

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER  
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated July 04, 2024 (“**Letter of Offer**”) which is available on the websites of the Registrar, our Company, and the Stock Exchange where the equity shares of our Company are listed i.e., BSE Limited (“**BSE**”/ the “**Stock Exchange**”). You are encouraged to read greater details available in the Letter of Offer. The Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 16 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar’s website at [www.beetalfinancial.com](http://www.beetalfinancial.com); and the Company’s website at [www.surajindustries.org](http://www.surajindustries.org), this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Company, the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchange and the Registrar, i.e., [www.surajindustries.org](http://www.surajindustries.org), [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), and [www.beetalfinancial.com](http://www.beetalfinancial.com) respectively. The Application Form is available on the website of our Company and the Stock Exchange.

# Suraj

## SURAJ INDUSTRIES LIMITED

**Registered Office:** Plot No. 2, Phase III, Sansarpur Terrace, Kangra, Himachal Pradesh – 173212, India

**Telephone:** 01970-256414 | **Fax No.:** 01970-4246019

**E-mail:** [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org); | **Website:** [www.surajindustries.org](http://www.surajindustries.org);

**Corporate Office:** F-32/3, Second Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020, India.

**Contact No.:** +91-11-42524455

**Contact Person:** Ms. Snehlata Sharma, Company Secretary and Compliance Officer;

**Corporate Identification Number:** L26943HP1992PLC016791

## PROMOTER OF OUR COMPANY: MR. SURAJ PRAKASH GUPTA

### ISSUE DETAILS, LISTING AND PROCEDURE

**ISSUE OF UP TO 29,97,375 PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 65/- PER RIGHTS EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 55/- PER RIGHTS EQUITY SHARE) (“ISSUE PRICE”), AGGREGATING TO ₹ 1,948.29/- LAKHS ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 7 RIGHTS EQUITY SHARES FOR EVERY 30 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY AS ON THE RECORD DATE, THAT IS, ON WEDNESDAY, JULY 10, 2024 (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 136 OF THE LETTER OF OFFER.**

**Listing Details:** The Equity Shares of our Company are presently listed on BSE. Our Company has received “In- Principle” approval from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter bearing reference number LOD/RIGHT/TT/FIP/256/2023-24 dated May 10, 2024. Our Company will also make application to the Stock Exchange to obtain its trading approval for the Right Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/ CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE.

**Procedure:** If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “*Terms of the Issue*” on page 136 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, SEBI, Stock Exchange and Registrar as stated above. You can also request for the hard copy of the Letter of offer by placing your request to the Company at email id.: [secretarial@surajindustries.org](mailto:secretarial@surajindustries.org).

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited. Our Company is eligible to offer Rights Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”). Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance of Part B of Schedule VI of the SEBI ICDR Regulations: As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in the Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

## MINIMUM SUBSCRIPTION

In terms of Regulation 86 of SEBI ICDR Regulations, our Company would be required to comply with the requirement of minimum subscription, on account of the reason that our Promoter and Promoter Group may renounce their rights entitlement outside the promoter group.

As per Regulation 3 read with Regulation 86 of SEBI ICDR Regulations, our Company would not be required to comply with the requirements of minimum subscription, on account of the following reasons:

1. Objects of the Issue being other than the financing of capital expenditure for a project; and
2. Our Promoter and Promoter Group vide their letters dated October 06, 2023 (the “**Promoter and Promoter Group Letters**”) have informed that they may (i) subscribe and apply in the proposed rights issue to the full extent of their Rights Entitlement or renounce their rights entitlement within the Promoter & Promoter Group or to Public; (ii) Subscribe to Rights Entitlements, if any, which are renounced in their favor by any other member(s) of the Promoter & Promoter Group which would remain unsubscribed; and (iii) Subscribe to additional Rights Equity Shares in the Issue to the extent of at least Minimum Subscription of the Issue Size, subject to compliance with the minimum public shareholding as prescribed under the Securities Contracts (Regulation) Rules, 1957 in the event of any under- subscription.

