

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 and 20 of Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of **SURATWWALA BUSINESS GROUP LIMITED** (Formerly known as 'Suratwwala Business Group Private Limited' and 'Suratwala Housing Private Limited') ("the Company") pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and General Circular No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard - 2 ('SS-2') issued by the Institute of Company Secretaries of India, Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India ("SEBI Circulars") and other applicable laws and regulations, if any for seeking the approval of the Members of the Company by way of Special Resolution for the businesses set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting").

Accordingly, draft of the proposed resolution along with Explanatory Statement, pursuant to sections 102 and 110 of the Act, pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed herewith for your consideration.

The Board of Directors of the Company has appointed:-

1. Mr. Dinesh Joshi (Membership No. 3752 and CP No. 2246) of M/s. KANJ & Co. LLP, Practicing Company Secretary having office at Pune as the Scrutinizer, for conducting the postal ballot process through e-voting process in a fair and transparent manner and
2. Link Intime India Pvt. Ltd to provide e-voting facility for the postal ballot.

Members should note that in terms of the abovementioned General Circulars, no physical postal ballot form along with pre-paid envelope is being sent by the Company and the Members can cast their vote using remote e-voting facility only.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice.

Reference to postal ballot(s) in this notice means voting through electronic means.

Remote e-voting period shall commence on Sunday, 4th September, 2022 (9:00 A.M. IST) and end on Monday, 3rd October, 2022 (5:00 P.M. IST) (both days inclusive), voting through electronic means beyond Monday, 3rd October, 2022 (5:00 P.M. IST) is not allowed and even if any member votes beyond such vote, it shall be treated as if no reply from the member is received.

The Scrutinizer will submit his Report to the Chairman of the Company or person authorized by the Chairman, in writing, after completion of period for E-Voting for postal ballot process, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot process by means of E-Voting shall be announced on or before Wednesday, 5th October, 2022.

Suratwwala Business Group Limited

(Formerly known as Suratwwala Business Group Pvt. Ltd. & Suratwala Housing Pvt. Ltd.)

Address: 4/38, Sumangal, Sahakar Colony, Behind SBI, Karve Road, Erandawane. Pune- 411004

☎ 020-25434392 📧 suratwwala@suratwwala.co.in 🌐 WWW.SURATWWALA.CO.IN

CIN : L45200PN2008PLC131361



The result along with the scrutinizer's report will be displayed on the Company's website viz. www.suratwwala.co.in under Investor Section as well as on the website of Registrar & Transfer Agent of the Company viz. www.linkintime.co.in and will be submitted to stock exchange, BSE Limited (BSE) where Equity Shares of the Company are listed.

The Company seeks approval of the Members for following item of business:

SPECIAL BUSINESS:

ITEM NO. 01

MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE LIMITED SME PLATFORM TO MAIN BOARD OF BSE LIMITED (BSE) & NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE).

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

"**RESOLVED THAT** pursuant to provisions laid down in Chapter IX and Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI Regulations"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, of the Companies Act 2013 ('the Act') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof and subject to the applicable Laws and by-laws and rules and regulations of Bombay Stock Exchange Limited (BSE), the National Stock Exchange of India Limited (NSE), and subject to the approval of any statutory authorities, if any, the consent of the Members of the Company be and is hereby accorded for Migration of 17341644 number of Equity Shares of the Company having a face value of Rs.10/- per Equity Share (which are currently listed on SME platform of BSE Limited) to the main Board of BSE Limited and also for the migration from SME Platform of Other Stock Exchange i.e. BSE SME to Capital Market Segment (Main Board) of National Stock Exchange of India Limited (NSE) and upon Migration, the said Equity Shares be get listed and traded on the capital segment (main Board) of BSE & NSE, from the date of approval of Migration/ getting listed and admitted to be dealt on BSE main Board & as well as on NSE.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE Limited, NSE, Securities and Exchange Board of India, Registrar of Companies to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE and NSE.

