



CIN: L27100GJ1994PLC021088

Regd. office: "Suraj House" Opp. Usmanpura Garden, Ashram Road, Ahmedabad - 380014, Gujarat

Tel: 0091-79-27540720, Fax: 0091-79-27540722

Email Id: secretary@surajgroup.com

Web site: - www.surajgroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

To the Members of Suraj Limited,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Suraj Limited ("the Company") by means of Postal Ballot, by way of remote e-voting only ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including latest General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice ("Notice") is also attached.

The Board of Directors has appointed Mr. Hardikkumar Dhirubhai Jetani (of M/s. Hardik Jetani & Associates, Practicing Company Secretary (ACS No. 39498 and COP no. 22171), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of MCS Share Transfer Agent Limited ("MCS" or "Registrar & Transfer Agent") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Wednesday March 05, 2025 (9:00 a.m. IST)
End of e-voting:	Thursday April 03, 2025 (5:00 p.m. IST)

The Scrutinizer will submit his report, after the completion of scrutiny. The results of e-voting will be announced on or before Monday, 07, April, 2025 and will be displayed on website of the Company at <https://www.surajgroup.com>. The results will simultaneously be communicated to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, within 2 (two) working days from the conclusion of e-voting.

SPECIAL BUSINESS

ITEM NO. 1

1. To approve Appointment of Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449), who was appointed as an Additional Director in the capacity of an Independent Director w.e.f. January 24, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till January 23, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. To approve Appointment of Mr. Sanjay Dayalji Kukadia (DIN: 09116868) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sanjay Dayalji Kukadia (DIN: 09116868), who was appointed as an Additional Director in the capacity of an Independent Director w.e.f. January 24, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till January 23, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Rashmi Lakhani
Company Secretary and Compliance
Officer
Membership no. 46687
Registered Office: Suraj House, Opp.
Usmanpura Garden
Usmanpura, Ahmedabad - 380014
CIN: L27100GJ1994PLC021088
Website: www.Surajgroup.com

Date: February 28, 2025
Place: Ahmedabad

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday 28 February, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the website of the Company at www.surajgroup.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Only those Members whose names are recorded in the Register of Member or in the Register of Beneficial owners maintained by the Registrar and Transfer Agent / Depositories as on the cutoff date will be entitled to cast their votes by remote e-voting.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, March 05, 2025 and ends at 5:00 p.m. (IST) on Thursday, April 03, 2025
9. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Central Depository Services (India) Limited (CDSL) upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, April 03, 2025.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to secretary@surajgroup.com mentioning his / her / its DP ID and Client ID.

12. PROCEDURE FOR E-VOTING:

i. E-VOTING FACILITY

- The Company is providing e-voting facility of Central Depository Services (India) Limited (CDSL) to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Wednesday, March 05, 2025 (9:00 a.m. IST)
End of e-voting:	Thursday, April 03, 2025 (5:00 p.m. IST)

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Central Depository Services (India) Limited (CDSL) upon expiry of the aforesaid period.

ii. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Step 1: Access through Depositories i.e. CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- I. The voting period begins on Wednesday, 05th March, 2025, at 9:00 A.M. (IST) and end on Thursday, 03rd April, 2025 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 28th February, 2025 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER: -

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My EASI Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP so that the user can visit the ESP website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com. either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository

	site wherein you can see eVoting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to eVoting website of CDSL for casting your vote during the remote e-Voting period .
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

V. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number

registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details.

- VI. After entering these details appropriately, click on “SUBMIT” tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for the relevant <Suraj Limited> on which you choose to vote.
- X. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XVII. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Scretary@surajgroup.in, (designated email address by company) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like 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/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel East, Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

Other Instructions:

- A. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 28TH February, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Friday, 28th February, 2025 being the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- B. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E voting user manual available at the download Section of www.evotingindia.com (CDSL Website).
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on January 24, 2025, appointed Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 24, 2025 to January 23, 2030 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- A. consent in writing from Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- B. intimation in Form DIR-8 in terms of the Appointment Rules from Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449) to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- C. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- D. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- E. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449).

In the opinion of the Board, Mr. Saharsh Rajeshbhai Gandhi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Saharsh Rajeshbhai Gandhi skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Saharsh Rajeshbhai Gandhi is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Saharsh Rajeshbhai Gandhi is justified due to the following reasons:

- Mr. Saharsh Rajeshbhai Gandhi has extensive experience of more than 15 years in audit, taxation, corporate law, and financial advisory service.
- His deep knowledge and expertise in Business and Risk Management, finance and corporate laws.

Further, Mr. Saharsh Rajeshbhai Gandhi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Saharsh Rajeshbhai Gandhi has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Saharsh Rajeshbhai Gandhi has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Suraj Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Saharsh Rajeshbhai Gandhi as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, April 03, 2025.

