarial Auditor of the Company at the proposed remuneration of INR. 1,20,000 (Indian Rupees One Lakh Twenty Thousand only) per annum and on such other terms and conditions including scope as may be determined by the Board of Directors from time to time. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations. The Board of Directors, in consultation with the Audit Committee and Mr. Pradeep Kathuria, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying Notice of the 40th AGM.

Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 11 of the accompanying Notice of the 40th AGM.

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

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

**CIN:** L74899DL1985PLC019991

**Name of the Company:** Surya India Limited

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

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

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 40<sup>th</sup> AGM of Company, to be held on Saturday, the 13<sup>th</sup> day of September, 2025 at 01:00 P.M. (IST) at the

registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Short description of the resolutions to be passed in the 40<sup>th</sup> AGM</b>		<b>For</b>	<b>Against</b>
<b>ORDINARY BUSINESSES:</b>			
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, along with the Boards' Report and Independent Auditors' Report thereon.		
2.	To appoint a director in place of Ms. 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.		
<b>SPECIAL BUSINESSES:</b>			
3.	To consider and approve re- appointment of Mrs. Preeti Agarwal (DIN: 00011450) as Managing Director (MD) of the Company.		
4.	To consider and approve re- appointment of Mrs. Priyanka Agarwal (DIN: 01989753) as Wholetime Director (WTD) of the Company.		
5.	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.		
6.	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.		
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 Ethnic Foods 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 Marketing Private Limited, a related party of the Company.		
9.	To consider and approve the material related party transaction with respect to giving of loan to Haldiram Snacks Private Limited under section 185 of the Companies Act, 2013.		
10.	To consider and approve the material related party transaction with respect to giving of loan to Haldiram Marketing Private Limited under section 185 of the Companies Act, 2013.		

11	To consider and approve the appointment of Mr. Pradeep Kathuria, Proprietor of M/s P. Kathuria & Associates, Company Secretaries in Whole Time Practice having Membership No. 4655 and CoP: 3086.		
----	---	--	--

Affix  
Re.1  
Revenue  
Stamp

Signed..... day of..... 2025

\_\_\_\_\_  
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.

**Date: 18/08/2025**

**Place: New Delhi**

**By Order of the Board of Directors**

**Surya India Limited**

**Pooja**

**Company Secretary & Compliance Officer**

**M. No.: A67011**

**Address: RC-3 Sarojini Nagar**

**New Delhi -110023**

**Annexure- II****a) 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:**

<b>S. No.</b>	<b>Particulars</b>	<b>Information</b>
<b>1.</b>	<b>Name of the Director</b>	Mrs. Preeti Agarwal
<b>2.</b>	<b>Designation</b>	Managing Director
<b>3.</b>	<b>DIN</b>	00011450
<b>4.</b>	<b>Date of Birth</b>	19/04/1980
<b>5.</b>	<b>Age</b>	45 years
<b>6.</b>	<b>Qualifications</b>	Graduate
<b>7.</b>	<b>Experience</b>	16+ years of experience
<b>8.</b>	<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid.</b>	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 revised remuneration of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30 <sup>th</sup> day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum by the Board of Directors of the Company.
<b>9.</b>	<b>Remuneration last drawn</b>	Rs. 84,00,000 per annum along with perquisites and other benefits
<b>10.</b>	<b>Date of first appointment on to the Board</b>	04 <sup>th</sup> day of November, 2011
<b>11.</b>	<b>Shareholding in the Company</b>	Nil
<b>12.</b>	<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	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.
<b>13.</b>	<b>No. of meetings of the board attended during the year</b>	7 out of 7

14.	<b>List of other Companies in which directorship held</b>	Haldiram India Private Limited
15.	<b>Membership/ Chairmanship of Committees of the Company</b>	Member of Audit Committee Chairperson of Internal Complaint Committee
16.	<b>Membership/ Chairmanship of Committees of other Boards</b>	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.	<b>A brief resume of the director</b>	Mrs. Preeti Agarwal has been associated with Company since 4 <sup>th</sup> day of November, 2011. She holds a Graduate degree and is indulged in Company's affairs for past 14+ 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.	<b>Nature of expertise in specific functional areas</b>	Mrs. Preeti Agarwal has knowledge of legal, financial and corporate governance compliances.
3.	<b>Disclosure of relationships between directors inter-se</b>	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.	<b>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</b>	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.	<b>Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.</b>	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
----	---	----------------

**b) 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.	<b>Name of the Director</b>	Mrs. Priyanka Agarwal
2.	<b>Designation</b>	Whole Time Director
3.	<b>DIN</b>	01989753
4.	<b>Date of Birth</b>	13/08/1983
5.	<b>Age</b>	41 Years
6.	<b>Qualifications</b>	Graduate
7.	<b>Experience</b>	15+ years of experience
8.	<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid.</b>	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 revised remuneration of Rs.. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) per annum w.e.f. 30 <sup>th</sup> day of September, 2025 which can be increased upto Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum by the Board of Directors of the Company.
9.	<b>Remuneration last drawn</b>	Rs. 84,00,000/- per annum along with perquisites and other benefits.
10.	<b>Date of first appointment on the Board</b>	24 <sup>th</sup> day of December, 2010
11.	<b>Shareholding in the company</b>	Nil
12.	<b>Relationship with other Directors, Manager and other Key Managerial Personnel in the Company</b>	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.

