

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a registered Equity Shareholder/ Beneficial Owner of Suraj Limited (hereinafter referred as “the Company”) as on the Record Date (as defined below) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e., Beeline Capital Advisors Private Limited, or the Registrar to the Buyback Offer i.e., Bigshare Services Private Limited. Please refer to the section on “Definitions of Key Terms” on Page No. 3 of this Letter of Offer for the definitions of the capitalized terms used herein.



SURAJ LIMITED

Corporate Identification Number (CIN): L27100GJ1994PLC021088

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

Contact Person: Mr. Maunishkumar Sanatkumar Gandhi (Company Secretary and Compliance Officer)

Contact No.: 079 - 2754 0720 / 2754 0721; **Fax:** 079 – 2754 0722; **Email Id:** secretary@surajgroup.com; **Website:** www.surajgroup.com

OFFER TO BUYBACK OF UPTO 9,00,000 (NINE LAKH) FULLY PAID-UP EQUITY SHARES OF THE COMPANY, HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH (“EQUITY SHARES”), REPRESENTING 4.67% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP SHARE CAPITAL OF THE COMPANY, FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON AUGUST 20, 2022 (RECORD DATE) ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” ROUTE AT A PRICE OF ₹ 77/- (RUPEES SEVENTY SEVEN ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 6,93,00,000/- (RUPEES SIX CRORE NINETY THREE LAKH ONLY) EXCLUDING TRANSACTION COSTS.

- 1) The Buyback is in accordance with Article 29 of the Articles of Association of the Company and pursuant to Sections 68, 69, 70 and any other applicable provisions, if any, of the Companies Act, and the rules framed thereunder including the Share Capital Rules, Management Rules, to the extent applicable, Buyback Regulations read with the SEBI Circulars and the Listing Regulations, and including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the SEBI, ROC, BSE and/ or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 2) The Buyback Size represents 7.80% of the aggregate of the total paid-up equity share capital and free reserves as per the latest audited financial statements of the Company as at March 31, 2022, and is the statutory limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on financial statements of the Company, under the board approval route as per the provisions of the Companies Act and Buyback Regulations.
- 3) The Letter of Offer will be sent to the Equity Shareholder(s) / Beneficial Owner(s) of Equity Shares as on the Record Date i.e., August 20, 2022 in accordance with the Buyback Regulations and such other circulars or notifications, as may be applicable.
- 4) The procedure for tendering shares and settlement is set out in paragraph 20 (Procedure for Tendering Shares and Settlement) on Page No. 29 of this Letter of Offer. The form of acceptance cum acknowledgement (“Tender Form”) along with share transfer form (“Form SH-4”) is enclosed together with this Letter of Offer.
- 5) The procedure for Acceptance is set out in paragraph 19 (Process and Methodology for the Buyback) on Page No. 26 of this Letter of Offer. The payment of consideration is in cash to the Eligible Shareholders. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.29 (Method of Settlement) on Page No. 35 of this Letter of Offer.
- 6) A copy of the Public Announcement, the Draft Letter of Offer and the Letter of Offer (along with the Tender Form and Form SH-4) shall be available on the website of the Company (www.surajgroup.com) and is expected to be available on the websites of SEBI (www.sebi.gov.in), BSE (www.bseindia.com), and Registrar to the Buyback (www.bigshareonline.com).
- 7) Eligible Shareholders are advised to read the Letter of Offer and in particular, refer to paragraph 17 (Details of Statutory Approvals) on Page No. 25 of this Letter of Offer and paragraph 21 (Note on Taxation) on Page No. 36 of this Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK PROGRAMME

BUYBACK OPENS ON: WEDNESDAY, SEPTEMBER 14, 2022

BUYBACK CLOSES ON: TUESDAY, SEPTEMBER 27, 2022

LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK: TUESDAY, SEPTEMBER 27, 2022 BY 5:00 PM (IST)

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



BEELINE CAPITAL ADVISORS PRIVATE LIMITED

SEBI Registration Number: INM000012917

Address: 807, Phoenix, Opp. Girish Cold Drinks, Near Vijay Cross Roads, Navrangpura, Ahmedabad -380009, Gujarat.

Telephone Number: 079 4840 5357

Email Id: mb@beelinemb.com

Investors Grievance Id: ig@beelinemb.com

Website: www.beelinemb.com

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

BIGSHARE SERVICES PRIVATE LIMITED

SEBI Registration Number: INR000001385

Address: Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Maharashtra, India

Telephone Number: 022 – 6263 8200

E-mail Id: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Swapnil Kate

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1. SCHEDULE OF ACTIVITIES OF THE BUYBACK OFFER

| Activities | Schedule | |
|--|-----------|--------------------|
| | Day | Date |
| Date of Board Meeting approving the proposal for the Buyback | Monday | August 08, 2022 |
| Date of the Public Announcement for the Buyback | Wednesday | August 10, 2022 |
| Date of publication of the Public Announcement for Buyback | Thursday | August 11, 2022 |
| Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders | Saturday | August 20, 2022 |
| Buyback Opening Date | Wednesday | September 14, 2022 |
| Buyback Closing Date | Tuesday | September 27, 2022 |
| Last date of receipt of completed Tender Form and other specified documents by the Registrar | Tuesday | September 27, 2022 |
| Last date of verification of Tender Forms by Registrar to the Buyback | Tuesday | October 04, 2022 |
| Last date of intimation to the Designated Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar | Thursday | October 06, 2022 |
| Last date of completion of settlement of bids by the Clearing Corporation/ Designated Stock Exchange | Friday | October 07, 2022 |
| Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ unblocking/ return of unaccepted Equity Shares by Designated Stock Exchange to Eligible Shareholders/ Seller Broker | Friday | October 07, 2022 |
| Last date for payment of consideration to Eligible Shareholders who participated in the Buyback | Friday | October 07, 2022 |
| Last Date of Extinguishment of Shares bought back | Friday | October 14, 2022 |

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

- 2.1.** This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.
- 2.2.** The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, 2013, the Depositories Act, 1996, and the rules and regulations made thereunder.

| Term / Abbreviation | Description |
|--|--|
| Acceptance / Accept / Accepted | Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback |
| Act or Companies Act | The Companies Act, 2013, as amended and rules framed thereunder |
| Acquisition Window | The facility for acquisition of Equity Shares through the mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with SEBI Circulars |
| Additional Equity Shares | Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date |
| Articles or Articles of Association | Articles of Association of the Company, as amended from time to time |
| Board or Board of Directors | Board of Directors of the Company, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by the resolution passed by the Board at its meeting held on August 08, 2022 |
| Board Meeting | Meeting of the Board held on August 08, 2022 inter alia to approve the Buyback |
| BSE | BSE Limited |
| Buyback or Buyback Offer or Offer | Offer to Buyback upto 9,00,000 (Nine Lakh) Equity Shares at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share payable in cash from the Eligible Shareholders on a proportionate basis through the Tender Offer route in terms of the Buyback Regulations read with SEBI Circulars |
| Buyback Closing Date | Tuesday, September 27, 2022 |
| Buyback Entitlement or Entitlement | The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buyback applicable in the category to which such Eligible Shareholder belongs |
| Buyback Opening Date | Wednesday, September 14, 2022 |