However, in a situation they do not subscribe to their full entitlement in the Rights Issue, then our Company may require to achieve minimum subscription for the Rights Issue.

## INDICATIVE TIMETABLE

<b>Issue Opening Date</b>	<b>Monday, July 22, 2024</b>	<b>Date of Allotment / Initiation of Refunds (on or about)</b>	<b>Friday, August 09, 2024</b>
<b>Last Date for on market renunciation#</b>	<b>Tuesday, July 30, 2024</b>	<b>Date of Credit of Rights Equity shares to demat account of Allottees (on or about)</b>	<b>Friday, August 16, 2024</b>
<b>Issue Closing Date*</b>	<b>Monday, August 05, 2024</b>	<b>Date of listing/ Commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)</b>	<b>Monday, August 19, 2024</b>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange (on or about)</b>			<b>Friday, August 09, 2024</b>

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\* Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## INDICATIVE TIMETABLE

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlements and the Rights Securities on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form, or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to email addresses of Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Securities is permitted under laws of such jurisdictions. Further, the Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Securities is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, and the Stock Exchange.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer was filed with the Stock Exchange. Accordingly, the Rights Entitlements and the Rights Securities may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter and any other offering materials or advertisements in connection with this Issue may not be distributed, in whole or in part, in or into any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

The Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances

in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter must be treated as sent for information only and should not be acted upon for subscription to Rights Securities and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter should not, in connection with the issue of the Rights Securities or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter in or into any jurisdiction where to do so would or might contravene local securities laws or regulations or would subject the Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Application Form or Rights Entitlement Letter is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Securities or the Rights Entitlements referred to the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter. The Company is not making any representation to any person regarding the legality of an investment in the Rights Entitlements or the Rights Securities by such person under any investment or any other laws or regulations. No information in the Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlements and the Rights Securities offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Securities in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Securities will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "*Other Regulatory and Statutory Disclosures*" on page 132.

Neither the delivery of the Letter of Offer nor any sale of Rights Securities hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Securities or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Securities or Rights Entitlements. In addition, neither our Company nor any of its affiliates is making any representation to any offeree or purchaser of the Rights Securities regarding the legality of an investment in the Rights Securities by such offeree or purchaser under any applicable laws or regulations.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

#### **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended ("Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof ("United States" or "U.S.") or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S")), except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Rights Equity Shares and/ Or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, the Letter of Offer / Abridged Letter of Offer, Entitlement Letter and Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of the Rights Equity Shares in India.

We, the Registrar or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form. Rights Entitlements may not be transferred or sold to any person in the United States.

### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Rights Equity Shares have neither been recommended nor approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the Investors is invited to the statement of "Risk Factors" given on page number 21 of the Letter of Offer under the section 'General Risks' and on page 7 of this Abridged Letter of Offer before making an investment in the Issue.

<b>Name of Lead Manager and contact details</b>	Not Applicable, since the issue size does not exceed ₹ 5000 Lakhs.
<b>Name of Registrar to the Issue and contact details</b>	<b>Beetal Financial &amp; Computer Services Private Limited</b> <b>Address:</b> Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062, India <b>Telephone:</b> +91-11-29961281/83, +91-11-26051061, +91-11-26051064 <b>Fax:</b> 011 – 29961284 <b>E-mail:</b> <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> , <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> <b>Investor grievance:</b> <a href="mailto:investor@beetalfinancial.com">investor@beetalfinancial.com</a> <b>Website:</b> <a href="http://www.beetalfinancial.com">www.beetalfinancial.com</a> <b>Contact person:</b> Mr. Punit Kumar Mittal <b>SEBI Registration No:</b> INR000000262 <b>CIN:</b> U67120DL1993PTC052486
<b>Banker to Issue</b>	<b>IDBI Bank Limited</b> <b>Address:</b> 51/3 D B Gupta Road, Opposite Khalsa College, Karol Bagh, New Delhi – 110005, India <b>Contact Person:</b> Mrs. Sunaina Vij <b>Telephone:</b> +91-11-28711620/22/26/31; Fax no.: +91-11-28711621 <b>Email:</b> <a href="mailto:ibkl0000550@idbi.co.in">ibkl0000550@idbi.co.in</a> <b>Website:</b> <a href="http://www.idbibank.in">www.idbibank.in</a> <b>SEBI Registration No.:</b> INBI00000076
<b>Name of Statutory Auditor</b>	<b>M/s. Pawan Shubham &amp; Co., Chartered Accountants</b> <b>Address:</b> 601 Roots Tower, 7 District Centre, Laxmi Nagar, Delhi – 110092, India <b>Telephone:</b> +91-11-45108755, +91-11-451087554 / +91-9958650478 <b>Email:</b> <a href="mailto:pawan@pawanshubham.com">pawan@pawanshubham.com</a> <b>Contact Person:</b> Mr. Pawan Kumar Agarwal <b>Membership No.:</b> 092345 <b>Firm Registration No.:</b> 011573C <b>Peer Review Certificate No.:</b> 014027
<b>Self-Certified Syndicate Banks ("SCSBs")</b>	For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> . For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

