

NOTICE OF 14th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SURATWWALA BUSINESS GROUP LIMITED (FORMERLY KNOWN AS SURATWWALA BUSINESS GROUP PRIVATE LIMITED AND SURATWWALA HOUSING PRIVATE LIMITED) WILL BE HELD ON WEDNESDAY, 29TH DAY OF SEPTEMBER 2021 AT 3:30 P.M. INDIAN STANDARD TIME ('IST') THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2021 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement together with the Report of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2021.
3. To appoint Mrs. Hemaben Pankajkumar Sukhadia, Whole-Time Director (DIN: 01980774), who retire by rotation and being eligible, offer herself for re-appointment as Director.

SPECIAL BUSINESS:

4. Approval for entering into a Development Agreement with the Related Parties of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and the Company's policy on Related Party transaction(s), the consent of the Shareholders of the Company be and is hereby accorded to be enter into Development Agreement with Mr. Jatin Suratwala and Mr. Manoj Suratwala, related parties within the meaning of Section 2(76) of the Act for the development of land situated at Village Vede of Taluka Mulshi, District Pune on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 3,50,00,000/- (Three Crore Fifty Lakhs Only) from the financial year 2021-22 and onward provided that the said agreement(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT following persons, be and are hereby severally authorized to sign and execute on behalf of the Company, the said Development Agreement with Mr. Jatin Suratwala and Mr. Manoj Suratwala and to register the said Development Agreement with appropriate office of sub-registrar and to do all other acts, deeds, matters and things, necessary and expedient, from time to time, to give effect to the above resolution, including but not limited to sign and submit all necessary applications, forms, letters, undertakings, documents or writings as may be required by the office of sub-registrar or any other authority:

SURATWWALA BUSINESS GROUP LIMITED

Regd. Office: S. No. 4/38, Sumangal, First Floor, Sahakar Colony Behind SBI, Off Karve Road, Erandwane Pune 411004
CIN: L45200PN2008PLC131361
Email ID: suratwwala@suratwwala.co.in Website: www.suratwwala.co.in

NAME OF THE AUTHORISED PERSON	DESIGNATION
MRS. HEMABEN PANKAJKUMAR SUKHADIA	Whole-Time Director

RESOLVED FURTHER THAT a copy of the above resolution duly certified by any Director of the Company or Company Secretary of the Company be provided to the concerned authorities and they be requested to act thereupon.”

5. Approval for entering into a Supplemental Contract Agreement with the Related Party of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the supplemental contract with ‘Suratwala Properties LLP’, a related party within the meaning of Section 2(76) of the Act the period commencing from 2021 and onward provided, provided that the said supplemental contract so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT following persons, be and are hereby severally authorized to sign and execute on behalf of the Company, the said Supplemental Contract Agreement with with Suratwala Properties LLP and to do all other acts, deeds, matters and things, necessary and expedient, from time to time, to give effect to the above resolution, including but not limited to sign and submit all necessary applications, forms, letters, undertakings, documents or writings as may be required by the office of sub-registrar or any other authority:

NAME OF THE AUTHORISED PERSON	DESIGNATION
MR. JATIN DHANSUKHLAL SURATWALA	Managing Director

RESOLVED FURTHER THAT a copy of the above resolution duly certified by any Director of the Company or Company Secretary of the Company be provided to the concerned authorities and they be requested to act thereupon.”

**BY THE ORDER OF BOARD OF DIRECTORS
SURATWWALA BUSINESS GROUP LIMITED**

(Formerly known as ‘Suratwala Business Group Private Limited’ and ‘Suratwala Housing Private Limited’)

**PRATHAMA GANDHI
COMPANY SECRETARY
MEMBERSHIP NO. A46385**

DATE: 31.08.2021

PLACE: PUNE

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals/ NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to cs@suratwwala.co.in
4. 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.
5. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.suratwwala.co.in
6. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.suratwwala.co.in
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at cs@suratwwala.co.in
10. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (‘the Act’), setting out material facts in respect of the item nos. 4 and 5 is annexed hereto.
11. In terms of Section 152 of the Act, Mrs. Hemaben Pankajkumar Sukhadia, Whole-Time Director (DIN: [01980774](#)), shall retire by rotation at the ensuing AGM. Mrs. Hemaben Pankajkumar Sukhadia, being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mrs. Hemaben Pankajkumar Sukhadia.
12. Details of Mrs. Hemaben Pankajkumar Sukhadia, Whole-Time Director (DIN: [01980774](#)), proposed to be appointed/re-appointed at the ensuing AGM, as required by Regulation 26 and 36(3) of Listing Regulations and Secretarial Standards on General Meetings (SS - 2) are forming part of this Notice.
13. Members may note that the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with Vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were re-appointed for further term of 3 years at the 13th Annual General Meeting, held on July 13, 2020 and are eligible to hold their office until conclusion of 16th Annual General Meeting.
14. 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 the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to cs@suratwwala.co.in

