



Notice

NOTICE is hereby given that the **39th** Annual General Meeting ("AGM") of the Members of **Suraj Estate Developers Limited ("SEDL")** will be held on Friday, 19th September, 2025, at 12:30 PM (IST) through video conferencing ("VC")/ other audio-visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, and the reports of the Board of Directors and Auditors thereon.**

To considered and thought fit, to pass the following resolutions, with or without modification(s), as an **Ordinary Resolution:**

- "RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, comprising of the Audited Balance Sheet as on 31st March, 2025, the Statement of Profit and Loss, and the Cash Flow Statement for the financial year from April 1, 2024 to 31st March, 2025, including the Schedules and Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, comprising of the Audited Consolidated Balance Sheet as on 31st March, 2025, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the financial year from 1st April, 2024 to 31st March, 2025, including the Schedules and Notes attached thereto and forming part thereof, and the report of the Statutory Auditors thereon, be and are hereby received, and adopted."

- To considered and thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

Appoint Mrs. Sujatha R Thomas (DIN: 02492141) Non-Executive Non-Independent Director, who retires by rotation and, being eligible, has offered herself for re-appointment.

"RESOLVED THAT Mrs. Sujatha R Thomas (DIN: 02492141), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby appointed as Director of the Company."

- To considered and thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

Appoint Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) Whole-Time Director, who retires by rotation and, being eligible, has offered himself for re-appointment.

"RESOLVED THAT Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) Whole-Time Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company."

SPECIAL BUSINESS:

- To considered and thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

Appoint M/s Rathi & Associates, Practicing Company Secretary, as the Secretarial Auditors of the Company.

"RESOLVED THAT pursuant to the provision of Section 204 of the Companies Act, 2013, read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company M/s. Rathi & Associates, Peer Reviewed Practicing Company Secretaries (Firm Registration Number P1988MH011900) be and are hereby appointed as the Secretarial Auditors of the Company to hold office for the first term of 5(five) consecutive years commencing from the conclusion of the financial year 2025-26 till the financial year 2029-30."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

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

Appoint Mr. Ankit Kishor Chande, Cost Accountants as cost Auditor for the financial year ending 31st March, 2026.

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"RESOLVED THAT pursuant to the provision of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ankit Kishor Chande, Cost Accountants, (Membership No: 34051) being the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be paid the remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any."

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

Revision in the remuneration of Mr. Rajan Meenathakonil Thomas (DIN:00634576), Chairman and Managing Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 (6) (e) and such other applicable regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and pursuant the recommendation of Nomination and remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby accorded for the revision in remuneration of Mr. Rajan Meenathakonil Thomas (DIN: 00634576) as Chairman and Managing Director of the Company, as mentioned below, with effect from April 01, 2025, for his remaining current term."

Remuneration and Benefits:

- A. Salary: ₹ 2,50,00,000/- (Rupees Two Crores Fifty lacs only) per annum
- B. Perquisites and Allowances:
1. Furnished Accommodation: Company-owned/hired/leased fully furnished residential accommodation, including gas,

electricity, water, furnishings, and services of servants.

2. Car Facility: A company-maintained car with a driver shall be provided for both official and personal use. All related expenses, including fuel, maintenance, insurance, and the driver's salary, shall be borne by the Company.
3. Domestic/ Foreign Trip: Entitled to domestic/ foreign trips along with family, the expenses of the trips will be borne and/or reimbursed by the Company up to a limit of ₹ 36 lacs per annum.
4. Business Trip: The Company shall reimburse the actual travel, lodging, and boarding expenses incurred by the Managing Director, along with his spouse and children, in the ordinary course of business in connection with any domestic and/or foreign business trips.
5. Medical Expenses Reimbursement: Reimbursement of all expenses incurred in India or foreign for self and immediate family (Spouse and dependent children) at actuals (Including domiciliary and medical expenses and insurance premium for medical and hospitality policy)
6. Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company.
7. Club Fees: Fees for clubs are subject to a maximum of two clubs.
8. Provident Fund and Gratuity: As per applicable statutory provisions.
9. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of the business of the Company.