### SUMMARY OF BUSINESS

Suraj Industries Limited was incorporated on July 09, 1992, as a public company under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana and consequently, a certificate for Commencement of Business dated July 24, 1992, was issued to our Company. The Corporate Identification Number of our Company is L26943HP1992PLC016791. The registered office of our Company was shifted from 1501, Ambadeep, 14, K. G. Marg, New Delhi-110001 to Plot No. 2, Phase III Sansarpur Terrace, Kangra, Himachal Pradesh – 173212 with effect from June 12, 1995. In the year 1993, our Company made an Initial Public Offering of an amount aggregating to Rs. 300 Lakh and got listed on BSE with effect from January 25, 1994. Primarily, our Company is into the Business of (i) trading edible oils and other products, which consist Palm Oil, Soybean Oil, Rice flakes,

Malt & Empty Glass bottles and (ii) processing and bottling of Liquor. For further details, please refer to the chapter titled “**Our Business Overview**” on page 100 of the Letter of Offer.

*Note: The Board of Directors of the Company in their meeting held on May 01, 2024 has approved the proposal for shifting of registered office of the Company from the State of Himachal Pradesh to State of NCT of Delhi. The same has been approved by the shareholders of the Company in the EGM held on May 30, 2024.*

### SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

Our Company proposes to utilize the proceeds of the Rights Issue towards the following objects:

1. Repayment/prepayment in full or part, of certain unsecured loans availed by our Company.
2. Grant of loan to our Subsidiary, M/s. Carya Chemicals & Fertilizers Private Limited.
3. General Corporate Purposes.

#### Issue Proceeds:

The details of the Issue Proceeds are set forth in the table below:

(Rs. In Lakhs)

Particulars	Amount (#)
Gross Proceeds from this Issue	1,948.29
Less: Estimated Issue related expenses	30.00
<b>Total Net Proceeds*</b>	<b>1,918.29</b>

*\*Assuming full subscription and allotment with respect to the Rights Equity Shares.*

*#Rounded off to two decimal places.*

The proposed utilization of the Net Proceeds is set forth in the table below:

(Rs. In Lakhs)

Particulars	Amount (#)
Repayment/prepayment, in full or part, of certain unsecured loans availed by our Company	750.00
Grant of loan to our Subsidiary, M/s. Carya Chemicals & Fertilizers Private Limited	750.00
General Corporate Purposes*	418.29
<b>Total Net Proceeds</b>	<b>1,918.29</b>

*\*Subject to finalization of the Basis of Allotment and the Allotment of the Rights Equity Shares. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

*#Rounded off to two decimal places.*

#### Means of Finance:

The funding requirements mentioned above are based on our Company’s internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of numerous factors beyond our control, such as market conditions, competitive environment, costs of commodities or interest rate fluctuations. We intend to finance the abovementioned objects from the Net Proceeds. Accordingly, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals in terms of the provisions of Regulation 62(1)(c) of the SEBI ICDR Regulations.

