



March 07, 2025

BSE Limited
The Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Scrip Code: 544054

National Stock Exchange of India Limited
The Listing Compliance Department
Exchange Plaza Bandra-Kurla Complex
Bandra (E), Mumbai –
400 051
Scrip Symbol: SURAJEST

Dear Madam/ Sir,

Re.: Notice of Extra-Ordinary General Meeting to be held on April 01, 2025

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) attached herewith is the Notice of the Extra-Ordinary General Meeting ('EGM') of the Company scheduled to be held on Tuesday, April 01, 2025 at 12:30 P.M. (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM).

In compliance with the General Circular No. 9/2023 dated September 25, 2023, and other Circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice of the EGM along with the instructions regarding e-voting is being sent by electronic mode only to those members whose e-mail ids are registered with the Registrar and Transfer Agent / Depository Participants. The details, such as manner of registering / updating e-mail ids, procedure for remote e-voting and joining the EGM through VC facility and remote e-voting there at have been set out in the Notice of the EGM.

A copy of the Notice of the EGM is also being uploaded on the website of the Company www.surajestate.com.

The e-voting period commences on Saturday, March 29, 2025 (from 9:00 a.m.) and ends on Monday, March 31, 2025 (upto 5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, March 25, 2025, may cast their vote electronically.

We request you to take the above intimation on records.

Thanking you,

Yours faithfully,

For **Suraj Estate Developers Limited**

Rajan
Meenathakonil
Thomas

Digitally signed by Rajan
Meenathakonil Thomas
Date: 2025.03.07
12:16:34 +05'30'

Rajan Meenathakonil Thomas
Chairman & Managing Director
DIN: 00634576



NOTICE

NOTICE is hereby given that 02/2024-25 an Extra-Ordinary General Meeting of the Members of Suraj Estate Developers Limited will be held on Tuesday, April 01, 2025 at 12:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

1. To appoint Mr. Jitendra Shantilal Mehta (DIN: 00359501) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and other applicable provisions, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 ("the Act"), Regulations 17(1C), 25(2A) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject further to such other consents, approvals, permissions and sanctions as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Jitendra Shantilal Mehta (DIN: 00359501) in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. January 08, 2025 up to and including January 07, 2030, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company."



2. To appoint Mr. Vinod Prabhudas Chithore (DIN: 10829556) as an Independent Director of the Company:

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

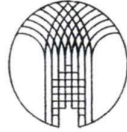
“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and other applicable provisions, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 (“the Act”), Regulations 17(1C), 25(2A) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject further to such other consents, approvals, permissions and sanctions as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Vinod Prabhudas Chithore (DIN: 10829556) in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. January 08, 2025 up to and including January 07, 2030, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

3. Appointment of Mrs. Elizabeth Lavanya Thomas (DIN: 09503741) as a Non-Executive, Non-Independent Director of the Company:

To consider and thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 and 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), Regulations 17(1C) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations



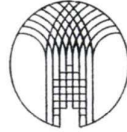
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and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary, Mrs. Elizabeth Lavanya Thomas (DIN: 09503741), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from January 08, 2025 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

NOTES:

1. The Explanatory Statements setting out the material facts pursuant to Sections 102 and 110 of the Act and the other applicable provisions of the Act for the proposed Resolutions are annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. Pursuant to General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) permitted the holding of the EGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Extra-Ordinary General Meeting of the Company (“EGM”) is being held through VC/ OAVM Mode.
3. Since the EGM being held through VC/ OAVM, the route map, attendance slip and proxy form are not attached to this Notice.



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4. The Members can join the EGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members to exercise vote remotely in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by MUFG Intime India Private Limited through their INSTAVOTE platform.
7. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated 8th April, 2020, Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, the Notice calling the EGM has been uploaded on the website of the Company at www.surajestate.com. The Notice can also be accessed from the 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 the EGM Notice is also available on the website of MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
8. EGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023.

