

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

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

21<sup>st</sup> (Twenty First) Annual General Meeting of the Equity Shareholders of Suraj Limited held on Thursday, 21<sup>st</sup> August, 2014 at 10.30 AM at the Conference Hall "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380 009.

Dear Sir,

I, Sandip Sheth, Practicing Company Secretary, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 21<sup>st</sup> (Twenty First) Annual General Meeting of the Equity Shareholders of Suraj Limited held on Thursday, 21<sup>st</sup> August, 2014 at 10.30 AM at the Conference Hall "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380 009, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**a. Ordinary Resolution - 1:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**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:

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>





**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:

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**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:

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**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 29<sup>th</sup> September, 2014.

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>





**f. Ordinary Resolution - 6:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**g. Ordinary Resolution - 7:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>





**h. Ordinary Resolution – 8:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**i. Ordinary Resolution - 9:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**j. Ordinary Resolution - 10:**

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

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>





**k. Special Resolution - 11:**

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:

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>



**1. 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:

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>27</b>	<b>14395549</b>	<b>100</b>

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

Number of members present and voting	Number of Vote Cast by them	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total No. of votes Cast by them
<b>7</b>	<b>783725</b>





5. A list containing details of equity shareholders who voted "FOR", "AGAINST" is enclosed. There were in total 7,83,725 (Seven Lacs Eighty Three Thousand Seven Hundred and Twenty Five) votes which were declared invalid during the poll process.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For, Sandip Sheth & Associates  
Practising Company Secretaries

**Sandip Sheth**  
(Proprietor)

Membership No.: 5467  
CP No.: 4354



Place: Ahmedabad  
Dated: 23<sup>rd</sup> August, 2014

Signed by:

**Mr. Ashok Shah**  
Chairman of the Meeting  
In respect to Item Nos. 1 to 4 & 6 to 12

**Mr. Bipin Prajapati**  
Chairman  
In respect to Item No. 5