The resolution seeks the approval of members for the appointment of Mr. Saharsh Rajeshbhai Gandhi as an Independent Director of the Company from January 24, 2025 to January 23, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, April 03, 2025.

The profile and specific areas of expertise of Mr. Saharsh Rajeshbhai Gandhi and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR

Regulations, the approval of the Members is sought for the appointment of Mr. Saharsh Rajeshbhai Gandhi as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Saharsh Rajeshbhai Gandhi to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

Item No.2

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on January 24, 2025, appointed Mr. Sanjay Dayalji Kukadia (DIN: 09116868) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 24, 2025 to January 23, 2030 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- A. consent in writing from Mr. Sanjay Dayalji Kukadia (DIN: 09116868) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- B. intimation in Form DIR-8 in terms of the Appointment Rules from Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449) to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- C. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- D. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- E. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Sanjay Dayalji Kukadia (DIN: 09116868).

In the opinion of the Board, Mr. Sanjay Dayalji Kukadia (DIN: 09116868) fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Sanjay Dayalji Kukadia skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Sanjay Dayalji Kukadia is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Sanjay Dayalji Kukadia is justified due to the following reasons:

- Mr. Sanjay Dayalji Kukadia has extensive experience of more than 13 years of experience as practicing as Company Secretary.
- His deep knowledge and expertise in Corporates laws including Corporate Restructuring and Compliances.

Further, Mr. Sanjay Dayalji Kukadia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sanjay Dayalji Kukadia has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Sanjay Dayalji Kukadia has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Suraj Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Sanjay Dayalji Kukadia as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, April 03, 2025.

The resolution seeks the approval of members for the appointment of Mr. Sanjay Dayalji Kukadia as an Independent Director of the Company from January 24, 2025 to January 23, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, April 03, 2025.

The profile and specific areas of expertise of Mr. Sanjay Dayalji Kukadia and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR

Regulations, the approval of the Members is sought for the appointment of Mr. Sanjay Dayalji Kukadia as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Sanjay Dayalji Kukadia to whom the resolution relates is interested in or concerned with the resolution

The Board recommends the special resolution set forth in this notice for the approval of Members.

Date: 28/02/202
Place: Ahmedabad

By the order of the Board
SURAJ LIMITED

Registered Office:-
'Suraj House',
Opp. Usmanpura Garden,
Ashram Road, Ahmedabad-380014
CIN NO: L27100GJ1994PLC021088

Rashmi Lakhani
Company Secretary

Annexure-I

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Particulars	Mr. Sanjay Dayalji Kukadia (DIN: 09116868)	Mr. Saharsh Rajeshbhai Gandhi (DIN: 09409449)
Brief Resume	Mr. Sanjay Dayalji Kukadia, aged 50 years, is holding bachelor's degree in Commerce and also a Fellow Member of the Institute of Company Secretaries of India. He is in Practicing as Company Secretary since 2012 providing Secretarial and advisory services to the various corporates law including Corporate Restructuring and Compliances. He has overall Professional Experience of 18 Years. He is appointed as an Independent Director of the Company w.e.f. 24 th January, 2025 subject to approval of the Shareholder.	Mr. Saharsh Rajeshbhai Gandhi, aged 39 years, is holding bachelor's degree in Commerce from Gujarat University, holding membership of Institute of Chartered Accountant of India (ICAI), Institute of Company Secretaries of India (ICSI) and CPA Australia. He is in Practicing as Chartered Accountant since 2014. He is having an accomplished finance professional with over 15 years of experience spanning audit, taxation, corporate law, and financial advisory. Beginning career at PwC, honed expertise in audit and compliance before moving on to senior roles in finance with listed companies. He is appointed as an Independent Director of the Company w.e.f. 24 th January, 2025 subject to approval of the Shareholder.
DIN:	09116868	09409449
Date of Birth/Age	50 years	39 years
Nationality	Indian	Indian
Educational Qualification	Bachelor of Commerce, Company Secretary	Bachelor of Commerce, Chartered Accountant, CPA Australia
Date of first appointment on Board	January 24, 2024	January 24, 2024
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	5 (Two)	None
No. of shares held	Nil	Nil
Details of remuneration last drawn	NA	NA
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	NA	NA
Number of Board Meetings attended during the FY 2024-25	1	1
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across other Public companies	Audit Committee - Chairmanship - 1	Nil
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Proposed appointment for a term of five (5) years with effect from January 24, 2025 to January 23, 2030 (both days inclusive) as an Independent Director. He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.	Proposed appointment for a term of five (5) years with effect from January 24, 2025 to January 23, 2030 (both days inclusive) as an Independent Director. He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.