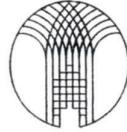
SURAJ ESTATE DEVELOPERS LIMITED

Aman Chambers, 3rd Floor, Century Bazaar, Prabhadevi, Mumbai, Maharashtra 400025

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9. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
10. The Company has designated an exclusive email address - suraj@surajestate.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said email address for its quick redressed.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
12. In all correspondence with the Company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
13. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
14. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
15. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to the Company's Registrar and Share Transfer Agent for their doing needful.
16. The Board of Directors vide resolution passed on March 05, 2025, have appointed M/s Rathi and Associates, Practicing Company Secretaries to act as Scrutinizer for submission of Report on voting pattern on the votes cast by Shareholders through remote e-voting prior to and e-voting during EGM. The results of the remote e-voting prior to and e-voting during EGM will be announced by the Chairman/ Company Secretary on or before April 02, 2025.
17. The Scrutinizer shall after the conclusion of e-voting during EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the

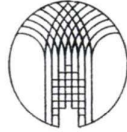
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presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

18. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.surajestate.com and on the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.
19. The voting rights of Members shall be in proportion to their respective shareholding in the Paid-up Equity Share Capital of the Company as on cut of date i.e. Tuesday, March 25, 2025.
20. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, March 25, 2025, may obtain the login ID and password by sending a request to Issuer/ RTA. The cut-off date for the purpose of attending the EGM and for exercising e-voting at the EGM and remote e-voting would be Tuesday, March 25, 2025.
21. 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. Tuesday, March 25, 2025, only shall be entitled to attend and vote at the EGM.
22. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to e-vote again during the EOGM.
23. Registration of email ID / Bank Account details /Certificates:
In case the shareholder's email ID is already registered with the Company/ its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.
24. In case, the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of future dividend, if any, the following instructions to be followed:

Kindly log in to the website of our RTA, MUFG Intime India Private Ltd. (formerly Link Intime India Pvt. Ltd.), www.Linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.

OR

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25. In the case of Shares held in Demat mode:

Alternatively, the shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the Demat Account as per the process followed and advised by the DP.

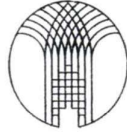
26. In compliance with the MCA Circulars, this notice is being sent by e-mail to all the Members, whose names appear on the Register of Members/list of beneficial owners as received from National Securities Depository Ltd (“NSDL”) and Central Depository Services (India) Ltd (“CDSL”) as on February 28, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.) (“RTA”).

27. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members holding shares in demat mode may update their e-mails addresses with their Depository Participants. Members holding physical shares may get their email addresses registered with RTA, MUFG Intime India Pvt. Ltd. (formerly known Link Intime India Pvt. Ltd.), by clicking the link: https://linkintime.co.in/emailreg/email_register.html or their website www.Linkintime.co.in at the Investor Services tab by choosing the e-mail/ bank registration heading and follow the registration process as guided therein.

28. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the EGM notice who was not a Member of the Company as on the Cut-Off Date should treat this notice for information purpose only.

29. The notice is placed on the website of the Company at www.surajestate.com on the website of the RTA at <https://linkintime.co.in> and shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively.

30. A copy of the draft letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.surajestate.com/investorcorner.com.



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31. All document(s) referred to in the Notice and Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of Extra Ordinary General Meeting i.e. April 01, 2025. Members seeking to inspect such documents may send a request to investorservices@gmmpfaudler.com mentioning their name, Folio No./ Client ID, DP ID and the documents they wish to inspect.
32. Since the EGM being held through VC/ OAVM, the route map, attendance slip and proxy form are not attached to this Notice.
33. The Members are requested to read the instructions carefully and complete the remote e-voting. The voting through electronic means will commence on March 29, 2025 at 9:00 a.m. (IST) and will conclude on March 31, 2025 at 5:00 p.m. (IST). A Member cannot exercise his/her vote through proxy.
34. In case of any query/grievance in connection with the e-voting, Members may contact the RTA by e-mail at enotices@in.mpms.mufg.com or call on 022-49186175.