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| Buyback Price or Buyback Offer Price | Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 77/- (Rupees Seventy Seven Only) per Equity Share, payable in cash |
| Buyback Period | The period between the date of the Board Meeting to approve the Buyback i.e., August 08, 2022 and the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback |
| Buyback Regulations | SEBI (Buy-Back of Securities) Regulations, 2018, as amended from time to time |
| Buyback Size or Offer Size | Maximum number of Equity Shares proposed to be bought back not exceeding 9,00,000 (Nine Lakh) Equity Shares multiplied by the Buyback Price i.e., ₹ 77/- (Rupees Seventy Seven Only) per Equity Share aggregating to an amount not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only). The Buyback Offer Size excludes Transaction Costs. |
| BSE | BSE Limited |
| CIN | Corporate Identity Number |
| Clearing Corporation / ICCL | Indian Clearing Corporation Limited |
| “Company” or “Our Company” or “we” or “us” or “our” | Suraj Limited |
| Company’s Broker | Swastika Investmart Limited |
| Company Demat Account | A demat account of the Company wherein demat shares bought back in the Buyback would be transferred |
| Compliance Officer | Mr. Maunishkumar Sanatkumar Gandhi |
| Draft Letter of Offer / DLoF | The draft letter of offer dated August 10, 2022 filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations |
| Depositories | Collectively, Central Depository Services (India) Limited and National Securities Depository Limited |
| Designated Stock Exchange | BSE |
| Director(s) | Director(s) of the Company |
| DIN | Director Identification Number |
| DP | Depository Participant |
| Equity Share(s) or Share(s) | Fully paid-up Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each |
| Eligible Person(s) or Eligible Shareholder(s) | Equity Shareholders eligible to participate in the Buyback and would mean all Equity Shareholders/ Beneficial Owners of the Equity Shares of the Company on the Record Date, being August 20, 2022, and do not include such Equity Shareholders/ Beneficial Owners of the Equity Shares who are not permitted under the applicable law to tender Equity Shares in the Buyback |
| Escrow Account | Escrow account titled “ Suraj Limited – Buyback Escrow Account 2022 ” opened with the Escrow Agent in accordance with Buyback Regulations |
| Escrow Agent | Axis Bank Limited |
| Escrow Agreement | The escrow agreement dated August 25, 2022 entered into between the Company, the Escrow Agent and the Manager to the Buyback |
| FATCA | Foreign Account Tax Compliance Act |
| FEMA | Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder |
| FII(s) | Foreign Institutional Investor(s) |
| FPI(s) | Foreign Portfolio Investor(s) |
| General Category | Eligible Shareholders other than the Small Shareholders |
| IPV | In person verification |
| IT Act / Income Tax Act | The Income Tax Act, 1961, as amended |
| Letter of Offer / LoF | This Letter of Offer dated September 05, 2022 to be filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations and incorporating comments received from SEBI on the Draft Letter of Offer, if any |
| Listing Regulations | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time |
| “Manager to the Buyback” or “Manager to the Offer” or “Manager” | Beeline Capital Advisors Private Limited |
| Management Rules | Companies (Management and Administration) Rules, 2014, as amended |
| Memorandum of Association or MOA | Memorandum of Association of the Company, as amended from time to time |
| N.A. / NA | Not Applicable |

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| Non-Resident Shareholders | Includes non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), FII/ FPI etc. |
| Offer Period or Tendering Period | Period of 10 (ten) Working Days from the Buyback Opening Date i.e., Wednesday, September 14, 2022 to Buyback Closing Date i.e., Tuesday, September 27, 2022 (both days inclusive) |
| OSV | Original seen and verified |
| PA or Public Announcement | The public announcement dated August 10, 2022, made in accordance with the Buyback Regulations, published on August 11, 2022, in the newspapers set out in paragraph 5 (Details of Public Announcement) of this Letter of Offer |
| PAN | Permanent Account Number |
| Promoter Group | The promoter and promoter group of the Company as defined under (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended |
| RBI | Reserve Bank of India |
| Record Date | The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is August 20, 2022 |
| “Registrar to the Buyback” or “Registrar to the Offer” or “Registrar” | Bigshare Services Private Limited |
| Reserved Category | The Small Shareholders eligible to tender Shares in the Buyback |
| ROC | Registrar of Companies, Ahmedabad |
| SEBI | Securities and Exchange Board of India |
| SEBI Circulars | SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force |
| Seller Member or Seller Broker | The stockbroker (who is member of the Designated Stock Exchange) of an Eligible Shareholder through whom the order for selling the Equity Shares of Eligible Shareholders will be placed in the Acquisition Window |
| Small Shareholder | As defined under Regulation 2(i)(n) of the Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000/- (Rupees Two Lakh Only), on the basis of closing price on the recognized stock exchange registering the highest trading volume as on the Record Date |
| Share Capital Rules | Companies (Share Capital and Debentures) Rules, 2014, as amended |
| Shareholders or Equity Shareholders or Members or Beneficial Owners | Holders of Equity Shares and includes beneficial owners thereof |
| Stock Exchange Mechanism | The “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circulars |
| Tender Form | Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholder(s) to participate in the Buyback |
| Tender Offer | Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations |
| Transaction Costs | Brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. |
| TRS | Transaction Registration Slip generated by the exchange bidding system |
| Working Day | Working day as defined in the Buyback Regulations |

2.3. Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this LoF are to page numbers and paragraph numbers of this LoF.

Currency and Units of Presentation

All references to “Rupee(s)”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this LoF is derived from our audited financial statements for the fiscal years 2022, 2021 and 2020.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "Fiscal", "Fiscal Year" or "FY").

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this LoF is derived from the website of BSE.

3. DISCLAIMER CLAUSE

3.1. As required, a copy of this LoF has been submitted to SEBI. It is to be distinctly understood that submission of this LoF to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the LoF. The Manager to the Buyback, Beeline Capital Advisors Private Limited, has certified that the disclosures made in the LoF are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the LoF, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Beeline Capital Advisors Private Limited, has furnished to SEBI a due diligence certificate dated August 10, 2022 in accordance with Buyback Regulations which reads as follows:

"We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the public announcement dated August 10, 2022 for the Buyback ("Public Announcement") which was published on August 11, 2022 and the DLoF dated August 10, 2022 ("Draft Letter of Offer / DLoF"). On the basis of such examination and the discussions with the Company, we hereby state that:

3.2.1 the Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buyback;

3.2.2 all the legal requirements connected with the said Buyback including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;

3.2.3 the disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well-informed decision in respect of the Buyback offer; and

3.2.4 funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended."

3.3. The filing of the LoF with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

3.4. The members of the Promoter Group / Board of Directors declare and confirm that no information / material likely to have a bearing on the decision of Eligible Shareholders has been suppressed / withheld and/or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and/or amounts to a mis-statement / mis-representation, the members of the Promoter Group and the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

3.5. The members of the Promoter Group and the Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.6. Disclaimer for persons from the United States of America

The information contained in this LoF is exclusively intended for persons who are not US Persons as defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This LoF does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LoF are requested to inform themselves about, and to observe any such restrictions.

3.7. Disclaimer for persons in foreign countries other than the United States of America

This LoF has not been filed, registered or approved in any jurisdiction outside India. This LoF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buyback to a new or additional requirements or registration. Potential users of the information contained in this LoF are requested to inform themselves about and to observe any such restrictions.