C. Annual Commission:

Commission not exceeding 0.50% of the net profits of the Company for the year (computed in the manner set out in Section 198 of the Companies Act 2013), and as per the recommendation of the Nomination and Remuneration Committee

"RESOLVED FURTHER THAT in case of absence or inadequacy of profit during any financial year during the tenure of the Managing Director, the above remuneration shall be paid to the Managing



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Director and shall be treated as the Minimum Remuneration payable to the Managing Director according to Section 197 read with Schedule V of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said remuneration that may be agreed to between the Board of Directors and Mr. Rajan Meenathakonil Thomas without seeking any further approval of members."

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

Revision in the remuneration of Mr. Rahul Rajan Jesu Thomas (DIN:00318419), Whole-Time Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) (e) and such other applicable regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and pursuant the recommendation of Nomination and remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby accorded for the revision in remuneration of Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) as Whole-Time Director of the Company, as mentioned below, with effect from 1st April, 2025, for his remaining current term."

Remuneration and Benefits:

- A. Salary: ₹ 2,40,00,000/- (Rupees Two Crore Forty lacs only) per annum
- B. Perquisites and Allowances:
1. Furnished Accommodation: Company-owned/hired/leased fully furnished residential accommodation, including gas,

electricity, water, furnishings, and services of servants.

2. Car Facility: A company-maintained car with a driver shall be provided for both official and personal use. All related expenses, including fuel, maintenance, insurance, and the driver's salary, shall be borne by the Company.
 3. Domestic/ Foreign Trip: Entitled to domestic/ foreign trips along with family, the expenses of the trips will be borne and/or reimbursed by the Company up to a limit of ₹ 36 lacs per annum.
 4. Business Trip: The Company shall reimburse the actual travel, lodging, and boarding expenses incurred by the Whole-Time Director, along with his spouse and children, in the ordinary course of business in connection with any domestic and/or foreign business trips.
 5. Medical Expenses Reimbursement: Reimbursement of all expenses incurred in India or foreign for self and immediate family (Spouse and dependent children) at actuals (Including domiciliary and medical expenses and insurance premium for medical and hospitality policy)
 6. Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company.
 7. Club Fees: Fees for clubs are subject to a maximum of two clubs.
 8. Provident Fund and Gratuity: As per applicable statutory provisions.
 9. Reimbursement of actual education expenses, including travel fare, boarding, and lodging expenses of children.
 10. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of the business of the Company.
- C. Annual Commission:

Commission not exceeding 0.50% of the net profits of the Company for the year (computed in the manner set out in Section 198 of the Companies Act 2013), and as per the recommendation of the Nomination and Remuneration Committee

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"RESOLVED FURTHER THAT in case of absence or inadequacy of profit during any financial year during the tenure of the Whole Time Director, the above remuneration shall be paid to the Whole Time Director and shall be treated as the Minimum Remuneration payable to the Whole Time Director according to Section 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said remuneration that may be agreed to between the Board of Directors and Mr. Rahul Rajan Jesu Thomas without seeking any further approval of members."

8. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

Payment of Commission to the Non-Executive Directors (including Independent and Promoter Directors)

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company be and is hereby authorised to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and Committees thereof, an amount, by way of commission for the Financial year 2025-26 to 2027-28 to any one or more or all of the existing Non-Executive Directors (including Independent Directors and Promoter Directors) including Non-Executive Director(s) to be appointed in future, the amount which the Board of Directors may from time to time, determine, and that such payment of aggregate commission to all the eligible Non- executive Directors shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Act or any statutory modification(s) or re-enactment thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient and to settle any question, difficulty or doubt that may arise to give effect to this resolution including payment of such remuneration."

**By Order of the Board of Directors
For Suraj Estate Developers Limited**

Mukesh Gupta

Company Secretary & Compliance Officer

M.No. F6959

Place: Mumbai

Date: 25th July, 2025

Registered Office:

301, 3rd Floor, Aman Chambers, Veer Savarkar Marg,

Opp. Bengal Chemicals, Prabhadevi,

Mumbai 400025

Email-CS@surajestate.com

Tel No. 022 4015 4764/4015 4898



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NOTES:

1. EXPLANATORY STATEMENT

The Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item nos. 4, 5, 6, 7 and 8 of the Notice and the relevant details of the Director as mentioned under item no. 2 and 3 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

2. SENDING OF NOTICE AND CONDUCT OF ANNUAL GENERAL MEETING

- a) The Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2024 dated 19th September, 2024 read with circulars no. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020, and 5th May, 2020 respectively, and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 3rd October, 2024 and 7th October, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. Accordingly, the 39th Annual General Meeting ("this AGM") of the members of the Company is held through VC in compliance with the provisions of the said Circulars, and consequently no attendance slip is enclosed with this notice. The deemed venue for the AGM shall be 301, 3rd Floor, Aman Chambers, Veer Savarkar Marg, Opp. Bengal Chemicals, Prabhadevi, Mumbai City, Mumbai, Maharashtra, India, 400025.
- b) In accordance with the aforesaid Circulars the Notice of the AGM along with the Integrated Report for FY 2025 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively referred as "Depositories" through the concerned Depository Participants ("DPs") and in

respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited.