15. The Company has fixed 22nd September, 2021 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2021, if approved at the AGM.
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
17. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.
18. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. September 22, 2021), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. The Board of Directors has appointed Mr. Dinesh Joshi (Membership No. 3752 and CP No. 2246) of M/s KANJ & Co. LLP, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
21. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar of the Company (Link Intime).
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.
23. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
24. 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 as per MCA Circulars, the Company is offering "remote e-voting facility" 3 days prior to the date of AGM and "e- voting facility" during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
26. Procedure and instructions relating to e-Voting:
The voting period begins on Sunday, September 26, 2021 at 09:00 A.M. (IST) and ends on Tuesday, September 28, 2021 at 5:00 P.M. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. or voting there after.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 09, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. 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. <ul style="list-style-type: none"> · Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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). Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

INSTITUTIONAL SHAREHOLDERS

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

Click on 'Login' under '**SHARE HOLDER**' tab and further Click 'forgot password?'

Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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 minimum 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 have forgotten the password:

• Shareholders/ members 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".

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’) and InstaVote** e-Voting manual available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the annual general meeting through INSTAMEET

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ 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” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Communication in respect of deduction of tax at source on Dividend Payout

Members may note that the Income Tax Act, 1961 as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall, therefore be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a. For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10%) on the amount of Dividend declared and paid by the Company during Financial Year 2021-22, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.
- b. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2021-22 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2021-22.
- c. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.
- d. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
- e. The forms for tax exemption can be downloaded from M/s. Link Intime's website. The URPL for the same is as under:

<https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below:

The scanned copies of the aforementioned documents alongwith self-attested copies of their PAN Card (duly completed and signed) are required to be emailed at cs@suratwwala.co.in

Please note that the scanned copies should be emailed on or before September 22, 2021 (record date for the dividend) in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after September 22, 2021 (record date for the dividend), 6:00 PM.

Shareholders may note that in case the tax on said interim/final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to shareholder to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications/ queries in this respect should be addressed to cs@suratwwala.co.in

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id cs@suratwala.co.in created for the general meeting.

Speaker Registration Form *

Name of Shareholder (including joint holder)	
DPID-CLID /Folio Number	
Permanent Account Number (PAN)	
E-mail ID	
Mobile Number	
Query in brief	

* All fields are mandatory

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
5. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device

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

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. 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 and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. 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.
6. 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 Annual 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. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

