

NOTICE

NOTICE IS HEREBY GIVEN THAT the 26th Annual General Meeting of the Members of **SURAJ LIMITED** will be held on **Thursday, 27th June, 2019** at 10:30 a.m. 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, 2019 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, 2019 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Shah (DIN: 00254255) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Gunvant Shah (DIN: 00254292) who retires by rotation and being eligible offers himself for re-appointment.
4. To partially modify the resolution related to appointment of Statutory Auditors and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, as amended by the Companies (Amendment) Act 2017, effective from May 7, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement of seeking ratification of appointment of Statutory Auditors, M/s. Rinkesh Shah & Co., Chartered Accountants at every Annual General Meeting, from the resolution passed at the 24th Annual General Meeting of the Company held on 20th June, 2017."

SPECIAL BUSINESS:

5. **To approve the remuneration to M/s Kiran J. Mehta & Co., Cost Accountant, Ahmedabad (FRN:00025), the Cost Auditors of the Company for the Financial year 2019-2020:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution

"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 & Co.**, 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 2019-20 be paid the remuneration of ₹ 1,00,000/-(Rupees One Lakh only) plus GST for the year 2019-20 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 approve managerial remuneration as prescribed under schedule V of the act in this regard To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and the Articles of Association of the Company, Subject to such approvals as may be necessary , the consent of the member of the Company in general meeting, be and is hereby accorded to increase Remunerations Limit in the Situation of no Profit or its Profit are Inadequate to the Managing Director/Whole time Director/Executive Director of the Company under the Section- II of The Schedule-V of Companies Act 2013, up to ₹ 1,68,00,000/ - p.a (Rupees One Crore Sixty eight Lacs Only) as per MCA Notification dated 12th September, 2018."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of remuneration of Managing Director/Whole time Director/Executive Director subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

7. To approve material related party transactions:-

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution;

"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 FY-2018-19 and such approval is further accorded to an increase of up to 25% 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: 02.05.2019

Place: Ahmedabad

Registered Office:

'Suraj House',

Opp. Usmanpura Garden,

Ashram Road, Ahmedabad-380014

CIN NO: L27100GJ1994PLC021088

By the order of the Board

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 14th June 2019 to 27th June 2019 (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. Pursuant to Sections 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government. The Company during the year has transferred a sum of ₹2,29,859/- being unclaimed dividend amount for the financial year 2010-11 to the Investor Education and Protection Fund of the Central Government. The shareholders who have not claimed their dividend for the financial year 2011-12 are requested to claim their dividend on or before 29th October, 2019, failing which it would be transferred to IEPF after 30th October, 2019 and no claim shall lay against the Company for the said amount of unclaimed dividend so transferred. The details of unclaimed dividends are available on the Company's website at www.surajgroup.com.

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF. The Company timely sent individual intimation to all such shareholders. All such Shareholders are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to Demat Account of IEPF and no claim shall lay against the Company. The Shareholders thereafter need to claim their shares from IEPF Authority by filing E-Form-5 and by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).
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 26th AGM is annexed.
20. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.surajgroup.com and also on the website of the respective Stock Exchanges at 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 14th June, 2019 (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. 14th June, 2019, 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 24th June, 2019 at 10.00 a.m. and ends on 26th June, 2019 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 14th June, 2019, 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. 14th June, 2019.

(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 : The voting period begins on **24th June, 2019 at 10.00 a.m. and ends on 26th June, 2019 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 **14th June, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 2 : The shareholders should log on to the e-voting website www.evotingindia.com.

Step 3 : Click on Shareholders.

Step 4 : 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 5 : Next enter the Image Verification as displayed and Click on Login.

Step 6 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

Step 7 : If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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).

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : 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 10 :** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Step 11 :** Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- Step 12 :** 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 13 :** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- Step 14 :** 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 15 :** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Step 16 :** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- Step 17 :** 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 18 :** Shareholders can also use Mobile app - "m - Voting" for e voting. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

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 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.
- After receiving the login details, 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 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.

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, under help section or write an email to 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 2019-20 be paid the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus GST for the year 2019-20 the Board has also approved the same.

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.

The Board accordingly recommends the resolution at item No. 5 of this Notice for the approval of Members.

None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at item No. 5 of this Notice.

Item No. 6:

The Member may note that the board of director of the Company at their meeting, approve the maximum Remuneration of all Managerial Persons of the Company under the limit as prescribed in schedule V of Companies Act, 2013 up to ₹ 1,68,00,000/- P.a (Rupees One Crore Sixty eight Lacs Only) as per MCA Notification dated 12th September, 2018, subject to approval of shareholders at this Annual General Meeting.

Where in any financial year during the currency of tenure of Managerial person, a company has no profit or its profits are inadequate, it may pay remuneration to the managerial person not exceeding the higher of the Limit as Prescribed in Schedule-V of Companies Act, 2013. Further if the resolution passed by the shareholder is a special resolution, this limit shall be up to ₹ 1,68,00,000/- p.a (Rupees One Crore Sixty eight Lacs Only).

Since company is with less operating Profit during the year, shareholders approval required for the above proposal, hence this proposal is placed before the shareholders for approval through special resolution. None of directors, Except (1) Mr. Ashok Shah (2) Mr. Gunavnt Shah (3) Mr. Kunal Shah (4) Ms. Shilpa Patel, is in any way concerned or interested in the aforesaid resolution and recommend your acceptance thereof in the interest of the company.

Item No. 7:

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. 2018-2019 (In lakhs)	Projected Transactions Proposed for Approval		
		For the F.Y. 2019-2020 (In lakhs)	For the F.Y. 2020-2021 (In lakhs)	For the F.Y. 2021-2022 (In lakhs)
Purchase of Goods	1333.49	Increase 25% on 2019	Increase 25% on 2020	Increase 25% on 2021
Sales of Goods	1506.25			

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 is, 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: 02.05.2019

Place: Ahmedabad

Registered Office:

'Suraj House',

Opp. Usmanpura Garden,

Ashram Road, Ahmedabad-380014

CIN NO: L27100GJ1994PLC021088

By the order of the Board

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]

26th Annual General Meeting - 27th day of June, 2019, at 10.30 A.M.



SURAJ LIMITED

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:	SURAJ LIMITED
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) ofshares 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 26th Annual general meeting of the company, to be held on the 27th day of June, 2019 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 31 st March, 2019 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 31 st March, 2019 and the reports of the Auditors thereon.		
2	To appoint a Director in place of Mr. Ashok Shah (DIN: 00254255) who retires by rotation and being eligible offers himself for re-appointment		
3	To appoint a Director in place of Mr. Gunvant Shah (DIN: 00254292) who retires by rotation and being eligible offers himself for re-appointment		
4	To partially modify the resolution related to appointment of Statutory Auditors and if thought fit, to pass the following resolution as an Ordinary Resolution.		
5	To approve the remuneration of the Cost Auditor for the financial year 2019-20		
6	To approve managerial remuneration as prescribed under schedule V of the act in this regard To consider and if thought fit, to pass with or without modification(s)		
7	To approve material related party transactions		

Signed _____ this day of _____ 2019

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp
Re. 1/-

Signature of the shareholder
across Revenue
Stamp



CIN : L27100GJ1994PLCO21088

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

Email: suraj@surajgroup.com, website: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 26th 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 27th day of June, 2019 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.

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**Route Map AGM Venue of:
Suraj Limited
26th Annual General Meeting
Thursday, 27th June, 2019
At. 10:30 a.m.**



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