Instructions for Shareholders/ Members to attend the Extra-Ordinary General Meeting through InstaMeet (VC/ OAVM) are as under:

- (i) Shareholders/Members are entitled to attend the Extra-Ordinary General Meeting through VC/ OAVM provided by MUFG Intime by following the below mentioned process. Facility for joining the Extra-Ordinary General Meeting through VC/ OAVM shall open 15 minutes prior to the time scheduled of commencement of the Extra-Ordinary General Meeting and will be available to the Members on first come first serve basis.
- (ii) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed 15 (fifteen) minutes after the conclusion of the Extra-Ordinary General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- (iii) Shareholders/ Members will be provided with Insta Meet facility wherein Shareholders/ Member shall register their details and attend the Extra-Ordinary General Meeting as under:

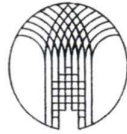
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Open the internet browser and launch the URL for Insta Meet << <https://instameet.in.mpms.mufg.com/>>> and register with your following details:

Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in CDSL Demat Account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL Demat Account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting”

- (iv) 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.
- (v) 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. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (vi) Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account number/ folio number, email id, mobile number at

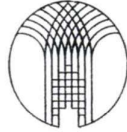
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Company ID at suraj@surajestate.com until Tuesday, March 25, 2025. Shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions pertaining to the business matter as per the Notice of EGM the Meeting. Similarly, Shareholders/ Members, who would like to ask questions pertaining to the Business matter as per the Notice of the EGM, may send their questions in advance mentioning their name Demat Account number/ folio number, email id, mobile number at suraj@surajestate.com. The same will be replied by the company suitably.

- (vii) The Company reserves the right to restrict the number of speakers depending on the availability of time for the Extra ordinary General Meeting. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No.' once they mark attendance for the Meeting.
- (viii) Please reach out to Mr. Rajiv Ranjan at instameet@in.mpms.mufg.com should you have any queries on video conferencing.
- (ix) The members are requested to contact on – Instameet Support Desk of MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) at instameet@in.mpms.mufg.com or at the helpline number i.e. + 91 22 49186175 who need assistance for using the technology before or during the meeting.
- (x) Information and other instructions relating to voting by electronic means:
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed in this notice by electronic means i.e. through Remote E-voting and E-voting during the EGM. The said facility of casting the votes by the members using an electronic voting system will be provided by MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.).
 - ii. However, pursuant to the SEBI Circular- SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by listed companies", e-Voting process has been enabled to all the individual Demat Account holders, by way of single log-in credential, through their Demat Accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. The voting rights of members shall be in

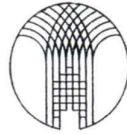
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proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, March 25, 2025.

- iii. Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting services provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. The members who have cast their vote by remote e-voting may attend the meeting held through VC/OAVM mode but shall not be entitled to cast their vote again. Shareholders are advised to update their mobile number and email Id in their Demat Accounts to access e-Voting facility.
- iv. The remote e-voting period commences on Saturday, March 29, 2025 at 9:00 AM (IST) and ends on Monday, March 31, 2025 at 5:00 PM (IST). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Tuesday, March 25, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting post change in log in mechanism as per SEBI Circular dated December 09, 2020 are as under:
 - A. Login method for Individual shareholders holding securities in Demat mode/ physical mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

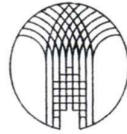
METHOD 1 - If registered with NSDL IDeAS facility Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) 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.

OR

User not registered for IDeAS facility:

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- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) 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 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) 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.
- b) 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 CDSL:

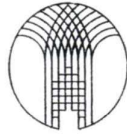
METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ 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.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.



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- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime/ 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 2 – By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

After successful authentication, click on “Link InTime/ 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:

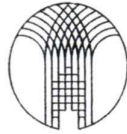
Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- 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) After successful authentication, click on “Link InTime/ 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 Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -



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- A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- B. 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.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above *Shareholders holding shares in NSDL form, shall provide 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Enter Image Verification (CAPTCHA) Code

Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on 'Login' under 'SHARE HOLDER' tab.
Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. Cast your vote electronically:
 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 2. E-voting page will appear.
 3. 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).
 4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.

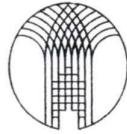
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Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization 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) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

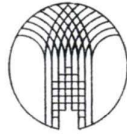
STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

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- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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

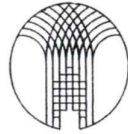
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Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

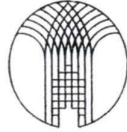
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o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ⊙ 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".