In terms of regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), a letter providing the web-link, including the exact path and QR code, where complete details of the Notice and Integrated Annual Report of the Company are available, is being physically sent to those shareholder(s) who have not registered their email addresses with the Depository Participant(s), the Company or the RTA of the Company.

Physical copy of the Integrated Report shall be sent only to those members who request for the same.

Members may also note that the Notice of the AGM and the Annual Report 2024-25 will also be available on the Company's website at www.surajestate.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 MUFG Intime India Private Limited (agency for providing the Remote e-voting facility) at <https://instavote.linkintime.co.in/>.

- c) In compliance with the Listing Regulations, the Company has made provision to webcast the proceedings of the AGM on MUFG Intime website. Members can view the live proceedings of the AGM by logging on the InstaMeet website of MUFG Intime at <https://instameet.in.mpms.mufig.com> by using their secure login credentials.
- d) Since, the 39th AGM is being conducted through VC/ OAVM pursuant to the Circulars, requirement of physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by members is not available for the 39th AGM and hence proxy form and attendance slip including route map has not been annexed with the notice of the 39th AGM ("Notice").
- e) Members may note that the VC facility, provided by MUFG Intime, allows participation of 1,000 members on a first come-first-basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination

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and Remuneration Committee (NRC), auditors, etc., can attend the AGM without any restriction on a first-come first-served basis.

- f) Members of the Company under the category of institutional shareholders are encouraged to attend and participate in the AGM through VC/OVAM and vote.
- g) Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body resolution/authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutiniser by e-mail on his registered e-mail address associates.rathi8@gmail.com with a copy marked to insta.vote@linkintime.co.in Institutional shareholders (i.e., other than individuals, HUFs, NRIs 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.
- h) Members attending the 39th AGM through VC/OAVM including authorised representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purpose of reckoning the quorum under the provisions of section 103 of the Act.
- i) Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends, and the dividend amount.

3. INSPECTION OF DOCUMENTS:

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members before and during the AGM.
- b) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@surajestate.com.

- c) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Secretarial Department at cs@surajestate.com at least 7 days before the date of the AGM, to enable the Company to suitably reply such queries at the meeting/ by email.

4. UPDATE OF EMAIL ID AND BANK DETAILS:

- a) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the DPs. Members holding shares in the physical mode are also requested to update their email addresses by writing and quoting their folio numbers to the MUFG Intime India Private Limited, Registrar and Transfer Agent of the Company ("RTA") by email to rnt.helpdesk@in.mpms.mufig.com or by letter addressed to Mr Jayprakash Parambath, MUFG Intime India Private Limited, Unit. Suraj Estate Developers Limited, C 101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083, Maharashtra or to the Company by email to cs@surajestate.com or by letter addressed to the Company Secretary, 301, 3rd Floor, Aman Chambers, Veer Savarkar Marg, Opp. Bengal Chemicals, Prabhadevi, Mumbai City, Mumbai, Maharashtra, India, 400025.
- b) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their (DP). Changes intimated to the DPs will then be automatically reflected in the Company's record



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which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the RTA.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members may avail the facility of nomination in respect of shares held by them by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.

7. REMOTE E-VOTING FACILITIES, SCRUTINIZER AND E-VOTING RESULTS:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has engaged MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorised agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by MUFG Intime India Private Limited.

- b) The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e., Friday, 12th September, 2025.
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Friday, 12th September, 2025 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Any person, who acquires shares of the Company and becomes a member of the Company after the Company e-mails the Notice of the AGM and holds shares as on the cut-off date i.e., Friday, 12th September, 2025, may obtain the User ID and password by sending a request at enotices@linkintime.co.in and may follow the steps mentioned in Note no. 10 to this Notice.

