

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 25<sup>th</sup> Annual General Meeting of the Members of **SURAJ LIMITED** will be held on **Thursday, 21<sup>st</sup> June, 2018** at 10:30 am at the Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380009 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon and
  - b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Kunal Tarachand Shah (DIN:00254205) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Shilpa Mangaldas Patel (DIN: 07014883) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. Rinkesh Shah & Co. (FRN: 129690W) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:**

5. **To approve the remuneration of the Cost Auditor for the financial year 2018-19:**

**"RESOLVED THAT** pursuant to the provision of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), **M/s. Kiran J Mehta & Associates.**, Cost Accountant, Ahmedabad (FRN:00025) appointed as a Cost Auditor by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year 2018-19 be paid the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus GST for the year 2018-19 the Board has also approved the same.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re appointment of Mr. Kunal Tarachand Shah (DIN:00254205) as a Managing Director & Chief Executive Officer of the Company who shall be liable to retire by rotation:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Kunal Tarachand Shah (DIN:00254205) as Managing Director & Chief Executive officer of the Company for the period of five(5) years w.e.f. 28th September, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be applicable to Mr. Kunal Tarachand Shah (DIN:00254205) to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. To re appointment of Ms. Shilpa Mangaldas Patel (DIN: 07014883) as a Whole time Director of the company who shall be liable to retire by rotation:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 all others Provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V and all other applicable provisions of the Companies Act, 2013 and pursuant to Articles of Association of the Company, approval of the Company be and is hereby accorded to re-appoint of Ms. Shilpa Mangaldas Patel (DIN 07014883) as whole time Director of the company, for a period of 5 (Five) years w.e.f. 12th November, 2017, on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be applicable to Ms. Shilpa Mangaldas Patel (DIN 07014883) to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**8. To approve material related party transactions:-**

**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under, consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with TBS Metal Private Limited for a period of three years from 2018 and such approval is further accorded to an increase of up to 15% over and above the consolidated value of transactions in the previous financial year.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto.

**Date: 26.04. 2018**

**Place: Ahmedabad**

**Registered Office:**

**'Suraj House', Opp. Usmanpura Garden,**

**Ashram Road, Ahmedabad-380014**

**CIN NO: L27100GJ1994PLC021088**

**By Order of the Board of Directors**

**SURAJ LIMITED**

**Maunish Gandhi**

**Company Secretary**

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable, issued on behalf of the nominating organization.

2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief profile of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
6. The Company has notified of closure of register of members and share transfer books from 13th June 2018 to 21st June 2018 (Both days inclusive) for the purpose of annual general meeting.
7. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
8. Members, who hold shares in de-materialization form, are requested to bring their depository account number for identification.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of Meeting.
11. If members want to change/correct bank account details, they should communicate the same immediately to the concerned Depository Participant. Members are also requested to furnish their MICR code of their bank to their Depository Participant. The Company or its Registrar will not entertain any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository

Participant of the members. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agents, M/s MCS share transfer agent Limited.

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form -SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Department of Company Affairs.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS share transfer agent Limited, for consolidation into a single folio.
14. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
15. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members are requested to note that the dividend for the year 2010-2011 which is not encashed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investors Education and Protection Fund after 26th October, 2018. The last date for claiming the dividend is 25th October, 2018. Members who have not encashed their above Dividend Warrants may approach to the Company/RTA immediately for re validation as otherwise no claim thereafter shall lie against the Fund or the Company in respect of such unclaimed Dividend Amount.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Limited.
18. To support the "Green Initiative in Corporate Governance" taken by The Ministry of Corporate Affairs by allowing paperless compliance and stating that service of notices / documents including Annual Report can be effected by sending the same through electronic mode to the registered e-mail addresses of the shareholders, notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address have been registered with the Company. Members who would like to receive such notices / documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
  - In respect of electronic shareholding - through their respective Depository Participants;
  - In respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
19. The route map showing directions to reach the venue of the Twenty fifth AGM is annexed.

