



CERTIFICATE ON FIRM FINANCIAL ARRANGEMENT

To,
The Board of Directors
Suraj Limited
Suraj House, Opp. Usmanpura Garden,
Usmanpura Ahmedabad,
Gujarat 380014 India

Dear Sirs,

Sub: Buyback of equity shares of face value of INR 10 each ("Equity Shares") by Suraj Limited (the "Company"; and the buyback, the "Buyback")

1. We have been informed by the management that the board of directors of the Company, pursuant to their meeting held on August 08, 2022 have decided to undertake the Buyback through the tender offer process, in terms of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, and the rules made thereunder, each as amended ("Companies Act").
2. In connection with the Buyback, we, Rinkesh Shah & Co., the statutory auditors of the Company, have received a request from the Company to provide confirmation on certain matters in relation to the financial resources of the Company for purpose of fulfilling its obligation arising out of or in relation to the Buyback, in accordance with the SEBI Buyback Regulations.
3. This certificate is issued in accordance with the terms of our engagement letter dated August 08, 2022.

Management's Responsibility.

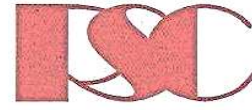
4. The management of the Company is responsible for, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the information and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
5. The Company's management is also responsible for ensuring that the financial arrangements made by the Company would be available before the opening of the Buyback offer and the same will be sourced from the balances of cash and cash equivalents held by the Company. Further, these sources of funds are free from all the encumbrances and shall not be pledged, hypothecated or encumbered and shall be earmarked for the purpose of Buyback.
6. Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buy Back Regulations.

Auditor's Responsibility

7. Pursuant to the requirements of the Buyback, it is our responsibility in accordance with the terms of our engagement letter to provide a limited assurance as to the accuracy and the correctness of the information based on verification of relevant records and documents of the Company.

We have verified the following documents of the Company as on August 10, 2022:

- a. Bank Statement as on August 10, 2022 for current account balances and for fixed deposits.
- b. Details of Lien/encumbrances on the above deposits/balances.



RINKESH SHAH & CO.
CHARTERED ACCOUNTANTS

8. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. In our opinion and to the best of our information, explanations and representations obtained as stated above and verification procedures performed on the records produced to us, the Company in order to fulfil the financial obligations under the Buyback (making payment pursuant to the Buyback to the shareholders of the Company), has adequate and firm financial resources as on August 10, 2022 (verified on the basis of underlying documents and procedures).

Restriction on use

11. The report is addressed to Board of directors and provided solely for the purpose of buy back of shares and can be relied upon by the Manager to the Buyback. This report is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent except that the extracts of this certificate, in full or part, being used in the draft letter of offer and letter of offer, and for submission of this certificate with SEBI by the Manager to the Buyback in relation to the Buyback, as may be required under the applicable law. Rinkesh Shah & Co. shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



Date: August 10, 2022

Place: Ahmedabad

For RINKESH SHAH & Co.
Chartered Accountants
FRN 129690W

CA RINKESH SHAH
Partner
M.No. 131783
UDIN: 22131783AOSKPD2370



Annexure

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares of Suraj Limited in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended based on audited financial statements for the year ended March 31, 2022:

Particulars	As at March 31 2022 (₹ in Lakhs)
A. Issued subscribed and fully paid up capital as at March 31, 2022 19264100 Equity Shares of INR 10/- each fully paid-up	1926.41
B. Free Reserve as at March 31, 2022	
➤ Security Premium	2189.56
➤ General Reserves	244.74
➤ Surplus in Profit and Loss	4527.49
Total Free Reserves	6961.79
C. Total of Paid up Equity Share Capital and Free Reserves (A+B)	8888.20
D. Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	2222.05
E. Maximum amount permissible for buyback under Proviso to clause b of sub section 2 of Section 68 of the Act and Proviso to clause (b) of sub section (i) of Section 5 of the SEBI Buyback Regulations (10% of the total paid-up equity capital and free reserves)	888.82

Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2022 for buyback of equity shares is based on the amounts appearing in the audited financial statements of the Company for the year ended March 31, 2022. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