3.8. Important Notice to All Shareholders

This LoF has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this LoF. The Letter of Offer shall be dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date, as per the Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this LoF are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.9. Forward Looking Statements

This LoF contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this LoF, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF RESOLUTION PASSED AT THE BOARD MEETING

The Buyback has been authorized and approved by the Board of Directors at their meeting held on August 08, 2022. The text of the resolution passed by the Board is as follows:

Quote

“RESOLVED THAT in accordance with Article 29 of the Articles of Association of the Suraj Limited (**“Company”**) and pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 as amended and the Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the **“Buyback Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), and including any amendments, statutory modification(s) or re-enactment(s) for the time being in force, and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Ahmedabad (the **“ROC”**), BSE Limited (**“BSE”**), and/or other authorities institutions or bodies (the **“Appropriate Authorities”**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (the **“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this Board resolution), the Board hereby approves the buyback of upto 9,00,000 (Nine Lakh) fully paid-up Equity Shares of the Company, each having a face value of ₹ 10/- (Rupees Ten Only) (**“Equity Shares”**), representing 4.67% of the total number of Equity Shares in the paid-up share capital of the Company, at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share (**“Buyback Price”**) payable in cash for an aggregate amount not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only) (**“Buyback Size”**), being 7.80% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per the latest audited financial statements of the Company as at March 31, 2022 (which is within the statutory limits of 10% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company, based on financial statements of the

Company, under the Board approval route as per the provisions of the Companies Act and Buyback Regulations), on a proportionate basis through the “**tender offer**” route as prescribed under the Buyback Regulations, from all of the Equity Shareholders / beneficial owners of the Company, including the promoters of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “**Promoters**”) who hold Equity Shares as of the record date (the “**Record Date**” and such buyback the “**Buyback**”) and that the Buyback Size does not include transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

RESOLVED FURTHER THAT August 20, 2022 shall be the Record Date for the purposes of determining the entitlement and names of the equity shareholders who would be eligible to participate in the Buyback.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by the SEBI *vide* circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“**SEBI Circulars**”), and the Company shall approach BSE for facilitating the same which shall act as the designated stock exchange.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its securities premium account as may be permitted by law, and the Buyback shall be through tender offer in such manner as may be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in terms of Section 69 of the Companies Act, the Company shall transfer from securities premium account as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback, to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares, including Promoter Group, who hold Equity Shares as on the Record Date (“**Eligible Shareholders**”), will be eligible to participate in the Buyback except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the Eligible Shareholders, on a proportionate basis under the tender offer, provided 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary & Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and

that Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary & Compliance Officer of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the Board hereby takes on record the draft report dated August 08, 2022 issued by Rinkesh Shah & Co, Chartered Accountants, the statutory auditors of the Company, as required under clause (xi) of Schedule I of the Buyback Regulations.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- immediately following the date of board meeting (i.e., August 08, 2022) (“Board Meeting”) there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company’s prospects for the year immediately following the date of Board Meeting, and having regards to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all the Equity Shares of the Company are fully paid-up;
- b) the Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) or convert any outstanding employee stock options / outstanding instruments into Equity Shares, from the date of the Board Meeting till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- c) unless otherwise specifically permitted by any relaxation issued by SEBI and/or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- d) the Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- e) the Company shall not withdraw the Buyback after the DLoF is filed with SEBI or public announcement of the offer to Buyback is made;
- f) the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- g) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- h) the consideration for the Buyback shall be paid by the Company only in cash;
- i) the funds borrowed from banks and financial institutions, if any, will not be used for the Buyback;
- j) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchange(s) or through spot transactions or through any private arrangement in the implementation of Buyback;
- k) there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- l) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

- m) the aggregate amount of the Buyback i.e., not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only) does not exceed 10% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per the latest audited financial statements of the Company as at March 31, 2022;
- n) the maximum number of Equity Shares proposed to be purchased under the Buyback (i.e., 9,00,000 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as per the latest audited financial statements of the Company as at March 31, 2022;
- o) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- p) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- q) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- r) the Buyback shall be completed within a period of one year from the date of passing of the Board resolution approving the Buyback;
- s) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- t) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations;
- u) the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the stock exchange(s);
- v) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- w) as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of Board resolution approving the Buyback till the closing of the Buyback offer.

RESOLVED FURTHER THAT no information / material that is likely to have a bearing on the decision of investors has been suppressed or withheld and/or incorporated in the manner that would amount to a mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information has been suppressed or withheld and/or amounts to a mis-statement / misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of Board be and is hereby accorded for appointment of Beeline Capital Advisors Private Limited, having its registered office at 807, Phoenix, Opp. Girish Cold Drinks, Near Vijay Cross Roads, Navrangpura, Ahmedabad, Gujarat, India – 380009, as Manager to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, Beeline Capital Advisors Private Limited be and is hereby authorized to operate the escrow account and instruct the escrow agent to make the payment of the amount lying to the credit of the escrow account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of the Board be and is hereby also accorded for appointment of Beeline Capital Advisors Private Limited as the Broker to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT Bigshare Services Private Limited be and is hereby appointed as the Registrar to the Buyback, on the terms and conditions as may be mutually decided, and is designated as the investors service centre, as required under Regulation 24(iii) of the Buyback Regulations.

RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the affidavit for declaration of solvency prepared in the prescribed form along with supporting documents, placed before the meeting be and is hereby approved, and that Mr. Kunal Tarachand Shah, Managing Director of the Company and Mr. Ashok Tarachand Shah, Chairman of the Board of Directors, be and are hereby authorized to finalise and sign the same, for and on behalf of the Board, and Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary

& Compliance Officer of the Company, be and is hereby authorised to file the same with ROC and SEBI and or other concerned authorities, as may be necessary in accordance with applicable law.

RESOLVED FURTHER THAT the board of directors are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper as the board may consider to be in the best interests of the Company and its shareholders, including but not limited to the following:

- a) seeking all regulatory approvals required for the Company to implement the Buyback, as applicable;
- b) appointing all intermediaries including but not limited to brokers, registrar, advertising agency, investor service centre, escrow bank, legal advisors, other advisors, depository participant, printers, consultants or representatives; if any, and settlement of terms of appointment including the remuneration for all such intermediaries / agencies / persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements / letters in respect thereof;
- c) opening, operating and closing all necessary accounts, including bank accounts (including escrow account) and entering into agreements with and to give instructions in connection therewith and/ or to delegate the operation of such accounts as required under applicable laws (including the Buyback Regulations), depository accounts (demat account/ trading account/ buyer broker account) and another account as may be necessary for the Buyback and deciding the authorized signatories for such accounts and for the purpose of payment and authorizing persons to operate the said accounts;
- d) entering into escrow arrangements as may be required by the Buyback Regulations and depositing and/or instructing the deposit of the requisite amount into escrow account and finalising the composition/combination of such deposit into escrow account in accordance with the provisions of the Buyback Regulations and the escrow arrangement;
- e) finalizing the terms and timeline of the Buyback including not limited to the schedule of activities, entitlement ratio, opening date and closing date of the offer period and the timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- f) deciding the designated stock exchange;
- g) dealing with the stock exchanges (including their clearing corporation) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circulars;
- h) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, extinguishment of the Equity Shares bought back by the Company and filling of necessary documents in relation to the same;
- i) arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;
- j) preparation, finalizing, signing and filing of public announcement, the DLoF / LoF, all certifications and undertakings and any other document required in relation to the Buyback with the SEBI, ROC, the stock exchange(s) and other Appropriate Authorities;
- k) making all applications to the Appropriate Authorities for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any.
- l) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchange(s), depositories and/or other Appropriate Authorities;
- m) uploading all required information such as details of the Equity Shares bought back on the website of the Company and filing the same with the stock exchange(s) as required under applicable law;
- n) affixing the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company;
- o) settling and resolving any queries raised by the SEBI, stock exchange(s), ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback;
- p) authorizing / appointing persons to represent the Company, if required, before the ROC, SEBI, stock exchange(s), or any other authority in connection with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required;