<b>13.</b>	<b>No. of meetings of the Board attended during the year</b>	7 out of 7
<b>14.</b>	<b>List of other Companies in which directorship held</b>	1 (Haldiram India Private Limited)
<b>15.</b>	<b>Membership/ Chairmanship of Committees of the Company</b>	Member of Internal Complaint Committee
<b>16.</b>	<b>Membership/ Chairmanship of Committees of other Boards</b>	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**

<b>1.</b>	<b>A brief resume of the director</b>	Mrs. Priyanka Agarwal has been associated with Company since 24 <sup>th</sup> day of December, 2010. She holds a graduate degree and is indulged in Company's affairs for past 15 years. She devotes whole time attention to the day to day management of the affairs of the Company.
<b>2.</b>	<b>Nature of expertise in specific functional areas</b>	She has in-depth knowledge of business administration & planning.
<b>3.</b>	<b>Disclosure of relationships between directors inter-se</b>	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.
<b>4.</b>	<b>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</b>	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.
<b>5.</b>	<b>Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.</b>	Not applicable



6.	<b>In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Not applicable
----	--	----------------

**Date: 18/08/2025**

**Place: New Delhi**

**By Order of the Board of Directors**

**Surya India Limited**

**Pooja**

**Company Secretary & Compliance Officer**

**M. No.: A67011**

**RC -03, Sarojini Nagar, New Delhi -110023**

**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 <del>or expected date</del> of commencement of commercial production	31 <sup>st</sup> 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	<p>1. Revenue from operations: Rs. 546.93 lakh</p> <p>2. Other income: Rs. lakh 1348.35 lakh</p> <p>3. Profit/ (loss) before depreciation and Tax: Rs. 1625.91 lakh</p> <p>4. Net Profit/ (Loss) after tax: Rs. 1250.32 lakh</p> <p>5. Total Comprehensive Income for the year: Rs. (356.29) lakh</p>
5.	Foreign investments or collaborations, if any	Nil

**II. Information about the appointee:**

1.	Background details	Mrs. Preeti Agarwal has been associated with Company since 4 <sup>th</sup> day of November 2011. She holds a Graduate degree and is indulged in Company's affairs for 14+ years.	Mrs. Priyanka Agarwal has been associated with Company since 24 <sup>th</sup> day of December, 2010. She holds a Graduate degree and is indulged in Company's affairs for 15+ years.
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. 1,20,00000 per annum, which can be increased upto Rs. 1,50,00,000 per annum by the Board of Directors of the Company at any time during her tenure with the Company.	Rs. 1,20,00000 per annum, which can be increased upto Rs. 1,50,00,000 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 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. Also, the proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	The Company has been attempting to grow its business in the recent past 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. 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. 3 of this Notice and is directly related to Mr. Manohar Lal Agarwal, Director of the Company and indirectly related to Mrs. Priyanka Agarwal, Wholetime Director of the Company.	Mrs. Priyanka Agarwal has pecuniary relationship with the Company in terms of the remuneration proposed at Item No. 4 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	The company have generated operational profit, however, in terms of provisions of Section 197 of the Companies Act, 2013 read with Schedule V, the profits of the Company are inadequate to pay the proposed remuneration. The said inadequacy of profit is due to competitive market scenario.
2.	Steps taken or proposed to be taken for improvement	<p>Subject to prevailing market conditions, the Company may plan to increase the lease rent of the premises given on lease to various 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</p>

		<p>the financial position of the Company.</p> <p>Also, the financial position of the Company has comparatively improved in as compared to previous years. 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	The Company is planning to invest more funds to purchase commercial spaces in order to generate more income through leasing.

**Date: 18/08/2025**

**Place: New Delhi**

**By Order of the Board of Directors**

**Surya India Limited**

**Pooja**

**Company Secretary & Compliance Officer**

**M. No.: A67011**

**Address RC- 03, Sarojini Nagar, 110023**

**New Delhi -110023**

**Attendance slip for attending 40<sup>th</sup> Annual General Meeting**

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

<b>Regd. Folio No.</b>	
<b>Name of Shareholder</b>	
<b>No. of Shares held</b>	
<b>DP. ID. No.</b>	
<b>Client ID. No.</b>	

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 40<sup>th</sup> AGM of the Company held on Saturday 13<sup>th</sup> day of September, 2025 at 01:00 P.M. at the registered office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044.

**Name of the Member/Proxy**

**Signature of the Member/Proxy**

**ROUTE MAP OF SURYA INDIA LIMITED**

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