20. The Annual Report 2017-18 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.surajgroup.com](http://www.surajgroup.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com)

**Process and manner for members opting for voting through Electronic means:**

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 13th June, 2018 (cut - off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 13th June, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on 18th June, 2018 at 10.00 a.m. and ends on 20th June, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th June, 2018, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 13th June, 2018.
- (viii)The Company has appointed Mr. Bhavin B. Ratangayra, Partner of RTBR & Associates, Practising Company Secretary (Membership No. FCS: 8491; CP No: 9399), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

**Step 1** : Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

**Step 2** : Now click on "Shareholders" to cast your votes.

**Step 3** : Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

**Step 4 :** Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**Step 5 :** If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

**Step 6 :** After entering these details appropriately, click on "SUBMIT" tab.

**Step 7 :** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Step 8 :** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Step 9 :** Click on the EVSN for the relevant <Company Name> on which you choose to vote.

**Step 10 :** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**Step 11 :** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

**Step 12:** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

**Step 13 :** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Step 14 :** Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Shareholders can also cast their vote using CDSL's Mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

#### **Item No. 5:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of **M/s. Kiran J. Mehta & Co.**, (FRN:00025) Cost Accountants, Ahmedabad as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of Steel-SS Seamless/Welded pipes/Tube, Fittings, Flanges, Coil for the financial year 2018-19 at a remuneration of ₹.1,00,000/- plus GST and out of pocket expenses.

In accordance with the provisions of Section 148 (3) of the Act read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

#### **Item No. 6:**

The Board of Directors at its meeting held on 27th July, 2017 re-appointed Mr. Kunal Tarachand Shah (DIN:00254205) as Managing Director & Chief Executive Director of the Company w.e.f. 28th September, 2017 for the period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For the purpose, an agreement has been entered into by the Company with the Managing Director & CEO on 27th July, 2017. The main terms and conditions of his re-appointment as Managing Director & CEO, as contained in the said agreement are furnished below:

- a. Term of appointment: - Five (5) years w.e.f. 28th September, 2017
- b. Salary: Up to ₹.1,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee. The annual increment will be decided by the Board of Directors of the Company.
- c. Perquisites:
  1. Leave travel allowance for self and family once in a year as per rules of the Company.
  2. Medical expenses actually incurred by him and his family subject to maximum of one month salary
  3. Club fees
  4. Provision for use of car for official business personal use of the car will be billed to him.
  5. Provision for telephone at residence-personal long distance calls will be billed to him.
  6. Medical & personal accident insurance.



- d. The Company will make suitable contribution towards Provident Fund, Superannuation Fund and Annuity Fund.
- e. Gratuity will be payable as per Rules of the Company.
- f. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

**Item No. 7:**

The Board of Directors in their meeting held on 13th October, 2017 and also on the basis of recommendation of the Remuneration Committee of the Company in their meeting held on 13th October, 2017 it has been proposed to appoint Ms. Shilpa Mangaldas Patel (DIN 07014883), as Whole-time Director of the Company for a period of 5 years w.e.f. 12th November, 2017. The term of directorship of Ms. Shilpa Mangaldas Patel will be under the category of liable to retire by rotation.

Ms. Shilpa Mangaldas Patel, is having very wide experience in relation to the Steel products. It would be in the interest of the Company to appoint him as a Whole time Director of the Company.

The major terms and conditions of his appointment as recommended by the Remuneration Committee are as under:

- a. Term of appointment: - Five(5) years w.e.f. 12th November, 2017
- b. Salary: Up to ₹. 1, 00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee. The annual increment will be decided by the Board of Directors of the Company.
- c. Perquisites:
  - 1. Leave travel allowance for self and family once in a year as per rules of the Company.
  - 2. Medical expenses actually incurred by him and his family subject to maximum of one month salary
  - 3. Club fees
  - 4. Provision for use of car for official business personal use of the car will be billed to him.
  - 5. Provision for telephone at residence-personal long distance calls will be billed to him.
  - 6. Medical & personal accident insurance.
- d. The Company will make suitable contribution towards Provident Fund, Superannuation Fund and Annuity Fund.
- e. Gratuity will be payable as per Rules of the Company.
- f. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

**Item No. 8:**

In order to sustain quality standards, quantitative benefits and ease of customer reach, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been with TBS Metal Private Limited. Considering the prevailing market trend these transactions will continue in the year 2019 and thereafter.