- q) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the Appropriate Authorities;
- r) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- s) giving such directions as may be necessary or desirable and settling any questions or difficulties whatsoever that may arise in relation to the Buyback;
- t) to settle and resolve any queries or difficulties raised by SEBI, stock exchange(s), ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
- u) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- v) closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- w) dating, making alterations to, additions to, deletions to, variations to, amendments or corrections to and issuing and filing with appropriate statutory/other authorities, the public announcement, DLoF, LoF and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates (if any), and other documents required in connection with the Buyback and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable law and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board; and
- x) doing such other acts, deeds, matters, or things, and executing such documents, forms, letters, confirmations, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED THAT the members of the Board be and are hereby severally authorized to do the following:

- a) to finalize and execute necessary certifications, confirmations, undertakings etc. that may be required to be provided on behalf of the Board in regard to the Buyback;
- b) to finalize, sign, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approval(s) and to represent the Company with the SEBI, stock exchange(s), ROC, National Securities Depository Limited, Central Depository Services (India) Limited and any other regulatory authority in connection with the Buyback;
- c) to incur such other expenses as may be necessary with regard to the Buyback including fees to be paid to SEBI / other regulatory authorities, registrar's fees, fees for demat escrow agent and other intermediaries, fee for any consultants / advisers that may be hired, publication expenses, postage expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. and such other expenses that may be necessary or incidental in this regard.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or any obligation on the Company or the Board to buyback any Equity Shares, or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT any director of the Company and Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file necessary e-forms with the ROC and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees, etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary.

RESOLVED FURTHER THAT Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary & Compliance Officer of the Company, be and is hereby authorised to represent the Company before the Ministry of Corporate Affairs, SEBI, the stock exchange(s), any regulatory / statutory bodies / authorities or any other agencies connected with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified by any of the director or Mr. Maunishkumar Sanatkumar Gandhi, Company Secretary & Compliance Officer of the Company, be forwarded to concerned persons / authority as may be required.

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5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on August 11, 2022 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of Board Meeting (i.e., August 08, 2022):

| Publication | Language | Editions |
|--------------------|-----------------|-----------------|
| Financial Express | English | All |
| Jansatta | Hindi | All |
| Financial Express | Gujarati | Ahmedabad |

The Company will publish further notices or corrigendum, if any, in the above-mentioned newspapers.

The Public Announcement is available on the websites of SEBI (www.sebi.gov.in), the Company (www.surajgroup.com) and BSE (www.bseindia.com).

6. DETAILS OF THE BUYBACK

- 6.1** The Board of Directors, at its meeting held on August 08, 2022, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the proposal for the buyback of upto 9,00,000 (Nine Lakh) Equity Shares, representing 4.67% of the total number of Equity Shares in the paid-up Equity Share capital of the Company, at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only) ("**Buyback Size**") from all of the Equity Shareholders / Beneficial Owners, including the members of the Promoter Group, who hold Equity Shares as of the Record Date on a proportionate basis through "Tender Offer" route as prescribed under the Buyback Regulations, Companies Act, rules framed thereunder including the Share Capital Rules and Management Rules, to the extent applicable, and the Listing Regulations ("**Buyback**").
- 6.2** The Buyback Size represents 7.80% of the aggregate of the total paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as at March 31, 2022, and is within the statutory limit of 10% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company, based on financial statements of the Company, under the board approval route as per the provisions of the Companies Act and Buyback Regulations. Further, since the Company proposes to buyback upto 9,00,000 (Nine Lakh) Equity Shares, representing 4.67% of the total number of Equity Shares in the paid-up share capital of the Company as per its latest audited financial statements as at March 31, 2022, the same is within the 25% limit as per the provisions of the Companies Act and Buyback Regulations.
- 6.3** The Buyback Size does not include Transaction Costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors / legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.
- 6.4** The Buyback is in accordance with Article 29 of the Articles of Association and Sections 68, 69, 70, and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars, and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, BSE and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 6.5** The Equity Shares are listed on BSE. The Buyback shall be undertaken on a proportionate basis from all the Eligible Shareholders through the Tender Offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified by SEBI Circulars. In this regard, the Company will request BSE to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange.
- 6.6** The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

- 6.7** The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.
- 6.8** The Buyback from the Eligible Shareholders who are Non-Resident Shareholders, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and that such approvals shall be required to be taken by such Non-Resident Shareholders.
- 6.9** The aggregate shareholding of the members of the Promoter Group and persons in control of the Company as on the date of the Public Announcement and this LoF is as follows:

| Sr. No. | Name | No. of Equity Shared held | % Shareholding |
|--------------|--|---------------------------|----------------|
| 1 | Ashokkumar Tarachand Shah | 10,77,662 | 5.59% |
| 2 | Kunal Tarachand Shah | 10,30,488 | 5.35% |
| 3 | Gunvantkumar Tarachand Shah | 9,91,600 | 5.15% |
| 4 | Anilaben Ashokkumar Shah | 38,08,679 | 19.77% |
| 5 | Chandrika Kunal Shah | 31,03,839 | 16.11% |
| 6 | Rekhaben Gunvantkumar Shah | 25,17,889 | 13.07% |
| 7 | Chirag Ashokbhai Shah | 2,92,500 | 1.52% |
| 8 | Dixit Ashokkumar Shah | 2,92,500 | 1.52% |
| 9 | Nisha Maheshkumar Jain | 1,80,000 | 0.93% |
| 10 | Dishant Kunalbhai Shah | 5,55,000 | 2.88% |
| 11 | Abhay Gunvantkumar Shah | 2,70,000 | 1.40% |
| 12 | Kapil Gunvant Shah | 2,70,000 | 1.40% |
| 13 | Suraj Impex Private Limited (now Suraj Impex LLP) ⁽¹⁾ | - | - |
| Total | | 1,43,90,157 | 74.70% |

⁽¹⁾ Mr. Ashokkumar Tarachand Shah, Mr. Kunal Tarachand Shah and Mr. Gunvantkumar Tarachand Shah are the designated partners/partners of the LLP.

- 6.10** In terms of the Buyback Regulations, under the Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company namely Mrs. Rekhaben Gunvantkumar Shah, Mrs. Anilaben Ashokkumar Shah and Mrs. Chandrika Kunal Shah, *vide* their letters dated August 08, 2022, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.
- 6.11** The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Director except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.
- 6.12** Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights in the Company of the members of the Promoter Group and persons in control of the Company may change from the existing shareholding of the total Equity Share capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Entitlement, the aggregate shareholding of the members of the Promoter Group and the persons in control of the Company, post Buyback will increase to 75.49% of the post Buyback Equity Share capital of the Company. For further details, please refer to paragraph 13.6 of this LoF. The Promoter / Promoter Group have undertaken that in case there is an increase in shareholding and/or voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the Listing Regulations.
- 6.13** The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 29 of the Articles of Association of the Company and Sections 68, 69, 70, and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars, and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, BSE and/or

other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board. The Board, at its meeting held on August 08, 2022, passed a resolution approving the Buyback.