### NAME OF MONITORING AGENCY

Our Company is not required to appoint the monitoring agency since the issue size is below ₹ 10,000 Lakhs.

### EQUITY SHAREHOLDING PATTERN OF THE COMPANY

The Shareholding pattern of our Company as per the latest filing with the Stock Exchange i.e. as on March 31, 2024 can be assessed at <https://www.bseindia.com/stock-share-price/suraj-industries-ltd/surjind/526211/shareholding-pattern/>. Further, the shareholding pattern can be summarized as follows:

Sr. No.	Category of shareholder	Total no. of Shares held	% of Shares held
1.	Promoter and Promoter Group	68,49,152	53.32
2.	Public	59,96,744	46.68
	<b>Total</b>	<b>1,28,45,896</b>	<b>100.00</b>

**BOARD OF DIRECTORS**

S. No.	Name, designation, date of birth, term, period of directorship, DIN, occupation and address	Age (in years)	Address	Other directorships
1.	Mr. Suraj Prakash Gupta <b>Designation:</b> Managing Director <b>Date of birth:</b> April 10, 1959 <b>DIN:</b> 00243846 <b>Term:</b> 5 years <b>Occupation:</b> Business	65	W-15/40, Western Avenue, Sainik Farms, Delhi – 110062	1. Gold Coin Marketing Private Limited 2. Express Infra Financial Consultancy Private Limited. 3. Gold Croft Global Commodities (OPC) Private Limited 4. Anita Greenfuels Private Limited 5. SASG Bio Energy Private Limited
2.	Mr. Sanjay Kumar Jain <b>Designation:</b> Non- Executive Nominee Director <b>Date of Birth:</b> October 27, 1966 <b>DIN:</b> 01014176 <b>Term:</b> Not Applicable <b>Occupation:</b> Service	58	263, SFS, Hauz Khas, New Delhi – 110016	1. Shri Gang Industries and Allied Products Limited 2. Tinna Rubber and Infrastructure Limited 3. Manphul Trading and Finance Company Private Limited 4. Dwarkadhish Finance and Investment Company Private Limited 5. PGA Securities Private Limited 6. B.G.K. Infrastructure Developers Private Limited 7. Taj Capital Partners Private Limited 8. Diensten Tech Limited 9. Express Infra Financial Consultancy Private Limited 10. J K Consultancy and Services Private Limited 11. JK Defence & Aerospace Limited. 12. Carya Chemicals & Fertilizers Private Limited. 13. Sarth Agbev And Energy Private Limited. 14. Allen Reinforced Plastics Private Limited
3.	Mr. Nazir Baig <b>Designation:</b> Non-Executive Independent Director <b>Date of Birth:</b> May 12, 1967 <b>DIN:</b> 07468989 <b>Term:</b> 5 Years <b>Occupation:</b> Service	57	House No. 104, Mohalla Prabhu Dayal, Jahangirabad Rural, Bulandshahar, Uttar Pradesh – 202394	Bhankerpur Distilleries Limited
4.	Mr. Ashu Malik <b>Designation:</b> Whole Time Director <b>Date of birth:</b> January 16, 1978 <b>DIN:</b> 07998930 <b>Term:</b> 1 year <b>Occupation:</b> Service	46	Flat No. 1, First Floor, Plot No.-18, Prem Homes Maya Kunj, Avantika, Ghaziabad, Uttar Pradesh – 201002	None
5.	Ms. Pooja Solanki <b>Designation:</b> Non-Executive Independent Women Director <b>Date of Birth:</b> February 23, 1988 <b>DIN:</b> 09039846 <b>Term:</b> 5 years <b>Occupation:</b> Business	36	H. No. 84, Gali No. 7, A Block, Mukundpur Part 1, Samai Pur, Delhi – 110042	1. Carya Chemicals & Fertilizer Private Limited 2. SBC Exports Limited

*Note: (1) Mr. Syed Azizur Rahman has tendered his resignation from the position of Chairperson and Non-Executive & Non-Independent Director in the Company vide his resignation letter dated July 01, 2024 with effect from the close of business hours of July 04, 2024.*

*(2) The Board of Directors of the Company in their meeting held on July 04, 2024 has appointed Mr. Sanjay Kumar Jain, Non-Executive Nominee Director of the Company as Chairperson of the Company with effect from July 05, 2024.*

For more details, see the chapter titled “**Our Management**” on page 112 of the Letter of Offer.