RESOLVED FURTHER THAT the Board of Directors and/or KMPs of the Company be and are hereby singly & severally authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection with and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ KMP/officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

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

(Formerly known as '*Suratwwala Business Group Private Limited*' and '*Suratwala Housing Private Limited*')

Sd/-

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

Date: 29th August, 2022

Place: Pune

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, setting out material facts is annexed herewith.
2. The Notice of the Postal Ballot shall also be available on the website of the Company at www.suratwwala.co.in under Investor Section.
3. In conformity with regulatory requirement, the Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members or Register of Beneficial Owners as maintained by Depositories, viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, August 26, 2022 (cut-off date). In compliance with MCA circulars the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
4. Members who have not registered their email addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.
5. In conformity with regulatory requirements, physical copy of this Notice along with postal ballot forms and prepaid business envelop will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting system only.
6. Members whose names appear on the Register of Members or Register of Beneficial Owners maintained as on Friday, August 26, 2022 (cut-off date) will be considered for the purpose of voting in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should treat the Notice for information purpose only.
7. Resolution passed by the Members through Postal Ballot though remote e-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of remote e-voting i.e., Monday, 3rd October, 2022.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, August 26, 2022. The postal ballot period commences from Sunday, September 4, 2022 (9:00 A.M) and ends on Monday, October 3, 2022 (5:00 P.M).
9. The Board has appointed Mr. Dinesh Joshi (Membership No. 3752 and CP No. 2246) of M/s. KANJ & Co. LLP, Practicing Company Secretary having office at Pune as the Scrutinizer, for conducting the postal ballot through e-voting process in a fair and transparent manner.
10. Results of Postal Ballot will be announced on or before Wednesday, 5th October, 2022 at the Registered Office of the Company, the same shall be communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the Result also be uploaded on the Company's website at www.suratwwala.co.in and on website of Registrar and Share Transfer Agent i.e., Link Intime India Private Limited at www.linkintime.co.in
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by 'Link Intime India Private Limited'. The instructions for electronic voting are annexed to this Notice.
12. Resolution passed by the members through postal ballot are deemed to have been passed if it has been passed at a general meeting by the Members.
13. Physical copies of this Postal Ballot Notice along with explanatory statement for inspection is available at the corporate office of the Company.
14. Members are requested to carefully read the instructions for e-voting contained in this Notice.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108, 110 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by the Link Intime India Private Limited on the resolution set forth in this Notice of Postal Ballot, through remote e-voting.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The voting period begins on Sunday, September 4, 2022 (9:00 A.M) and ends on Monday, October 3, 2022 (5:00 P.M). During this period shareholders of the Company as on the cut-off date of Friday, 26th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited thereafter.

The details of the process and manner for remote e-voting are explained herein below:

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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.

<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.
<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) 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 <p>▶ 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).</p> <p>▶ Click “confirm” (Your password is now generated).</p>

	<ol style="list-style-type: none"> 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.
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Institutional Shareholders :

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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 & e-voting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is 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.

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

(Formerly known as 'Suratwwala Business Group Private Limited' and 'Suratwala Housing Private Limited')

Sd/-

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

Date: 29th August, 2022

Place: Pune

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 01

Equity Shares of the Company have been listed and traded on the SME Platform of Bombay Stock Exchange Limited for more than Two years. As per the provisions of Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other procedural requirement so laid down, a Company whose Equity Shares are listed on SME Exchange and whose post-issue face value capital is more than ten crore rupees and upto twenty-five crore rupees and whose Equity Shares are listed for a period of not less than two years is eligible to migrate to the Main Board.

Listing of Equity Shares of the Company on the Main Board of the Stock Exchange will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

The Company intend to migrate from SME Platform to Main Board of Bombay Stock Exchange Limited (BSE) as well as of Other Stock Exchange i.e., BSE SME to Capital Market Segment (Main Board) of National Stock Exchange of India Limited (NSE).

Now, as per the provisions of Regulation 277 of SEBI (Issue and Capital Disclosure Requirements) Regulations, 2018, for migration of Equity Shares of the Company from SME Exchange to the main board of the Stock Exchange, the approval of members vide Special Resolution through Postal Ballot is required.

Further, as per the proviso to Regulation 277, the Special Resolution shall be acted upon only if votes casted by shareholders, other than promoters, in favor of proposed resolution amount to at least two times the number of votes casted by shareholders, other than promoter, against the proposal resolution.

Accordingly, the approval of members is sought vide Special Resolution through postal ballot process. The members are, therefore, requested to accord their assent or dissent for Migration of Company's Equity Shares from SME Platform of BSE Limited to Main Board of BSE Limited & Capital Market Segment of NSE Limited as set out in the resolution.

Considering, several benefits of listing and trading on main board of stock exchange, it is in the interest of all Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company to the Main Board of BSE & NSE and hence, Board of Directors recommends the passing of said resolution as Special Resolution.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

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

(Formerly known as 'Suratwwala Business Group Private Limited' and 'Suratwwala Housing Private Limited')

Sd/-

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

Date: 29th August, 2022

Place: Pune