8. NECESSITY FOR THE BUYBACK

The Buyback is a capital allocation decision taken by the Company. The Buyback will help the Company to distribute a part of the surplus cash to its shareholders holding Equity Shares thereby, optimizing returns to the shareholders and enhancing the overall shareholders' value in longer term and improving the return on equity.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 9.1** We believe that the Buyback is not likely to cause any impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have been otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback (excluding Transaction Costs) would be not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments. With a likely reduction in the Equity Share capital base, the Buyback will likely improve the return on net worth or return on equity ratio.
- 9.2** We believe that the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.
- 9.3** The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.4** The aggregate shareholding of the members of the Promoter Group and person in control of the Company as on the date of the Public Announcement and this LoF is as follows:

| Sr. No. | Name | No. of Equity Shared held | % Shareholding |
|--------------|--|---------------------------|----------------|
| 1 | Ashokkumar Tarachand Shah | 10,77,662 | 5.59% |
| 2 | Kunal Tarachand Shah | 10,30,488 | 5.35% |
| 3 | Gunvantkumar Tarachand Shah | 9,91,600 | 5.15% |
| 4 | Anilaben Ashokkumar Shah | 38,08,679 | 19.77% |
| 5 | Chandrika Kunal Shah | 31,03,839 | 16.11% |
| 6 | Rekhaben Gunvantkumar Shah | 25,17,889 | 13.07% |
| 7 | Chirag Ashokbhai Shah | 2,92,500 | 1.52% |
| 8 | Dixit Ashokkumar Shah | 2,92,500 | 1.52% |
| 9 | Nisha Maheshkumar Jain | 1,80,000 | 0.93% |
| 10 | Dishant Kunalbhai Shah | 5,55,000 | 2.88% |
| 11 | Abhay Gunvantkumar Shah | 2,70,000 | 1.40% |
| 12 | Kapil Gunvant Shah | 2,70,000 | 1.40% |
| 13 | Suraj Impex Private Limited (now Suraj Impex LLP) ⁽¹⁾ | - | - |
| Total | | 1,43,90,157 | 74.70% |

⁽¹⁾Mr. Ashokkumar Tarachand Shah, Mr. Kunal Tarachand Shah and Mr. Gunvantkumar Tarachand Shah are the designated partners/partners of the LLP.

- 9.5** Intention of members of the Promoter Group and persons in control of the Company to participate in the Buyback:

In terms of the Buyback Regulations, under Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company namely Mrs. Rekhaben Gunvantkumar Shah, Mrs. Anilaben Ashokkumar Shah and Mrs. Chandrika Kunal Shah, *vide* their letters dated August 08, 2022, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

- 9.6** The details of the date and price of acquisition/sale of the Equity Shares by the members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

A) Rekhaben Gunvantkumar Shah

| Date of Acquisition / Sale | Nature of transaction | Face Value (in ₹) | Issue price / transfer price per Equity Share (in ₹) | Consideration (Cash, other than cash etc.) | Number of Equity Shares acquired / (sold) |
|--|-----------------------|-------------------|--|--|---|
| Balance as on July 01, 2011 ⁽¹⁾ | - | 10 | - | - | 15,94,600 |
| November 20, 2013 | Buy | 10 | 24.50 | Cash | 9,23,320 |
| December 15, 2017 | Sell | 10 | 39.30 | Cash | (31) |
| Total | | | | | 25,17,889 |

⁽¹⁾Details prior to July 01, 2011 are not available.

B) Anilaben Ashokkumar Shah

| Date of Acquisition / Sale | Nature of transaction | Face Value (in ₹) | Issue price / transfer price per Equity Share (in ₹) | Consideration (Cash, other than cash etc.) | Number of Equity Shares acquired / (sold) |
|--|-----------------------|-------------------|--|--|---|
| Balance as on July 01, 2011 ⁽¹⁾ | - | 10 | - | - | 25,23,800 |
| November 20, 2013 | Buy | 10 | 24.50 | Cash | 12,84,910 |
| December 15, 2017 | Sell | 10 | 39.34 | Cash | (31) |
| Total | | | | | 38,08,679 |

⁽¹⁾Details prior to July 01, 2011 are not available.

C) Chandrika Kunal Shah

| Date of Acquisition / Sale | Nature of transaction | Face Value (in ₹) | Issue price / transfer price per Equity Share (in ₹) | Consideration (Cash, other than cash etc.) | Number of Equity Shares acquired / (sold) |
|--|-----------------------|-------------------|--|--|---|
| Balance as on July 01, 2011 ⁽¹⁾ | - | 10 | - | - | 20,17,100 |
| November 20, 2013 | Buy | 10 | 24.50 | Cash | 10,86,770 |
| December 15, 2017 | Sell | 10 | 39.30 | Cash | (31) |
| Total | | | | | 31,03,839 |

⁽¹⁾Details prior to July 01, 2011 are not available.

- 9.7** The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Director except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback.
- 9.8** Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including the members of the Promoter Group, the aggregate shareholding and the voting rights of the members of the Promoter Group, may increase to 75.49% post Buyback from the current pre Buyback shareholding of 74.70%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 24.51% post Buyback from the current pre Buyback shareholding of 25.30%. The members of the Promoter Group are already in control over the Company and therefore any further increase in the voting rights of the members of the Promoter Group will not result in any change in control of the Company. The Promoter / Promoter Group have undertaken that in case there is an increase in shareholding and/or voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the Listing Regulations.
- 9.9** The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.10** Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of the members of the Promoter Group would undergo a change. Please refer to paragraph 13.6 for further details.
- 9.11** The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders.
- 9.12** The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback.

9.13 Unless otherwise specifically permitted by any relaxation issued by SEBI and/or any other regulatory authority, the Company shall not raise further capital for a period of 1 (one) year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback, except in discharge of its subsisting obligations. Further, the Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Shareholders who have accepted the Buyback. The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

9.14 As per Regulation 24(i)(e) of the Buyback Regulations, the members of the Promoter Group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchange(s) or off-market transactions (including inter-se transfer of Equity Shares among the members of the Promoter Group) from the date of Board Meeting till the closing of the Buyback offer.

9.15 Salient financial parameters consequent to the Buyback based on audited financial statement of the Company for the financial year ended March 31, 2022 are set forth below:

| Parameter | Pre-Buyback | Post-Buyback ⁽¹⁾ |
|------------------------------|-------------|-----------------------------|
| Networth (in ₹ Lakh) | 9,217.03 | 8,524.03 |
| Return on Networth (%) | 3.34 | 3.61 |
| Basic Earnings per share (₹) | 1.56 | 1.65 |
| Book value per share (₹) | 47.85 | 46.42 |
| Price / Earnings Ratio | 40.00 | 37.87 |
| Total Debt / Equity Ratio | 0.71 | 0.77 |

⁽¹⁾The Post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in fractional ignorance, tax on Buyback of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of buyback.