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THE NOTICE

Item No. 1 & 2:

Appointment of Mr. Jitendra Shantilal Mehta (DIN: 00359501) and Mr. Vinod Prabhudas Chithore (DIN: 10829556) as Independent Directors of the Company:

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 08, 2025, approved appointment of Mr. Jitendra Shantilal Mehta (DIN: 00359501) and Mr. Vinod Prabhudas Chithore (DIN: 10829556) as Independent Directors with effect from January 08, 2025 for a term of 5 years till January 07, 2030, subject to approval of the shareholders.

The Board of Directors recommends the resolutions set out in Item No. 1 and 2 for your approval. The Board of Directors of the Company have received requisite declarations from Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore confirming that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore fulfil the conditions specified in the Act, its rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and he is independent of the management.

The required details including a brief profile of Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

The Company has also received written consent from Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore for their appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. Furthermore, Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore have confirmed that they are not disqualified from holding the office of Director by any SEBI order or other regulatory authority.



In compliance with the Companies Act, 2013, the Company also received notices from a shareholder, pursuant to Section 160, proposing the candidature of Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore as Non-Executive, Independent Directors.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per the provisions of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of shareholders by way of a special resolution. Accordingly, approval of the shareholders by way of a special resolution is necessary for appointment of Mr. Jitendra Shantilal Mehta and Mr. Vinod Prabhudas Chithore as Independent Directors of the Company.

Except, Mr. Jitendra Shantilal Mehta, and Mr. Vinod Prabhudas Chithore in their respective resolutions, none of the Directors or any of the Key Managerial Personnel of the Company and their relatives are directly or indirectly, concerned or interested in the resolution set out at Item No. 1 and 2 respectively.

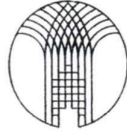
The Board recommends the resolution as set out in Item No. 1 and 2 for the approval of the Members as Special Resolution.

Item No. 3:

Appointment of Mrs. Elizabeth Lavanya Thomas (DIN: 09503741) as a Non-Executive, Non-Independent Director of the Company:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mrs. Elizabeth Lavanya Thomas (DIN: 09503741) as an Additional Director in the category of Non-Executive, Non-Independent Director, effective from January 08, 2025, subject to the approval of the shareholders.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, listed entity shall ensure that the approval of the Members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



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During the process of evaluation of appointments on the Board, the NRC follows the Nomination, Remuneration & Evaluation Policy and carefully considers a range of factors including candidate's experience and expertise across various industries, leadership qualities, diversity, and the skill matrix, while ensuring compliance with statutory requirements.

While evaluating Ms. Elizabeth Lavanya Thomas's appointment, the NRC and the Board have considered, among other factors, her expertise in 15+ years' Experience in Agricultural Technology Deployment and Consulting, Digital Transformation, Data Analysis & Financial Modelling, Strategic Thinking, Consulting which will enable him to offer valuable insights.

The Company has also received written consent from Mrs. Elizabeth Lavanya Thomas for her appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. Furthermore, Mrs. Elizabeth Lavanya Thomas has confirmed that she is not disqualified from holding the office of Director by any SEBI order or other regulatory authority.

In compliance with the Companies Act, 2013, the Company also received a notice from a shareholder, pursuant to Section 160, proposing Mrs. Elizabeth Lavanya Thomas's candidature as a Non-Executive, Non-Independent Director, liable to retire by rotation.

Keeping in view the above, consent of the Members for the appointment of Mrs. Elizabeth Lavanya Thomas as a Non-Executive, Non-Independent Director, liable to retire by rotation, is sought by way of Ordinary Resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

The required details including a brief profile of Mrs. Elizabeth Lavanya Thomas, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.



Except Mrs. Elizabeth Lavanya Thomas, Mr. Rajan Thomas, Mr. Rahul Thomas and Mrs. Sujatha R. Thomas, Directors, her relatives to the extent of their shareholding interest, if any in the Company, none of the other Director(s) and Key Managerial Personnel(s) and Promoter(s) or their relatives, directly or indirectly, concerned or interested in the said resolution.