ANNEXURE

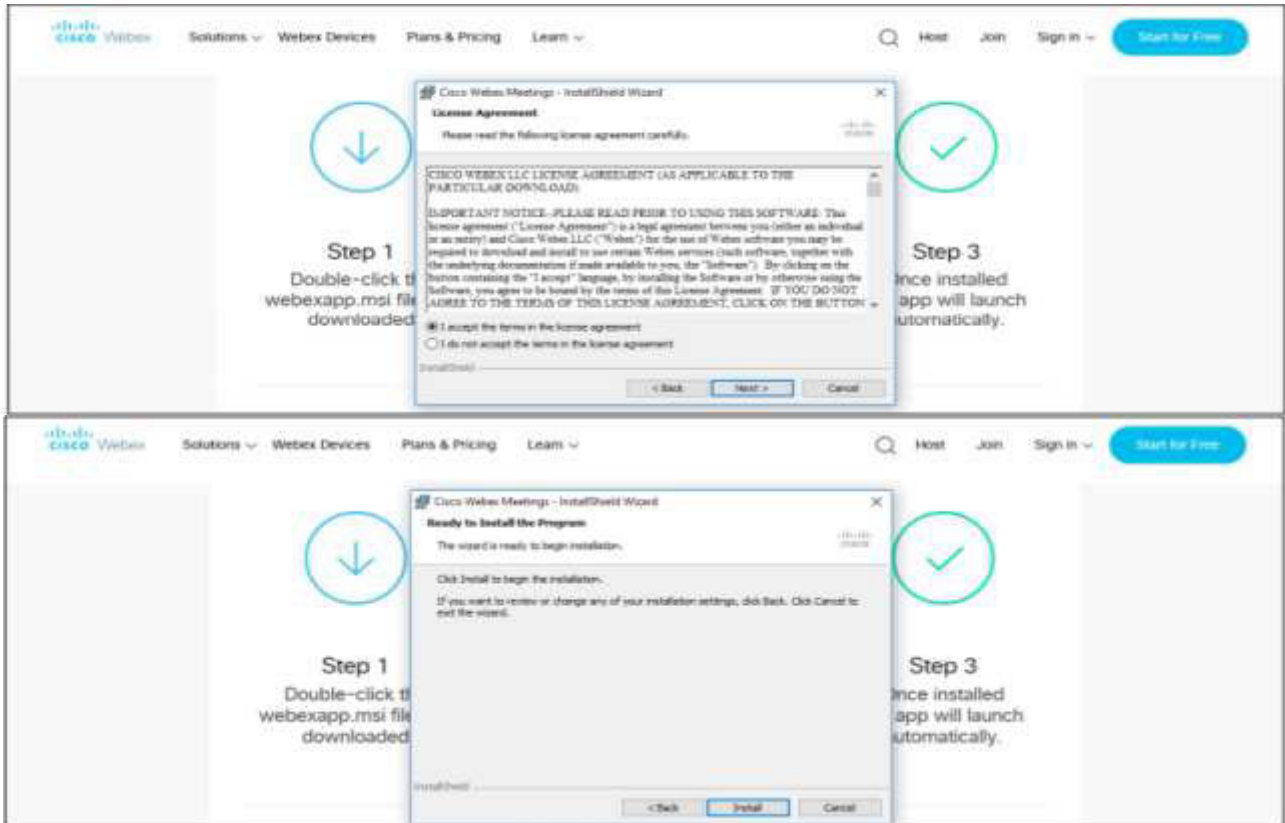
Guidelines to attend the AGM proceedings through Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings through Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The image consists of three vertically stacked screenshots from a web browser, illustrating the process of downloading and installing the Webex application.

- Top Screenshot:** Shows the Webex website homepage. The 'Webex Meetings' section is highlighted with a black arrow pointing to the 'Download for Windows' button. The 'Webex Teams' section is also visible.
- Middle Screenshot:** Shows a three-step installation guide:
 - Step 1:** Double-click the webexapp.msi file you downloaded.
 - Step 2:** The Webex Meetings setup wizard will launch. Follow the instructions to set up.
 - Step 3:** Once installed the app will launch automatically.
 Below the steps, it says 'To open the app double-click the Webex Meetings icon on your desktop.' A black arrow points to a 'Run' button in a Windows file explorer window showing the file 'webexapp.msi (88.1 MB)'.
- Bottom Screenshot:** Shows the same three-step guide, but with a 'Cisco Webex Meetings - InstallShield Wizard' window overlaid. The wizard window displays a 'Welcome to the InstallShield Wizard for Cisco Webex Meetings' message and a 'Next >' button. A black arrow points to the 'Next >' button in the wizard.



Or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

STEP 1	ENTER YOUR FIRST NAME, LAST NAME AND EMAIL ID AND CLICK ON JOIN NOW.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Information Pursuant to the Listing Regulations and Secretarial Standards in Respect of Directors Retiring by Rotation

Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) Of SEBI (LODR), Regulations, 2015)

1	Name of Directors	HEMABEN PANKAJKUMAR SUKHADIA
2	Age	52 Years
3	Qualification	HSC from Maharashtra State Board
4	Date of first Appointment on the Board	January 31, 2008
5	Experience/Brief Resume	Ms. Hema Sukhadia, is Whole-Time Director of the Company. She started her career with the Company in 2008. Her role and responsibilities include handling of all Human Resource & Administrative activities of the Company. She has a total experience of more than 10 years.
6	List of Companies in which holds Directorship as on 31.3.2021	Nil
7	Chairman/member of the Committee as on 31.03.2021	N.A.
8	Inter-se Relationship with other Directors	Mr. Jatin Suratwala (DIN: 01980329), Managing Director and Mr. Manoj Suratwala (DIN: 01980434), Whole-Time Directors of the Company are the brothers of Mr. Hemaben Pankajkumar Sukhadia. Mr. Pankajkumar Rameshchandra Sukhadia (DIN: 08634710), Non-Executive Director of the Company is the Husband of Mr. Hemaben Pankajkumar Sukhadia.
9	Shareholding in Company	7,80,302 Equity Shares
10	Terms and conditions of reappointment & Remuneration sought for	Whole-time Director, remuneration applicable a per Section 197 of companies Act 2013