The key ratios have been computed as below:

| Key Ratios | Basis |
|---|--|
| Basic Earnings per share | Net Profit attributable to Equity Shareholders of the Company / Weighted average number of Equity Shares outstanding during the year |
| Book value per share | (Paid-up Share capital + Reserves and Surplus) / Number of Equity Shares subscribed outstanding at year end |
| Total Debt-Equity Ratio | Total Debt includes non-current liability and current Liability/ Net Worth |
| Return on Net Worth excluding revaluation reserves (%) | Total Comprehensive income of the Company / Average Net Worth excluding revaluation reserves |
| Average Net worth | (Net worth of the Company for current year + Net worth of the Company for immediately preceding year) / 2 |
| Price / Earning ratio | Closing market price on BSE as at March 31, 2022 / Basic Earnings per Share for the financial year 2021-2022 |
| Net Worth | Net worth represents the net equity of the company |

(Sources: Audited Financials Statement for the year ended on March 31, 2022 and March 31, 2021)

10. BASIS OF CALCULATING THE BUYBACK PRICE

10.1 The Equity Shares are proposed to be bought back at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share.

10.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share, the trends in the volume weighted average prices and the closing price of the Equity Shares at BSE where the Equity Shares are listed.

10.3 The Buyback price represents:

10.3.1 premium of 18.93% on BSE over the volume weighted average market price of the Equity Shares during the 2 (two) weeks period preceding the date of prior intimation to BSE of the date of the Board Meeting wherein proposal of the Buyback was proposed and approved.

10.3.2 premium of 14.30% on BSE over the volume weighted average market price of the Equity Shares during the 3 (three) months period preceding the date of prior intimation to BSE of the date of the Board Meeting wherein proposal of the Buyback was proposed and approved.

10.3.3 premium of 12.47% on BSE over the volume weighted average market price of the Equity Shares during the 60 (sixty) trading days period preceding the date of prior intimation to BSE of the date of the Board Meeting wherein proposal of the Buyback was proposed and approved.

10.3.4 premium of 5.55% on BSE over the closing price of the Equity Shares as on the date of the Board Meeting.

10.4 The closing market price of the Equity Shares on BSE as on date of the Board Meeting was ₹ 72.95/- (Rupees Seventy Two and Ninety Five Paise Only).

10.5 For trends in the market price of the Equity Shares, please refer to paragraph 16 (Stock Market Data) of this LoF. For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the latest audited financial statements of the Company for the financial year ended March 31, 2022, please refer to paragraph 9.15 of this LoF.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 The maximum amount required for Buyback will not exceed ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only) (excluding Transaction Costs). The Buyback Size constitutes 4.67% of the aggregate of the total paid-up Equity Share capital and free reserves, as per the latest audited financial statements of the Company as at March 31, 2022, which is within the statutory limit of 10% of the total paid-up Equity capital and free reserves of the Company as at March 31, 2022 and is in compliance with Regulation 4(i) of the Buyback Regulations and Section 68(2) of the Companies Act.

11.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

11.3 The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

12. DETAILS OF ESCROW ACCOUNT AND AMOUNT TO BE DEPOSITED THEREIN AND FIRM FINANCIAL ARRANGEMENT

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement has been entered into amongst the Company, Manager to the Buyback and the Escrow Agent on August 25, 2022.

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, an Escrow Account in the name and style “**Suraj Limited – Buyback Escrow Account 2022**” bearing account number 922020045857855 has been opened with the Escrow Agent, namely, Axis Bank Limited having its branch office at Plot No 326, Matru Smriti, Main Linking Road, Khar West, Mumbai, Maharashtra, India – 400052. The Company has deposited an amount of ₹ 7,70,00,000/- (Rupees Seven Crore Seventy Lakhs Only) in the Escrow Account in cash, as security for fulfilment of its obligations under the Buyback, on September 05, 2022 i.e. before the Buyback Opening Date, in compliance with the provisions under Regulation 9(xi) of the Buyback Regulations. In accordance with the Buyback Regulations, the Manager to the Buyback has been empowered to operate the Escrow Account.

12.3 The Company has adequate and firm financial resources to fulfill the obligations under the Buyback. Rinkesh Shah (Membership No. 131783), partner at Rinkesh Shah & Co, Chartered Accountants (Firm Registration No. 129690W) having its office at B/305–304, Fairdeal House, Near Swastik Cross Road, Navarangpura, Ahmedabad, Gujarat, India – 380009 has certified through its certificate dated August 10, 2022 that the Company has adequate and firm financial resources for undertaking and fulfilling all its obligations arising out of or in relation to the Buyback, in accordance with the Buyback Regulations.

12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company as on date of this LoF is as follows:

| Parameters | Pre-Buyback |
|--|--------------------|
| Authorized Share Capital | |
| 2,32,50,000 Equity Shares of ₹ 10/- each | ₹ 23,25,00,000/- |

| Parameters | Pre-Buyback |
|---|-------------------------|
| Total | ₹ 23,25,00,000/- |
| Issued, Subscribed and Fully Paid-Up Share Capital | |
| 1,92,64,100 Equity Shares of ₹ 10/- each | ₹ 19,26,41,000/- |
| Total | ₹ 19,26,41,000/- |

13.2 Assuming full acceptance in the Buyback of 9,00,000 Equity Shares, the capital structure post Buyback would be as follows:

| Parameters | Post Buyback |
|---|-------------------------|
| Authorized Share Capital | |
| 2,32,50,000 Equity Shares of ₹ 10/- each | ₹ 23,25,00,000/- |
| Total | ₹ 23,25,00,000/- |
| Issued, Subscribed and Fully Paid-Up Share Capital[#] | |
| 1,83,64,100 Equity Shares of ₹ 10/- each | ₹ 18,36,41,000/- |
| Total | ₹ 18,36,41,000/- |

[#]The Post Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back post fractional ignorance.

13.3 As on the date of this LoF, the Equity Shares are fully paid up and there are no partly paid-up Equity Shares.

13.4 As on the date of this LoF, there are no convertible debentures or preference shares or any other convertible instruments of the Company.

13.5 The Company has not undertaken any buyback program in the last 3 (three) years.

13.6 The shareholding pattern of the Company before the Buyback (i.e., as on the Record Date), and after the Buyback (assuming full acceptance of 9,00,000 Equity Shares in the Buyback), is as follows:

| Category of Shareholder | No. of Shares (Pre Buyback) | % to the existing Equity Share capital | No. of Shares (Post Buyback) [#] | % to the existing Equity Share capital |
|---|-----------------------------|--|---|--|
| Promoters and persons acting in concert | 1,43,90,157 | 74.70 | 1,38,63,872 | 75.49* |
| Shareholding of the Non Promoter(s): | | | | |
| Foreign Investors (including Non Resident Indians / FIIs / Foreign Nationals / Foreign Corporate Bodies | 1,44,315 | 0.75 | 45,01,664 | 24.51 |
| Financial Institutions / Banks & Mutual Funds / Insurance Co. | 0 | 0 | | |
| Others (Individuals, Bodies Corporate, Employees, etc.) | 47,29,628 | 24.55 | | |
| Total | 1,92,64,100 | 100.00 | 1,83,65,536 | 100.00 |

[#]Assuming the full Acceptance of 9,00,000 Equity Shares in the Buyback in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the Post Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back post fractional ignorance.

