




To
The Board of Directors
Suraj Industries Limited

Sub: Proposed Preferential Issue of 13,64,000 Equity shares of face value of Rs. 10/- each and up to 19,89,000 Fully Convertible Warrants ("Warrants") by Suraj Industries Limited ("the Company") in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

In connection with the proposed issuance of 13,64,000 Equity shares of face value of Rs. 10/- each and up to 19,89,000 Fully Convertible Warrants by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') as approved by the Board of Directors of the Company in their meeting held on February 04, 2021 and in terms of sub-para 2 of para 163 of Part III of chapter V of the Security and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations"), we hereby certify that the proposed preferential issue is being made in accordance with ICDR Regulations, as applicable to the preferential issue.

For Satendra Rawat & Company
Chartered Accountants
Firm Registration No.: 008298C


(CA. Satendra Rawat)
Partner
Membership No.:074126



Place: Delhi

Date: 04.02.2021

UDIN: 21074126 AAAACZ6227