

Report of Scrutinizer
[Pursuant to rule section 108 of the Companies Act, 2013 and
Rule 20 (3) (xi) of the Companies (Management and Administration)
Rules, 2014] and clause 35B of the Listing Agreement

To,
The Chairman
SURAJ LIMITED (CIN: L27100GJ1994PLC021088)
Suraj House, Opp. Usmanpura Garden,
Usmanpura, Ahmedabad-380014

Dear Sir,

I, Sandip Sheth, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of Suraj Limited as a scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 21st (Twenty First) Annual General Meeting (AGM) of the Company, to be held on Thursday, the 21st Day of August, 2014 at 10.30 AM at the Conference Hall "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380 009.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 21st (Twenty First) Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

Further to above, I hereby submit my report as under

1. The e-voting period remained open from 9.00 AM on Thursday, the 14th Day of August, 2014, up to 6.00 PM on Saturday, the 16th Day of August, 2014.
2. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 11th July, 2014 were entitled to vote on the proposed resolutions as mentioned in the notice of the 21st (Twenty First) Annual General Meeting (Item Nos. 1 to 10 and Item No. 12 as set out in the notice of 21st (Twenty First) Annual General Meeting of the Company)



3. The votes were unblocked on Monday, the 18th Day of August, 2014 around 11.00 AM, in the presence of two witnesses, namely Mr. Prashant Prajapati and Mr. Chintan Amlani, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Mr. Prashant Prajapati)

(Mr. Chintan Amlani)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of National Securities Depository Limited (NSDL)(www.evoting.nsdl.com) and based on such report generated;
5. Upon downloading report from NSDL website, It was reported that authorized agency i.e. National Securities Depository Limited (NSDL) has provided e-Voting option only for 11 (Eleven) items out of total 12 (Twelve) items as contained in the Notice of the Annual General Meeting dated 21st May, 2014, thereby missing resolution no. 11 i.e. Resolution for ratification of Powers of the Board for the Borrowing limits from Rs. 20.00 Crores (Rupees Twenty Crores) to Rs. 200.00 Crores (Rupees Two Hundred Crores) under section 180 (1) (c) of the Companies Act, 2013 and rules made there under. Although, Company has provided notice, containing in total 12 (Twelve) Agenda Items for the approval of the Shareholders under e-Voting, NSDL has provided e-Voting options only for 11 (Eleven) Resolutions containing Item Nos. 1 to 10 & 12. Consequent upon the report generated by NSDL and submitted to me for e-voting results on the Item Nos. 1 to 10 & Item No. 12 provided for e-Voting, hence, based on above facts, I make my report for Item Nos. 1 to 10 & Item No. 12 as provided in the Notice of the Annual General Meeting to be held on 21st August, 2014. I have also verified the resolutions available for e-Voting as provided by the NSDL website www.evoting.nsdl.com, which shows only 11 Resolutions i.e. Item Nos. 1 to 10 & Item No. 12 and Item No. 11 is missing for e-Voting option.
6. The result of the e-voting is as under:



a. Ordinary Resolution - 1:

Adoption and consideration of the Director's Report, the Audited Financial statements including the Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet at that date and the Auditor's Report thereon.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



b. Ordinary Resolution - 2:

Declaration of Dividend of Rs. 1.50/- per share viz., (15%) on equity shares for the financial year ended March 31, 2014.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



c. Ordinary Resolution – 3:

Appointment of a Director in place of Mr. Bipinbhai Prajapati (DIN: 01268870) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



d. Ordinary Resolution - 4:

Appointment of M/s Pankaj K. Shah Associates., Chartered Accountants,
Statutory Auditors of the Company

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



e. Special Resolution - 5:

Re-appointment of Mr. Kunal T. Shah DIN: (00254205) as Managing Director of the Company for period of three years with effect from 29th September, 2014.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



f. Ordinary Resolution - 6:

Appointment of Mr. Bhupendrasinh Babulal Patel (DIN: 05155901) as an independent Director with effect from 21st August, 2014 upto 20th August, 2019, not liable to retire by rotation.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



g. Ordinary Resolution - 7:

Appointment of Mr. Dipakbhai Himatbhai Shah (DIN: 00565892) as an Independent Director with effect from 21st August, 2014 upto 20th August, 2019, not liable to retire by rotation

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



h. Ordinary Resolution - 8:

Appointment of Mr. Ketan Ratilal Shah (DIN: 00583064) as an Independent Director with effect from 21st August, 2014 upto 20th August, 2019, not liable to retire by rotation

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



i. Ordinary Resolution - 9:

Appointment of Mr. Haren Rameshchandra Desai (DIN: 02285175) as an Independent Director with effect from 21st August, 2014 upto 20th August, 2019, not liable to retire by rotation

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



j. Ordinary Resolution - 10:

Approval of remuneration of the Cost Auditor for the financial year 2014-15

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



k. Special Resolution - 11: Not available for E-Voting (Refer Point No. 5)

Ratification of the borrowing powers delegated to the Board for borrowing Limits u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 200.00 Crores (Rupees Two Hundred Crores only).

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



I. Special Resolution - 12:

Ratification of the powers to create charges on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	3	160	100
Physical	Nil	Nil	Nil
Total	3	160	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Voting	Number of members voted through E-voting system & physical mode	Number of Votes Cast by them (Shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil



7. The Register, all other papers and relevant record relating to electronic voting shall remain in safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 21st (Twenty First) Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

For, Sandip Sheth & Associates
Practicing Company Secretary



Sandip Sheth
(Proprietor)

Membership No.: 5467
C.P. No.: 4354



Place: Ahmedabad
Date: 19th August, 2014