*The Promoter / Promoter Group have undertaken that in case there is an increase in shareholding and/or voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the Listing Regulations.

13.7 The aggregate shareholding in the Company of (a) the members of the Promoter Group and persons in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group; and (c) the Directors and key managerial personnel of the Company, as on the date of the Public Announcement, is as follows:

A) Aggregate shareholding of the members of the Promoter Group and persons in control of the Company in the Company:

| Sr. No. | Name | No. of Equity Shares held | % Shareholding |
|---------|-----------------------------|---------------------------|----------------|
| 1 | Ashokkumar Tarachand Shah | 10,77,662 | 5.59% |
| 2 | Kunal Tarachand Shah | 10,30,488 | 5.35% |
| 3 | Gunvantkumar Tarachand Shah | 9,91,600 | 5.15% |
| 4 | Anilaben Ashokkumar Shah | 38,08,679 | 19.77% |

| | | | |
|--------------|--|--------------------|---------------|
| 5 | Chandrika Kunal Shah | 31,03,839 | 16.11% |
| 6 | Rekhaben Gunvantkumar Shah | 25,17,889 | 13.07% |
| 7 | Chirag Ashokbhai Shah | 2,92,500 | 1.52% |
| 8 | Dixit Ashokkumar Shah | 2,92,500 | 1.52% |
| 9 | Nisha Maheshkumar Jain | 1,80,000 | 0.93% |
| 10 | Dishant Kunalbhai Shah | 5,55,000 | 2.88% |
| 11 | Abhay Gunvantkumar Shah | 2,70,000 | 1.40% |
| 12 | Kapil Gunvant Shah | 2,70,000 | 1.40% |
| 13 | Suraj Impex Private Limited (now Suraj Impex LLP) ⁽¹⁾ | - | - |
| Total | | 1,43,90,157 | 74.70% |

⁽¹⁾Mr. Ashokkumar Tarachand Shah, Mr. Kunal Tarachand Shah and Mr. Gunvantkumar Tarachand Shah are the designated partners/partners of the LLP.

B) Aggregate shareholding of the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group in the Company:

| Sr. No. | Name of Body Corporate forming part of the Promoter Group | Name of the Director / Trustee / Partner | No. of Equity Shares | % Shareholding |
|---------|---|--|----------------------|----------------|
| 1 | Suraj Impex Private Limited (now Suraj Impex LLP) | Ashokkumar Tarachand Shah | 10,77,662 | 5.59% |
| | | Kunal Tarachand Shah | 10,30,488 | 5.35% |
| | | Gunvantkumar Tarachand Shah | 9,91,600 | 5.15% |

C) Aggregate shareholding of the Directors and key managerial personnel of the Company in the Company:

| Sr. No. | Name | Designation | No. of Equity Shares | % shareholding |
|---------|--------------------------------|--|----------------------|----------------|
| 1 | Ashokkumar Tarachand Shah | Executive Director and CFO | 10,77,662 | 5.59% |
| 2 | Kunal Tarachand Shah | Managing Director and CEO | 10,30,488 | 5.35% |
| 3 | Gunvantkumar Tarachand Shah | Whole Time Director | 9,91,600 | 5.15% |
| 4 | Shilpa Mangaldas Patel | Whole Time Director | 940 | Negligible |
| 5 | Dipakbhai Himatbhai Shah | Independent Director | 425 | Negligible |
| 6 | Ketan Ratilal Shah | Independent Director | - | - |
| 7 | Anil Kanwal Gidwani | Independent Director | - | - |
| 8 | Rajesh Chimanlal Kharadi | Independent Director | - | - |
| 9 | Maunishkumar Sanatkumar Gandhi | Company Secretary & Compliance Officer | - | - |

13.8 No Equity Shares or other specified securities in the Company were either purchased or sold by (a) the members of the Promoter Group and persons who are in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group; and (c) Directors and key managerial personnel of the Company, during a period of 6 (six) months preceding the date of the Board Meeting, and during the period of 12 (twelve) months preceding the date of the Public Announcement, except the following directors of the Company:

| Name | Aggregate No. of Equity Shares purchased or sold | Nature of transaction | Maximum price per Equity Share (in ₹) | Date of Maximum Price | Minimum price per Equity Share (in ₹) | Date of Minimum Price |
|--------------------------|--|-----------------------|---------------------------------------|-----------------------|---------------------------------------|-----------------------|
| Dipakbhai Himatbhai Shah | (1,000) | Sell | 81.90 | December 08, 2021 | 81.90 | December 08, 2021 |
| | 225 | Buy | 64.00 | July 07, 2022 | 64.00 | July 07, 2022 |

13.9 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including all members of the Promoter Group who have expressed their intention to participate, the aggregate shareholding of the members of the Promoter Group, post Buyback may increase to 75.49% from 74.70%. The Promoter / Promoter Group have undertaken that in case there is an increase in shareholding and/or voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the Listing Regulations.

13.10 There is no ongoing scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.

14. BRIEF INFORMATION OF THE COMPANY

14.1. The Company was originally incorporated under the name and style of 'Reliable Marketing and Finance Private Limited' on January 20, 1994, under the Companies Act, 1956 as a private limited company bearing registration number 01-21088. The name of the Company was changed to 'Reliable Finance Private Limited' vide fresh Certificate of Incorporation dated December 14, 1994, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant to section 44 of the

Companies Act, 1956, the name of the Company was further changed to 'Reliable Finance Limited' and a fresh Certificate of Incorporation dated May 10, 1995 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant to section 21/31/44 of the Companies Act, 1956, the name of the Company was further changed to 'Suraj Finsec Limited' and a fresh Certificate of Incorporation dated August 01, 1997 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant to order by Hon'ble High Court of Gujarat dated April 28, 1999 under section 391/394 of the Companies Act, 1956, the Company was amalgamated with 'Suraj Stainless Limited' and a fresh Certificate of Incorporation dated August 24, 1999 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant to section 21 of the Companies Act, 1956, the name of the Company was further changed to 'Suraj Limited' and a fresh Certificate of Incorporation dated June 24, 2011 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Corporate Identification Number (CIN) of the Company is L27100GJ1994PLC021088.

14.2. Pursuant to the Scheme of Amalgamation of Suraj Stainless Limited with Suraj Finsec Limited as sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad vide order dated April 28, 1999, the Company listed with BSE Limited with effect from April 30, 1996. The Order of the Hon'ble High Court of Gujarat at Ahmedabad was filed with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, pursuant to which, the Registrar of Companies issued fresh Certificate of Incorporation dated August 24, 1999. The Appointed date for the amalgamation was April 01, 1998.

14.3. The Equity Shares of the Company are currently traded in dematerialised form under the Scrip ID: 531638 and Scrip Code: SURAJLTD at BSE. The ISIN of the Equity Shares is INE713C01016. Authorised Share Capital of the Company is ₹ 23,25,00,000/- (Rupees Twenty Three Crore Twenty Five Lakh Only) divided into 2,32,50,000 Equity Shares of ₹10/- each and pre-buyback Paid-up Equity Share Capital is ₹ 19,26,41,000/- (Rupees Nineteen Crore Twenty Six Lakh and Forty One Thousand Only) divided into 1,92,64,100 Equity Shares of ₹ 10/- each.