- d) The remote e-voting period will commence on Tuesday, 16th September at 10:00 am (IST) and will end on Thursday, 18th September, 2025 at 5:00 pm. (IST). During this remote e-voting period the members, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, 12th September, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
- e) The Company has appointed M/s Rathi & Associates., Practicing Company Secretaries, as the scrutiniser (the 'Scrutiniser') for scrutinsing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.
- f) During the AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker during the AGM, formally propose to the members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- g) The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast during the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit such Report to the Chairman or any person authorised by him within 48 hours from the conclusion of the meeting, who shall then countersign and declare the result of the voting forthwith.

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- h) The results declared along with the report of the Scrutiniser will be placed on the website of the Company www.surajestate.com and on the website of MUFG Intime immediately after the declaration of result by the Chairman or a person authorised by him. The results will also be immediately forwarded to the stock exchange simultaneously.

8. RE-APPOINTMENT OF MRS SUJATHA R THOMAS (DIN: 02492141) AND MR. RAHUL RAJAN JESU THOMAS (DIN: 00318419):

- a) In terms of Section 152 of the Act, Mrs Sujatha R Thomas (DIN: 02492141) and Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) retires by rotation at this AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company has recommended their re-appointment.
- b) The additional information in respect of re-appointment of Mrs Sujatha R Thomas (DIN: 02492141) as Director and Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) as Whole Time Director, liable to retire by rotation, pursuant to the provisions of Listing Regulations and the Secretarial Standard on General Meetings, is provided as an Annexure A to the Notice.
- c) Mrs Sujatha R Thomas (DIN: 02492141) as Director and Mr. Rahul Rajan Jesu Thomas (DIN: 00318419) as Whole Time Director are interested in the Ordinary Business as set out at Item No. 2 and 3 the Notice with respect to their reappointment. Their relatives may also be deemed to be interested in the said Resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, for Item No. 2 and 3.

9. THE DETAILED PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN:

Remote e-Voting Instructions for shareholders: As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. Login method for Individual shareholders holding securities in demat mode is given below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 16th September, 2025 at 10:00 AM and ends on 18th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th September, 2025, may cast their vote electronically. 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.

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
 - Enter the last 4 digits of your bank account / generate 'OTP'



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- c) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com

& click on New System Myeasi Tab.

- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.

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- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.



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NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option

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'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use

the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- c) Select the "Company Name" and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- e) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the Company.

- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



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

Item No. 4

The Board of Directors of the Company, at its meeting held on 25th July, 2025, considering the recommendation of the Audit Committee, recommended, appointment of M/s. Rathi & Associates, Practicing Company Secretaries Firm Registration Number P1988MH011900 and Peer Review Certificate No. 6391/2025) as the Secretarial Auditors of the Company for a continuous period of five years as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

M/s. Rathi & Associates ("R&A") is a peer-reviewed firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India ("ICSI"). The firm was established in 1988 and has a track record of over three decades in providing corporate secretarial services to listed companies and expertise in conducting secretarial audits. and has been conducting the secretarial audit of the Company since the financial year ended 31st March, 2015.

The broad terms and conditions of the appointment are as under:

- a) **Term of appointment:** The proposed appointment is for a term of 5 (five) consecutive years commencing from the conclusion of the 39th Annual General Meeting of the Company till the conclusion of the 44th Annual General Meeting to be held in the year 2030, to conduct secretarial audit for the financial years ending 31st March, 2026, to 31st March, 2030.
- b) **Proposed fees:** The proposed remuneration payable to M/s Rathi and Associates for conducting the Secretarial Audit for FY 2026 is ₹ 5,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses if any, incurred in connection with the secretarial audit for the financial year ending 31st March, 2026, and for subsequent year(s) of the term, such fee as determined by the Board, on the recommendation of the Audit Committee and in consultation with the Secretarial Auditors. The Audit Committee and the Board, while recommending the appointment of R&A as the Secretarial Auditors of the Company, have taken into consideration, among other things, the fulfilment of the eligibility criteria and experience of conducting secretarial audit of listed companies, knowledge of the legal and regulatory framework in ensuring continued adherence to compliance requirements under the applicable laws and also based on the evaluation of the quality of audit work done by them in the past.

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

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in item No. 4 of the Notice for approval of the Shareholders as an Ordinary Resolution.