## WILFUL DEFAULTER(S) OR FRAUDULENT BORROWER(S)

Neither our Company, our promoters nor our directors are identified as willful defaulters or fraudulent borrower. For further details, see “*Other Regulatory and Statutory Disclosures*” on page 132 of the letter of offer.

## STANDALONE FINANCIAL INFORMATION

Following are the details as per the Standalone Financial Results for the Financial Years ended on March 31, 2024, March 31, 2023, and March 31, 2022.

(Rs. In Lakh)

Particulars	Standalone Financial Statement						
	March 31, 2024 Audited	March 31, 2023 Audited	March 31, 2022 Audited	(Increase/ Decrease) For FY 2023-24	% of Increase/ (Decrease)	(Increase/ Decrease) For FY 2022-23	% of Increase/ (Decrease)
<b>INCOMES:</b>							
Revenue from Operations	5,106.28	6,737.89	4,126.41	(1,631.61)	(24.22)	2,611.48	63.29
Other income	70.25	84.56	2.09	(14.31)	(16.92)	82.47	3945.93
<b>Total Revenue</b>	<b>5,176.53</b>	<b>6,822.45</b>	<b>4,128.50</b>	<b>(1,645.92)</b>	<b>(24.13)</b>	<b>2,693.95</b>	<b>65.25</b>
<b>EXPENSES:</b>							
Purchase of Stock in Trade	3,379.35	5,117.37	2,785.75	(1,738.02)	(33.96)	2,331.62	83.70
Consumption of Packing Material & consumables	720.07	459.41	584.65	260.66	56.74	(125.24)	(21.42)
Employee benefits expense	238.09	178.00	107.32	60.09	33.76	70.68	65.86
Other Expenses	398.20	179.68	176.18	218.52	121.62	3.50	1.99
<b>Total Expense</b>	<b>4,735.71</b>	<b>5,934.46</b>	<b>3,653.90</b>	<b>(1,198.75)</b>	<b>(20.20)</b>	<b>2,280.56</b>	<b>62.41</b>
<b>Profit before Interest, Depreciation and Tax</b>	<b>440.82</b>	<b>887.99</b>	<b>474.60</b>	<b>(447.17)</b>	<b>(50.36)</b>	<b>413.39</b>	<b>87.10</b>
Depreciation and amortization expenses	119.33	125.98	59.72	(6.65)	(5.28)	66.26	110.95
<b>Profit before Interest and Tax</b>	<b>321.49</b>	<b>762.01</b>	<b>414.88</b>	<b>(440.52)</b>	<b>(57.81)</b>	<b>347.13</b>	<b>83.67</b>
Financial Charges	103.03	69.63	2.42	33.40	47.97	67.21	2,777.27
<b>Profit/(Loss) before tax</b>	<b>218.46</b>	<b>692.38</b>	<b>412.46</b>	<b>(473.92)</b>	<b>(68.45)</b>	<b>279.92</b>	<b>67.87</b>
Total tax expenses	63.40	215.64	105.47	(152.24)	(70.60)	110.17	104.46
<b>Profit/(loss) after Tax</b>	<b>155.06</b>	<b>476.74</b>	<b>306.99</b>	<b>(321.68)</b>	<b>(67.47)</b>	<b>169.75</b>	<b>55.29</b>

For further details, refer chapter titled “*Financial Statements*” beginning on page no. 118 of the Letter of Offer.