Note: Except Mrs. Hemaben Pankajkumar Sukhadia, Whole-Time Director herself, Mr. Jatin Suratwala (DIN: 01980329), Managing Director, Mr. Manoj Suratwala (DIN: 01980434), Whole-Time Directors and Mr. Pankajkumar Rameshchandra Sukhadia (DIN: 08634710), Non-Executive Director of the Company with his relatives, no other Director or Key Managerial Personnel of the Company are concerned or interested in her appointment as a Director of the Company

BY ORDER OF THE BOARD OF DIRECTOR

SD/-

PRATHAMA GANDHI
COMPANY SECRETARY
MEMBERSHIP NO. A46385

Registered office address:

S. NO. 4/38, SUMANGAL, FIRST FLOOR, SAHAKAR COLONY
BEHIND SBI, OFF KARVE ROAD, ERANDWANE PUNE 411004
CIN: L45200PN2008PLC131361
Website: www.suratwala.co.in

Place: Pune

Date: August 31, 2021

**Annexure to Notice
Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

Item No. 3

The Company in its ordinary course of Business develops land of various land owners by constructing the buildings, resorts and villas on such lands. The Company was interested in developing the Land surrounded by Mulshi Area of Pune and was eagerly looking for such proposal. Given that Mr. Jatin Suratwala and Mr. Manoj Suratwala, is having a land situated at Village Vede of Taluka, Mulshi, District, Pune 412115, the Management of the Company proposed to develop the same by entering into Development Agreement.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Mr. Jatin Suratwala and Mr. Manoj Suratwala are Promoters, Directors and Shareholders of the Company. Accordingly, transaction(s) entered into with Mr. Jatin Suratwala and Mr. Manoj Suratwala comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Mr. Jatin Suratwala and Mr. Manoj Suratwala in the financial year 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Mr. Jatin Suratwala and Mr. Manoj Suratwala are as follows:

Sl.	PARTICULARS	REMARKS
1	Name of the Related Party	Mr. Jatin Suratwala and Mr. Manoj Suratwala
2	Name of the Director or KMP who is related	Mr. Jatin Suratwala, Mr. Manoj Suratwala, Mrs. Hemaben Sukhadia and Mr. Pankajkumar Sukhadia
3	Nature of Relationship	Promoters, Directors and Shareholders of the Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	DAPA Agreement for the Development of Land of Mr. Jatin Suratwala and Mr. Manoj Suratwala situated at Village Vede of Taluka, Mulshi, District, Pune 412115. Monetary value of proposed aggregate transaction(s) during financial year 2021-22 and onwards is expected to be Rs 3.5 Crore.
3	Any other information relevant or important for the members to take a decision on the proposed resolution	Land Bank available with related party in-house and at desired strategic location of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution

Item No. 4

The Company in its ordinary course of Business and on Arm's Length Basis gives contract for the construction of various buildings, resorts and villas. Whereas the Company has entered into the Contract Agreement with 'Suratwala Properties LLP' for the Turnkey Project of Building 'Suratwala Mark Plazzo, Hinjewadi, Pune' and O2 Oxygen Spring, Mulshi, Pune' on 26th April, 2018 for the amount of Rs. 20,00,00,000/-. Considering the future development of the Buildings, the Company is increasing the limit of existing contract amount and scope of the existing Contract Agreement by entering into the Supplemental Agreement.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Mr. Jatin Suratwala, Mr. Manoj Suratwala and Mrs. Hemaben Sukhadia are Designated Partners of Suratwala Properties LLP and Promoters, Directors and Shareholders of the Company. Accordingly, transaction(s) entered into with 'Suratwala Properties LLP' comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Suratwala Properties LLP in the financial year 2021-22 and onwards.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Suratwala Properties LLP are as follows:

Sl.	PARTICULARS	REMARKS
1	Name of the Related Party	Suratwala Properties LLP
2	Name of the Director or KMP who is related	Mr. Jatin Suratwala, Mr. Manoj Suratwala, Mrs. Hemaben Sukhadia and Mr. Pankajkumar Sukhadia
3	Nature of Relationship	Mr. Jatin Suratwala, Mr. Manoj Suratwala and Mrs. Hemaben Sukhadia, Directors of the Company are Designated Partners in 'Suratwala Properties LLP'
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Supplemental Contract Agreement for the Turnkey Project of Building, 'Suratwala Mark Plazzo, Hinjewadi, Pune' and O2 Oxygen Spring, Mulshi. Monetary value of proposed aggregate transaction(s) during financial year 2021-22 and onward is expected to be Rs 100.00 Crores'.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Continuation of existing contract for the Turnkey Project with related party in-house and of desired quality at market price.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution