

SURAJ INDUSTRIES LTD

Registered Office –Plot no. 2, Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

Email id- secretarial@surajindustries.org; Website- www.surajindustries.org

Telephone No:- 01970-256414

28th September, 2017

To,
BSE Limited,
Phirozee Jeejeboy Towers,
Dalal Street, Mumbai- 400001

Scrip Code: 526211

Subject: Combined Scrutinizer Report for 25th Annual General Meeting

Dear Sir/ Ma'am,

Pursuant to the provisions of all the applicable provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Combined Scrutinizer's Report in respect of passing of Resolution(s) through both e-voting and poll in respect of the 25th Annual General Meeting of the Members of Suraj Industries Ltd held on Wednesday, 27th September, 2017 at 2:00 P.M. at its registered office at Plot No-2, Phase-III, Sansarpur Terrace, Distt. Kangra, Himachal Pradesh- 173212.

You are requested to take on record the above said information.

Thanking you
Yours faithfully
For Suraj Industries Ltd



Bhanumati Ramchandran
(Company Secretary)

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR M/S SURAJ INDUSTRIES LTD**

To,

The Chairman,
M/s Suraj Industries Ltd
Plot No. 2, Phase III Sansarpur Terrace,
Distt. Kangra, Himachal Pradesh - 173212

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 25th Annual General Meeting of M/s Suraj Industries Ltd (the Company) held on 27th day of September, 2017.

Dear Sir,

The Board of Directors of the Company at their meeting held on August 14, 2017 had appointed us as Scrutinizer pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and all other provision as applicable, to conduct the e-voting and voting through poll process for its 25th Annual General Meeting held on 27th day of September, 2017 in fair and transparent manner.

The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting process was commenced on Sunday, 24th September, 2017 at 10:00 A.M. and ended on Tuesday, 26th September, 2017 at 5:00 P.M. The e-voting results were unblocked by using presence of two witnesses.

1. As on the cut-off date 20th September, 2017, there were 16,724 shareholders of the Company who were entitled to vote on the resolutions as mentioned in the notice of 25th Annual General Meeting of the Company. At the 25th Annual General Meeting of the company held on 27th September, 2017, the chairman of the company had suo-moto called for a poll for those members who are present in the general meeting and have not cast their vote through e-voting process.
2. After the time fixed for closing of the poll by the chairman, ballot box kept for polling were locked in our presence with due identification marks placed by us.
3. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company. The votes cast through remote e-voting were thereafter unlocked in the presence of two witnesses.
4. We did not find any Poll papers invalid.
5. The combined results of e-voting and poll conducted at AGM are summarized as under:



ORDINARY BUSINESS

RESOLUTION NO. 1: ORDINARY RESOLUTION

For Adoption of Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up shares of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|--|
| 8 | 3714940 | 31 | 996800 | 4711740 | 100 | 64.17% |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up share capital of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|---|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Poll/Ballot papers | No. of votes cast (Shares) – Poll/Ballot papers | Total no. of votes cast through E-voting and poll/Ballot papers |
|----------------------------------|-------------------------------------|--|---|---|
| 0 | 0 | 0 | 0 | 0 |

RESULT

As no member cast his/her vote against the resolution, therefore we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



RESOLUTION NO. 2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Syed Azizur Rahman (DIN00242790) who retires by rotation and being eligible, offers himself for re-appointment.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up shares of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|--|
| 8 | 3714940 | 31 | 996800 | 4711740 | 100 | 64.17 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up share capital of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|---|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Poll/Ballot papers | No. of votes cast (Shares) – Poll/Ballot papers | Total no. of votes cast through E-voting and poll/Ballot papers |
|----------------------------------|-------------------------------------|--|---|---|
| 0 | 0 | 0 | 0 | 0 |

RESULT

As no member cast his/her vote against the resolution, therefore, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



RESOLUTION NO. 3: ORDINARY RESOLUTION

To Appoint M/s Satendra Rawat & Company, Chartered Accountants, (Firm Reg. No. 008298C) as Statutory Auditor for a tenure of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meetings of the company to be held in the year 2022 subject to ratification by members in every annual general Meeting on such remuneration agreed by the Board of Directors

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up shares of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|--|
| 8 | 3714940 | 31 | 996800 | 4711740 | 100 | 64.17 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up share capital of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|---|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Poll/Ballot papers | No. of votes cast (Shares) – Poll/Ballot papers | Total no. of votes cast through E-voting and poll/Ballot papers |
|----------------------------------|-------------------------------------|--|---|---|
| 0 | 0 | 0 | 0 | 0 |

RESULT

As no member cast his/her vote against the resolution, therefore, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



SPECIAL BUSINESS:

RESOLUTION NO.4: SPECIAL RESOLUTION

To borrow money for the purpose of company's business from time to time, with or without security in excess of aggregate of the paid up share capital and free reserves of the company (apart from temporary loan, upto an aggregate amount of Rs. 100 crores (Rupees One Hundred Crores only).

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up shares of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|--|
| 8 | 3714940 | 31 | 996800 | 4711740 | 100 | 64.17 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up share capital of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|---|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Poll/Ballot papers | No. of votes cast (Shares) – Poll/Ballot papers | Total no. of votes cast through E-voting and poll/Ballot papers |
|----------------------------------|-------------------------------------|--|---|---|
| 0 | 0 | 0 | 0 | 0 |

RESULT

As no member cast his/her vote against the resolution, therefore, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



RESOLUTION NO. 5: ORDINARY RESOLUTION

To Appoint Mr. NazirBaig (DIN: 07468989) as Independent Director of the Company for a term upto 5 years from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retire by rotation

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up shares of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|--|
| 8 | 3714940 | 31 | 996800 | 4711740 | 100 | 64.17 |

(II) VOTED AGAINST THE RESOLUTION:

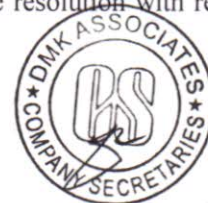
| No. of Members voted in E-voting | No. of votes Cast (Shares)- E Voting | No. of Members/ Proxies voted – Poll/Ballot Papers | No. of votes cast (Shares) – Poll/Ballot Papers | Total no. of votes cast(shares) through E-voting and poll/Ballot Papers | % of total number of valid votes cast | % age of paid - up share capital of the Company |
|----------------------------------|--------------------------------------|--|---|---|---------------------------------------|---|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Poll/Ballot papers | No. of votes cast (Shares) – Poll/Ballot papers | Total no. of votes cast through E-voting and poll/Ballot papers |
|----------------------------------|-------------------------------------|--|---|---|
| 0 | 0 | 0 | 0 | 0 |

RESULT

As no member cast his/her vote against the resolution, therefore, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



The relevant records relating to E-Voting & Poll Papers were sealed and handed over to the Company Secretary authorized by the Board for safe keeping and a Soft copy of record containing a list of equity shareholders who voted in E voting and Poll Process in "For"/ "Against" is enclosed.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**



**DEEPAK KUKREJA
PARTNER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
New Delhi - 110060
FCS No: 4140
CP No: 8265**



**Date : 28.09.2017
Place : New Delhi**



**Syed Azizur Rahman
Signed by Chairman,
(Chairman of the Meeting)**