A summary of transactions carried out with TBS Metal Private Limited during the financial year 2018 together with projections until 2021 are as under:

Material Related Party Transactions with TBS Metal Pvt. Ltd.	For the F.Y. 2017-2018 (In lakhs)	Projected Transactions Proposed for Approval		
		For the F.Y. 2018-2019 (In lakhs)	For the F.Y. 2019-2020 (In lakhs)	For the F.Y. 2020-2021 (In lakhs)
Purchase of Goods	1,138.43	Increase 15% on 2018	Increase 15% on 2019	Increase 15% on 2020
Sales of Goods	1,502.09			

These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions will require approval of the members through an ordinary resolution.

Since the aggregate value of these transactions (year to date plus proposed in 2019) is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution. The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice except to the extent of their shareholding or employment in the Company, its Holding Company or Associate Group Company, if any, in the Company.

The Board recommends the Resolution under Item No. 7 of the Notice for approval of the Members as an Ordinary Resolution.

**Date: 26.04. 2018**  
**Place: Ahmedabad**

**Registered Office:**  
**'Suraj House', Opp. Usmanpura Garden,**  
**Ashram Road, Ahmedabad-380014**  
**CIN NO: L27100GJ1994PLC021088**

**By Order of the Board of Directors**  
**SURAJ LIMITED**

**Maunish Gandhi**  
**Company Secretary**

## Form MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**25th Annual General Meeting - 21st day of June, 2018, at 10.30 A.M.**



CIN: L27100GJ1994PLCO21088

Registered Office: "Suraj House" Opp.Usmanpura Garden, Ashram Road,Ahmedabad, Gujarat -380014

Email: suraj@surajgroup.com, website:www.surajgroup.com

CIN:	L27100GJ1994PLCO21088
Name of the company:	<b>SURAJ LIMITED</b>
Registered office:	Suraj House" Opp.Usmanpura Garden, Ashram Road, Ahmedabad, Gujarat -380014

Name of the member(s) :

Registered address :

Email Id :

Folio No./Client Id :

DP ID :

I/We, being the member (s) of .....shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the 21st day of June, 2018 at 10.30 a.m. at Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380 009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
1	To receive, consider and adopt a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon and b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Auditors thereon.		
2	To appoint a Director in place of Mr. Kunal Tarachand Shah (DIN:00254205) who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint a Director in place of Ms. Shilpa Mangaldas Patel (DIN: 07014883) who retires by rotation and being eligible offers himself for re-appointment		
4	To ratify the appointment of M/s. Rinkesh Shah & Co.,(FRN: 129690W) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration		
5	To approve the remuneration of the Cost Auditor for the financial year 2018-19		
6	To re appointment of Mr. Kunal Tarachand Shah (DIN:00254205) as a Managing Director & Chief Executive Officer of the Company who shall be liable to retire by rotation		
7	To re appointment of Ms. Shilpa Mangaldas Patel (DIN: 07014883) as a Whole time Director of the company who shall be liable to retire by rotation		
8	To approve material related party transactions		

Signed \_\_\_\_\_ this day of \_\_\_\_\_ 2018

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp  
Re. 1/-

Signature of the shareholder  
across Revenue  
Stamp

**SURAJ LIMITED**

CIN: L27100GJ1994PLCO21088

Registered Office: "Suraj House" Opp.Usmanpura Garden, Ashram Road,Ahmedabad, Gujarat -380014  
Email: suraj@surajgroup.com, website:[www.surajgroup.com](http://www.surajgroup.com)

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending : \_\_\_\_\_  
Name of Proxy : \_\_\_\_\_  
Regd. Folio No. : \_\_\_\_\_ DP Id : \_\_\_\_\_  
Client Id\* : \_\_\_\_\_ No. Of shares held: \_\_\_\_\_

I hereby record my presence at the 25th Annual General Meeting of the Suraj Limited, at Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad - 380 009.on Thursday, the 21st day of June, 2018 at 10.30 a.m.

\_\_\_\_\_  
Member's / Proxy's Signature  
(To be signed at the time of handling over the slip)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

.....X.....X.....  
**Route Map of AGM Venue of:  
Suraj Limited  
25th Annual General Meeting,  
Thursday, 21st June 2018  
At 10.30 Am**



**VENUE:**  
**ATMA Hall (Ahmedabad Textile Mills' Association)**  
**Near Gurjari, Ashram Road, Navrangpura,**  
**Ahmedabad - 380009**