Item No.5

The Board of Directors of the Company based on the recommendation of the Audit Committee at its meeting held on 25th July, 2025, approved the appointment of Mr. Ankit Kishor Chande, Cost Accountants (Membership Number 34051) as Cost Auditors for conducting the Cost Audit of the cost records maintained by the Company for the financial year ending 31st March, 2026, at a remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

The overall remuneration proposed to be paid to the Cost Auditors for the financial year ending 31st March, 2026, is commensurate to the scope of the audit to be carried out by the Cost Auditors and is in line with the guidelines issued by the Institute of Cost Accountants of India Mr. Ankit Kishor Chande, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959. Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to Mr. Ankit Kishor Chande, Cost Auditors, as stated above is subject to ratification by the Shareholders of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the resolution set forth at Item No. 5 for the approval of Shareholders as an Ordinary Resolution.

Item No. 6 & 7

The proposed Resolutions for revision in remuneration of Mr. Rajan Meenathakonil Thomas (DIN: 00634576), Chairman and Managing Director of the Company, and

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Mr. Rahul Rajan Jesu Thomas (DIN:00318419), Whole Time Director of the Company, are being proposed respectively at Item No. 6 & 7 of the Notice of AGM. All the requisite information related to proposed resolutions for revision in remuneration of these Directors are being furnished here at one place for the ease of reference of shareholders and to avoid repetition of information.

The matters of revision in remuneration of both managerial personnel were considered by the Nomination & Remuneration Committee (NRC) in its meeting held on July 25, 2025. NRC considered the proposal for revision of remuneration in view of increase in the operations of the Company, the work as well as responsibilities of the Managing Director & Whole-time Director.

NRC also considered other factors like industry practices and the Remuneration Policy of the Company. It was also considered that because of untiring efforts of the Management, the Company has been able to grow well ahead of the industry and is registering strong operational and financial performance. After due consideration, NRC recommended the revision in remuneration of Mr. Rajan Meenathakonil Thomas (DIN: 00634576), the Chairman and Managing Director of the Company, and Mr. Rahul Rajan Jesu Thomas (DIN:00318419), Whole Time Director of the Company, as provided in the proposed Resolutions

Accepting the recommendations of the NRC & Audit Committee, the Board of Directors also approved the proposed revised remuneration in its meeting held on July 25, 2025, subject to approval by the Members of the Company in this AGM.

In terms of Section 197 of the Companies Act, 2013 ("the Act") read with Schedule V thereto, as amended, the Company may pay remuneration to its Executive Directors up to a maximum of 10% of the net profits of the Company, computed in accordance with Section 198 of the Act.

Further, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") provides that where the aggregate annual remuneration payable to Executive Directors who are promoters or members of the promoter group exceeds 5% of the net profits of the Company (as computed under Section 198 of the Act), such payment shall be subject to shareholders' approval by way of a Special Resolution.

The proposed aggregate annual remuneration payable to Mr. Rajan Meenathakonil Thomas (DIN: 00634576), Chairman and Managing Director, and Mr. Rahul Rajan Jesu Thomas (DIN: 00318419), Whole-time Director, may exceed 5% of the net profits of the Company for the relevant financial year.

The details of the remuneration drawn by these managerial personnel during the financial year 2024-25, are furnished in the Corporate Governance Report.

The individual shareholding Mr. Rajan Meenathakonil Thomas (DIN: 00634576), Chairman and Managing Director of the Company, and Mr. Rahul Rajan Jesu Thomas (DIN:00318419), Whole Time Director of the Company as on 31/03/2025, is as under:

Sr. No.	Name and Designation of Directors	No. of Shares (% of Paid-up Share Capital)
1.	Mr. Rajan Meenathakonil Thomas (DIN: 00634576), Chairman and Managing Director	2,72,82,000 (57.11%)
2.	Mr. Rahul Rajan Jesu Thomas (DIN:00318419) Whole Time Director	3,92,000 (0.82%)

Except, Mr. Rajan Meenathakonil Thomas, Mr. Rahul Rajan Jesu Thomas, Ms. Sujatha R Thomas, and Ms. Elizabeth Lavanya Thomas, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolutions.

The Board of Directors recommends the passing of the Resolution as set out in Item No.6 & Item No. 7 of the Notice as a Special Resolution.

Additional Disclosures as per Schedule V of the Companies Act, 2013, provided in Annexure-B

Item No. 8

The Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. With the changing regulatory landscape, enhanced corporate governance requirements and the competitive business environment, the role of the Board has become more onerous, requiring enhanced level of decision-making ability, greater time commitments with high level of oversight.

