

DEEPAK KUKREJA & ASSOCIATES

C O M P A N Y S E C R E T A R I E S

CONSOLIDATED SCRUTINIZER'S REPORT SURAJ INDUSTRIES LTD

To,

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

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the 28th Annual General Meeting of M/s Suraj Industries Ltd held on Tuesday 29th September, 2020 at 2:00 p.m. through Video Conferencing ('VC') / other audio visual means ('OAVM').

Dear Sir,

- 1) The Board of the Company at its meeting held on September 02, 2020 had appointed me as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at its 28th Annual General Meeting ("AGM") in fair and transparent manner.
- 2) The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting (Remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 3) The Remote e-voting process was started on Saturday, the 26th September, 2020 from 10:00 A.M. and ended on Monday, the 28th day of September, 2020 at 5.00 P.M.
- 4) On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses not in the employment of the company and were counted.
- 5) I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
- 6) As on September 22nd 2020 the cut-off date, there were 15558 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the



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shareholders through remote e-voting as well as e-voting facility provided at the 28th AGM of the Company.

- 7) The Management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in Notice calling AGM.
- 8) My responsibility as Scrutinizer for e-voting process (Remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- 9) I now submit my consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of said resolutions.

ORDINARY BUSINESS

RESOLUTION NO. 1 – ORDINARY RESOLUTION

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of Board of Directors and Auditors' thereon.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01



(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I 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

Appointment of Mrs. Shuchi Bahl (02332887) as director who retires by rotation and offers herself for re-appointment

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I 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.

SPECIAL BUSINESS

RESOLUTION NO. 3- ORDINARY RESOLUTION

To consider and approve the Appointment of Mr. Suraj Prakash Gupta (DIN: 00243846), as Managing Director of the Company:

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I 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.

RESOLUTION NO. 4- ORDINARY RESOLUTION

To consider and approve the Appointment of Mr. Alok Ranjan (DIN: 08254398) as a Non-Executive Independent Director of the Company for a term upto five consecutive years effective from August 13, 2019:



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(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary 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- SPECIAL RESOLUTION

Adoption of new set of Article of Association in line with Companies Act 2013 in substitution of the existing Articles of Association of the Company:

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99



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(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, I 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.

RESOLUTION NO. 6- SPECIAL RESOLUTION

To consider and approve to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in favour of NBFCs/ Banks/ Central or State Government Departments/ Central or State Government undertakings/ State and other Financial Institutions/Body Corporates, together with interest, cost, charges and expenses thereon upto an amount of Rs. 100 Crores.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
41	5010618	99.99

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
01	200	0.01



(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, therefore, I report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

- 10) The electronic data and other relevant records relating to e -voting are under my safe custody until the chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours Sincerely

**FOR DEEPAK KUREJA & ASSOCIATES
COMPANY SECRETARIES**



(DEEPAK KUREJA)
Proprietor
B.Com., FCS, LL.B., ACIS (UK), IP.
FCS No: 4140
CP No: 8265



UDIN: F004140B000822177
Date : 30.09.2020
Place : New Delhi

(SURAJ PRAKASH GUPTA)
CHAIRMAN
SURAJ INDUSTRIES LIMITED