## INTERNAL RISK FACTOR – Top 5 risk factors as per the Letter of Offer

1. Our Company has negative cash flows from its Operating activities as well as investing activities in the past years, details of which are given in the Letter of Offer. Sustained negative cash flow could impact our growth and business.
2. Our Company is involved in certain legal proceedings. Any adverse decision in such proceedings may cause monetary losses to the Company.
3. Investment in Subsidiary, M/s Carya Chemicals & Fertilizers Private Limited.
4. Promoters holding under pledge.
5. Our business and operations, and that of our suppliers, may be adversely affected by medical pandemic like COVID - 19 pandemic or other similar outbreaks, particularly if the economies of the countries in which we operate are affected for a significant amount of time.

## SUMMARY OF OUTSTANDING LITIGATIONS

A summary of material outstanding legal proceedings involving our Company, as on the date of the Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below:

Name	By/ Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (₹ in Lakhs)
Company	By	-	-	1	-	6.32
	Against	1	-	-	-	Not Quantifiable
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Group Companies/ Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please see the chapter titled “*Outstanding Litigations and Defaults*” beginning on page 127 of the Letter of Offer.

## TERMS OF ISSUE

*This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in the Letter of Offer.*

*Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.*

*The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association, the provisions of Companies Act, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment Advice*

### **Important:**

#### *1. Dispatch and availability of Issue materials*

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at [www.surajindustries.org](http://www.surajindustries.org)
- b) the Registrar to the Issue at [www.beetalfinancial.com](http://www.beetalfinancial.com)
- c) the Stock Exchange at [www.bseindia.com](http://www.bseindia.com); and

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., [www.surajindustries.org](http://www.surajindustries.org)).

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. However, our Company, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.



## 2. Facilities for Application in this Issue:

**In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, refer “Procedure for Application through the ASBA Process” on page 149.**

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled “*Procedure for Application through the ASBA Process*” on page 149.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

***Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer “Grounds for Technical Rejection”. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.***

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer chapter titled “Application on Plain Paper under ASBA process” on page 152.

## 3. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

*In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, “SURAJ INDUSTRIES LIMITED RIGHTS ENTITLEMENT SUSPENSE ESCROW DEMAT ACCOUNT”) opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (g) Eligible Equity Shareholders who have not provided their Indian addresses.*

*Eligible Equity Shareholders, whose Rights Entitlements are credited in demat suspense escrow account opened by our Company, are requested to provide relevant details (such as copies of self-attested PAN, valid address proof and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than Thursday, August 01, 2024, being two Working Days prior to the Issue Closing Date, i.e., Monday, August 05, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts by Friday, August 01, 2024 being one day before the Issue Closing Date, i.e., Monday, August 05, 2024 to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar, to facilitate the aforementioned transfer.*

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY.**

*4. Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:*

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to our Company or Registrar at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Shares may also apply in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions:

- a) The Eligible Equity Shareholders are residents;
- b) The Eligible Equity Shareholders are not making payment from non-resident account;
- c) The Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and
- d) The Eligible Equity Shareholders shall receive Rights Shares, in respect of their Application, only in demat mode.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Accordingly, such resident Eligible Equity Shareholders are required to send a communication to our Company containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self- attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail, or hand delivery, to enable process of credit of Rights Shares in such demat account.

*5. Application for Additional Equity Shares*

*Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “Basis of Allotment” beginning on page 165.*

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.**

Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renounee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled “*Procedure for Application through the ASBA process*” on page 149 of the Letter of Offer.

*6. Other important links and helpline:*

The Investors can visit following links for the below-mentioned purposes:

- (a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.beetalfinancial.com](http://www.beetalfinancial.com)
- (b) Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: [www.beetalfinancial.com](http://www.beetalfinancial.com)
- (c) Updation of demat account details by resident Eligible Equity Shareholders holding shares in physical form: [www.beetalfinancial.com](http://www.beetalfinancial.com)

## Procedure for Application

### How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA

**Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.**

For details of procedure for application by the Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, refer “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 156.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

The envelope should be super scribed “*Suraj Industries Limited – Rights Issue*” and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. may make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand drawn at par, net of bank and postal charges, payable at Delhi and the Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see “*Modes of Payment*” on page 154 in Chapter “*Terms of the Issue*”.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being Suraj Industries Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of Rs. 65 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;

- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

*"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.*

*I/We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."*

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.beetalfinancial.com](http://www.beetalfinancial.com). Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

#### **Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in "Application on Plain Paper under ASBA process" beginning on page 149.

**PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE RIGHTS ENTITLEMENTS ARE HELD BY SUCH INVESTOR ON THE ISSUE CLOSING DATE, AS THE CASE MAY BE. FOR DETAILS, PLEASE SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 166.**

#### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 7:30 i.e. 7 (Seven) Rights Equity Share(s) for every 30 (Thirty) Equity Share(s) held on the Record Date.

#### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 7:30 i.e. 7 (Seven) Rights Equity Share(s) for every 30 (Thirty) Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 30(Thirty) Equity Share(s) or not in the multiple of 30(Thirty), the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.

For example, if an Eligible Equity Shareholder holds 50 Equity Shares, such Shareholder will be entitled to 7 Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if the Shareholder has applied for additional Rights Equity Shares.

Also, those Equity Shareholders holding less than 30 Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

#### **Procedure for Renunciation of Rights Entitlement**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation. Investors may be subject to adverse foreign, state or local tax or legal

consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

#### **a) On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN – INE170U20011 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The on-Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., Monday, July 22, 2024 to Tuesday, July 30, 2024 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN - INE170U20011 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The on-Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

#### **b) Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off- market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only. Eligible Equity Shareholders are requested to ensure that renunciation through off- market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN – INE170U20011, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

#### **Options available to the Eligible Equity Shareholders**

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at [www.beetalfinancial.com](http://www.beetalfinancial.com) and link of the same would also be available on the website of our Company at [www.surajindustries.org](http://www.surajindustries.org). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

#### **Terms of Payment**

The Issue Price of Rs. 65/- per Rights Equity Share shall be payable in 2 equal tranches i.e. Rs. 32.50 at the time of Application and balance Rs. 32.50 at the time of one or more subsequent call(s) as may be decided by the Board/ Rights Issue Committee of the Board from time to time.

#### **Additional Rights Equity Shares**

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectorial caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled “*Terms of the Issue*” on page 136. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “*Basis of Allotment*” on page 165.

*Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.*

*Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.*

*Pursuant to the SEBI Rights Issue Circulars, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective Demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through the ASBA process.*

#### **Withdrawal of Application**

Investors who have applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue ClosingDate.

#### **Intention and extent of participation by the Promoter and Promoter Group**

Our Promoter and Promoter Group, by way of their letters dated October 06, 2023 (the “Promoter and Promoter Group Letters”) have informed the Company that they may (i) subscribe and apply in the proposed rights issue to the full extent of their Rights Entitlement or renounce their rights entitlement within the Promoter & Promoter Group or Public; (ii) Subscribe to Rights Entitlements, if any, which are renounced in their favor by any other member(s) of the Promoter & Promoter Group which would remain unsubscribed; and (iii) Subscribe to additional Rights Equity Shares in the Issue to the extent of at least Minimum Subscription of the Issue Size, subject to compliance with the minimum public shareholding as prescribed under the Securities Contracts (Regulation) Rules, 1957 in the event of any under- subscription.

The acquisition of Rights Equity Shares by our Promoter and members of our Promoter Group, over and above their Rights Entitlements, as applicable, or subscription to the unsubscribed portion of this Issue, shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

**Any other important information as per the Company: NIL**

## DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in the Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS

Sd/-

**Suraj Prakash Gupta**  
DIN: 00243846  
Managing Director

Sd/-

**Sanjay Kumar Jain**  
DIN: 01014176  
Nominee Director

Sd/-

**Nazir Baig**  
DIN: 07468989  
Non-Executive Independent Director

Sd/-

**Ashu Malik**  
DIN: 07998930  
Whole Time Director

Sd/-

**Pooja Solanki**  
DIN: 09039846  
Non-Executive Independent Women Director

**Place: Delhi**

**Date: New July 04, 2024**