In appreciation to the contribution and services rendered by the Directors, the Board basis recommendation of the Nomination and Remuneration Committee ("NRC") at their respective meetings held on July 25, 2025, in addition to the sitting fees, approved payment of Commission for the Financial year 2025-26 to 2027-28 to the all Non-Executive Directors (including Independent Directors and Promoter Directors) up to 1% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 in the respective financial year, subject to approval of the



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Shareholders at the ensuing Annual General Meeting with a power to NRC & Board to determine the commission within the aforesaid limits for each financial year.

The NRC and the Board while determining the commission payable to the Non-Executive Directors will take into consideration various factors such as Director's participation and contribution in Board and Committee meetings, time devoted in carrying out their duties as envisaged in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other factors as the NRC and the Board may consider fit within the overall limits approved by the Members of the Company.

Section 197 of the Act read with Schedule V thereto, as amended, permits payment of remuneration to Directors upto a maximum of 1% of the net profits of a company as computed under Section 198 of the Act. Regulation 17(6) of the SEBI Listing Regulations inter alia provides that the Board shall recommend to the Shareholders for their approval all fees or compensation, if any, paid to Non-Executive Directors.

Accordingly, approval of the Shareholders is sought by way of an Ordinary Resolution under the applicable provisions of the Act and SEBI Listing Regulations for payment of Commission to the Non-Executive Directors (including Independent and Promoter Director) up to 1% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 in the respective financial year.

The Non-Executive Directors and their relatives may be deemed to be concerned or interested in the resolution set out at Item No. 8 to the extent of commission that may be received by the respective Director.

Except, Mr. Rajan Meenathakonil Thomas, Mr. Rahul Rajan JesuThomas. None of the , Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at item No. 8 of the Notice for approval by the Shareholders of the Company



Annexure A

Information required with respect to the appointment / re-appointment of a Director under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India.

Sr. No.	Particulars	Information	Information
1.	Resolution No.	2	3
2.	Name of the Director	Sujatha R Thomas	Rahul Rajan Jesu Thomas
3.	Designation	Non-Executive Non-Independent Director	Whole-Time Director
4.	DIN	02492141	00318419
5.	Date of first appointment on the Board	10/09/1986	18/08/2006
6.	Age	65 Years	38 Years
7.	Qualifications	She holds a bachelor's degree in Arts from the University of Madras.	He holds a bachelor's degree in Commerce from the University of Mumbai and a corporate finance certificate from Harvard University
8.	Brief resume	She has over 30 years of experience in various aspects of real estate business	He has over 17 years of experience in various aspects of real estate business
9.	Nature of expertise in specific functional areas	Marketing and Administration	Finance, Sales and Marketing
10.	Relationships between Directors, Managers, or Key Managerial Personnel of the Company	Wife of Rajan Meenathakonil Thomas (Managing Director), Mother of Mr. Rahul Rajan Jesu Thomas (Whole-Time Director) & Ms. Elizabeth Lavanya Thomas (Non-Executive Non-Independent Director)	Son of Rajan Meenathakonil Thomas (Managing Director) and Sujatha R Thomas (Non-Executive Non-Independent Director) and Brother of Ms. Elizabeth Lavanya Thomas (Non-Executive Non-Independent Director)
11.	Name of listed entities in which the Director holds Directorship (Except Suraj Estate Developers Limited)	Nil	Nil
12.	Name of listed entities in which the Director holds Membership of the Committees of the Board (Except Suraj Estate Developers Limited)	Nil	Nil
13.	Name of listed entities in which the Director has resigned in the past three years	Nil	Nil
14.	Terms and conditions of appointment	liable to retire by rotation	Please refer to Item No. 7 of this Annual General Meeting Notice
15.	Details of remuneration sought to be paid	Sitting Fees for attending the Board and Committee Meetings	Please refer to Item No. 7 of this Annual General Meeting Notice
16.	Details of the remuneration last drawn	During the FY 2024-25 only sitting fees paid as detailed in the Corporate Governance Report forming part of the Annual Report.	Details of the remuneration paid during the FY 2024-25 are detailed in the Corporate Governance Report forming part of the Annual Report.
17.	Shareholding in the Company (Number of Shares)	38,77,500	3,92,000
18.	Number of meetings of the Board Attended during the year	6	6