**By order of the Board of Directors
of Suraj Estate Developers Limited**

**Sd/-
Rajan Meenathakonil Thomas
Chairman & Managing Director
DIN: 00634576**

**Place: Mumbai
Date: March 05, 2025**

Registered Office:
301, 3rd Floor, Aman Chambers, Veer Savarkar Marg,
Opp. Bengal Chemicals, Prabhadevi, Mumbai – 400025
CIN: U99999MH1986PLC040873
Tel: +91 22 4015 4746, +91 22 401544764
Website: www.surajestate.com
E-mail: suraj@surajestate.com



Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India

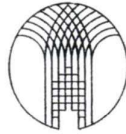
Name of Director	Mr. Jitendra Shantilal Mehta	Mr. Vinod Prabhudas Chithore
DIN	00359501	10829556
Date of Birth	11/06/1959	19/05/1965
Age	65 years	59 years
Qualifications	Chartered Accountant, Cost Accountant, Company Secretary, Bachelor of Laws	Bachelor of Civil Engineering
Professional experience	30+ Years' experience in consulting related to finance and legal	15+ years' Experience in engineering and Constuction
Expertise in specific functional area	Finance, Legal	Engineer, Finance, Legal
Experience	30 Years	20 years
Date of first appointment on the Board	January 08, 2025	January 08, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil	Nil
Terms and conditions of appointment / continuation of Directorship	For a continuous term of five years and not liable to retire by rotation	For a continuous term of five years and not liable to retire by rotation
Details of last remuneration drawn in INR (FY 2023-24)	Nil	Nil
Details of proposed remuneration	Sitting fees as approved by the Board, in accordance with the applicable provisions of law	Sitting fees as approved by the Board, in accordance with the applicable provisions of law
Inter-se Relationship between	Not Applicable	Not Applicable



<ul style="list-style-type: none"> • Directors • Key Managerial Personnel 		
Number of Meetings of the Board attended during the financial year 2024-25	01	01
Chairmanship / Membership of the Statutory Committee(s) of Board of Directors of the Company	Nil	Nil
Other Companies in which she/he is a Director excluding Directorship in Private and Section 8 Companies	Nil	Dimple Luxury Home Private Limited
Chairmanship / Membership of the Statutory Committee(s) of Board of Directors of other Public Ltd Companies in which he is a Director*	Nil	Nil
Listed entity from which the Director has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Financial, legal knowledge, Strong Communication, ability to critically evaluate information	Financial, legal knowledge, Strong Communication, ability to critically evaluate information

*Note(s): *Committee positions of Audit and Stakeholders Relationship Committee held in Public Ltd companies are considered.*

Name of Director	Mrs. Elizabeth Lavanya Thomas
DIN	DIN: 09503741
Date of Birth	10/04/1983
Age	41
Qualifications	Masters of Liberal Arts in Management from Harvard University, MBA from Cardiff Business School, Bachelor's in Management from Mumbai University



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Professional experience	Co- Founder & COO at ALL IN TECH LTD
Expertise in specific functional area	Digital Transformation, Data Analysis & Financial Modelling, Strategic Thinking, Consulting.
Experience	15+ years in Agricultural Technology Deployment and Consulting
Date of first appointment on the Board	January 08, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	0.16%
Terms and conditions of appointment / continuation of Directorship	For a continuous term of five years and liable to retire by rotation
Details of last remuneration drawn in INR (FY 2023-24)	Nil
Details of proposed remuneration	Sitting fees as approved by the Board, in accordance with the applicable provisions of law
Inter-se Relationship between <ul style="list-style-type: none">• Directors• Key Managerial Personnel	Daughter
Number of Meetings of the Board attended during the financial year 2024-25	01
Chairmanship / Membership of the Statutory Committee(s) of Board of Directors of the Company	Nil
Other Companies in which she/he is a Director excluding Directorship in Private and Section 8 Companies	Nil
Chairmanship / Membership of the Statutory Committee(s) of Board of Directors of other Public Ltd Companies in which he is a Director*	Nil
Listed entity from which the Director has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Digital Transformation, Data Analysis & Financial Modelling, Strategic Thinking, Consulting.

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