Annexure B

Further Disclosure pursuant to the provisions of Schedule V of the Companies Act, 2013

I	GENERAL INFORMATION					
	1.	Nature of Industry	Real Estate			
	2.	Date or expected date of commencement of Commercial production	NA			
	3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	NA			
	4.	Financial performance based on the given indicators	Financial performance based on the Audited Accounts for the last three financial years, is as under: (Amount in million)			
			Particulars	Financial Year		
				FY 2024-25	FY 2023-24	FY 2022-23
			Net Revenue	₹ 5,532.24	₹ 3,868.51	₹ 2,471.27
			Profit after Tax	₹ 965.03	₹ 713.80	₹ 379.62
			Profit to Net Revenue	17.44%	18.45%	15.36%
	5.	Export performance and net foreign exchange earnings	NA			
	6.	Foreign investments or collaborations, if any				
II	OTHER INFORMATION					
	1.	Reasons of loss or inadequacy of profits	NA, The managerial remuneration is less than 10% of the Net profit calculated u/s 198 of the Companies Act, 2013			
	2.	Steps taken or proposed to be taken for improvement	NA			
	3.	Expected increase in productivity and profits in measurable items	NA			
III	INFORMATION ABOUT THE APOINTEE					
			Mr. Rajan Meenathakonil Thomas	Mr. Rahul Rajan Jesu Thomas		
1.	Background Details, Job Profile and Suitability	He holds a bachelor's degree in Arts from the Agra University. He has been associated with our Company since its incorporation. He has received Lifetime Achievement Award from ET Now in the year 2022. He has over 37 years of experience in various aspects of real estate business.	He holds a bachelor's degree in Commerce from the University of Mumbai and corporate finance certificate from Harvard University. He has received "40 under 40 award" from Realty+ in the year 2022. He has over 17 years of experience in various aspects of real estate business			
2.	Past Remuneration	Details of the remuneration paid during the FY 2024-25 are detailed in the Corporate Governance Report forming part of the Annual Report.	Details of the remuneration paid during the FY 2024-25 are detailed in the Corporate Governance Report forming part of the Annual Report.			
3.	Remuneration Proposed	Please refer AGM Notice item No. 6	Please refer AGM Notice item No. 7			

Annexure B (Contd.)

4.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed for Mr. Rajan Meenathakonil Thomas, as Chairman & Managing Director is as per industry standards, considering the nature of the Company's business, his profile, experience and contribution made by him in the Company's growth	The remuneration proposed for Mr. Rahul Rajan Jesu Thomas, as Whole Time Director is as per industry standards, considering the nature of the Company's business, his profile, experience and contribution made by him in the Company's growth
5.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors if any	There is no other pecuniary relationship with the Company except salary and Individual Shareholding in the Company. He is the Chairman cum Managing Director, and promoter of the Company. He is a father of Mr. Rahul Rajan Jesu Thomas, Whole – Time Director of the Company & Ms. Elizabeth Lavanya Thomas (Non-Executive Non-Independent Director) and Husband of Mrs. Sujatha R Thomas (Non-Executive Non-Independent Director)	There are no other pecuniary relationships with the Company, except for salary, and hold individual shareholding in the Company as disclosed above. He is a Whole-time Director and come under the Promoter Group Category of the Company. He is Son of Rajan Meenathakonil Thomas (Managing Director) and Sujatha R Thomas (Non-Executive Non-Independent Director) and Brother of Ms. Elizabeth Lavanya Thomas (Non-Executive Non-Independent Director)

Under the leader ship of Mr. Rajan Meenathakonil Thomas, Chairman & Managing Director and Mr. Rahul Rajan Jesu Thomas, Whole Time Director of the Company, the Company has achieved following awards

1. Luxury realty partner award 2024 at ET NOW realty convention and best realty brands
2. Developer of the year 2020 by cnn-News18
3. Developer of the year 2022 by cnbc awaaz
4. Brand of the year 2022 by cnbc awaaz
5. Developer of the year residential 2022- by business standard
6. Promising developer of the year 2022-23- by ace alpha awards
7. Lifetime achievement award Rajan Thomas 2022- by ET now
8. Iconic developer of the year 2022 by mid day

**By Order of the Board of Directors
For Suraj Estate Developers Limited**

Mukesh Gupta

Company Secretary & Compliance Officer
M.No. F6959

Place: Mumbai
Date: 25th July, 2025

Registered Office:

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