14.4. History and Growth of Business:

The Company has been engaged in the business of Stainless Steel Seamless Pipes, Tubes and "U" Tubes, Flanges & Fittings with Electro polishing. The Company is a public company domiciled in India. The Company caters to both domestic and international markets.

14.5. Financial Growth

For the financial years ended March 31, 2022, 2021 and 2020, the Company recorded total income of ₹ 34,876.35 Lakh, ₹ 19,238.23 Lakh and ₹ 17,703.47 Lakh, respectively. The net profit after tax for the financial years ended March 31, 2022, 2021 and 2020 was ₹ 300.24 Lakh, ₹137.29 Lakh and ₹ 101.50 Lakh, respectively. For further details on financial information about the Company for the financial years ended March 31, 2022, 2021 and 2020, refer to paragraph 15 (Financial Information about the Company) of this LoF.

14.6. Following is the Equity share capital history of the company since inceptions:

| Date of allotment / date when fully paid-up / date of change* | No. of Equity Share | Face Value per Equity Share | Issue price per Equity Share | Nature of consideration (Cash, Bonus, Consideration other than cash) | Cumulative no. of Shares | Cumulative paid-up Equity Share capital |
|---|---------------------|-----------------------------|------------------------------|--|--------------------------|---|
| September 30, 2006 ⁽¹⁾ | 5,15,000 | 10 | 270 | Cash | 56,69,700 | 5,66,97,000 |
| September 17, 2007 ⁽²⁾ | 1,13,39,400 | 10 | N.A. | Bonus Issue | 1,70,09,100 | 17,00,91,000 |
| September 24, 2010 ⁽³⁾ | 22,55,000 | 10 | N.A. | As per Scheme of Amalgamation approved by the court | 1,92,64,100 | 19,26,41,000 |

*Details prior to September 30, 2006 are not available.

⁽¹⁾ Further Allotment to M/s Bsurivet Bvba (Body Corporate of Belgium).

⁽²⁾ Bonus Issue of 1,13,39,400 Equity Shares in the ratio of 2:1 (Two new Equity Shares for each Share held).

⁽³⁾ Issuance of Shares pursuant to Amalgamation as specified under paragraph 14.2 of this LoF.

14.7. The details of the Board of Directors of the Company as on the date of Public Announcement is as follows:

| Name, Occupation, Age and DIN | Designation | Qualification | Date of Appointment / Re-Appointment | Other Directorships |
|---|--------------------------------------|--|--------------------------------------|--|
| Mr. Ashok Tarachand Shah Occupation: Business Age: 56 years DIN: 00254255 | Chairman, CFO and Executive Director | Bachelor of Commerce from Gujarat Technical University | January 20, 1994 | <ul style="list-style-type: none"> Suraj Impex LLP Suraj Enterprise Private Limited |
| Mr. Kunal Tarachand Shah Occupation: Business Age: 48 years DIN: 00254205 | Managing Director and CEO | Bachelor of Science from Gujarat University | January 20, 1994 | <ul style="list-style-type: none"> Suraj Enterprise Private Limited Suraj Steelmet Private Limited |

| | | | | |
|---|------------------------------------|--|-------------------|--|
| | | | | <ul style="list-style-type: none"> • Suraj Impex LLP |
| Mr. Gunvantkumar Tarachand Shah Occupation: Business Age: 51 years DIN: 00254292 | Whole Time Director | Under Graduate | January 20, 1994 | <ul style="list-style-type: none"> • Suraj Impex LLP • Suraj Enterprise Private Limited • TBS Metal Private Limited |
| Ms. Shilpa Mangaldas Patel Occupation: Business Age: 50 years DIN: 07014883 | Whole Time Director | Bachelor of Arts from Gujarat University | November 13, 2014 | NIL |
| Mr. Dipakbhai Himatbhai Shah Occupation: Professional Age: 64 years DIN: 00565892 | Non-Executive Independent Director | Bachelor of Laws | March 30, 2002 | NIL |
| Mr. Ketan Ratilal Shah Occupation: Professional Age: 61 years DIN: 00583064 | Non-Executive Independent Director | Bachelor of Commerce, Bachelor of Laws and Diploma in Taxation Laws & Practice from Gujarat University | December 31, 2005 | NIL |
| Mr. Anil Kanwal Gidwani Occupation: Professional Age: 54 years DIN: 09019265 | Non-Executive Independent Director | Bachelor of Commerce, Bachelor of Laws and Master of Business Administration from Gujarat University | January 18, 2021 | NIL |
| Mr. Rajesh Chimanlal Kharadi Occupation: Service Age: 61 years DIN: 09019293 | Non-Executive Independent Director | Bachelor of Science from Gujarat University | January 18, 2021 | NIL |

14.8. The details of changes in Board of Directors during the last 3 (three) years preceding the date of the Public Announcement are as under:

| Sr. No | Name | Appointment / Re-Appointment / Resignation | Effective Date | Reason |
|--------|---------------------------------|--|-------------------|--|
| 1. | Mr. Ashok Tarachand Shah | Appointment | June 10, 2020 | Appointment as Chairman of the company. |
| 2. | Mr. Kunal Tarachand Shah | Re-appointment | July 23, 2020 | Re-appointment as a director liable to retire by rotation |
| 3. | Ms. Shilpa Mangaldas Patel | Re-appointment | July 23, 2020 | Re-appointment as a director liable to retire by rotation |
| 4. | Mr. Haren Rameshchandra Desai | Resignation | January 18, 2021 | Resigned as an Independent Director of the company |
| 5. | Mr. Bhupendrasinh Babulal Patel | Resignation | January 18, 2021 | Resigned as an Independent Director of the company |
| 6. | Mr. Anil Kanwal Gidwani | Appointment | January 18, 2021 | Appointment as an Additional Independent Director of the company |
| 7. | Mr. Rajesh Chimanlal Kharadi | Appointment | January 18, 2021 | Appointment as an Additional Independent Director of the company |
| 8. | Mr. Anil Kanwal Gidwani | Appointment | June 24, 2021 | Appointment as an Independent Director of the company |
| 9. | Mr. Ashok Tarachand Shah | Re-appointment | June 24, 2021 | Re-appointment as a director liable to retire by rotation |
| 10. | Mr. Gunvantkumar Tarachand Shah | Re-appointment | June 24, 2021 | Re-appointment as a Whole Time Director liable to retire by rotation |
| 11. | Mr. Haren Rameshchandra Desai | Resignation | December 18, 2021 | Resignation as an Independent Director of the company |
| 12. | Mr, Kunal Tarachand Shah | Re-appointment | May 03, 2022 | Re-appointment as a Managing Director and CEO liable to retire by rotation |
| 13. | Ms. Shilpa Mangaldas Patel | Re-appointment | May 03, 2022 | Re-appointment as a Whole Time Director liable to retire by rotation |

14.9. The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The brief audited financial information of the Company as extracted from the audited results for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 are provided below:

(Amount in ₹ Lakh)

| Particulars | For the year ended on March 31, 2022 | For the year ended on March 31, 2021 | For the year ended on March 31, 2020 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Revenue from operations | 34,372.38 | 18,838.01 | 17569.71 |
| Other Income | 503.97 | 400.22 | 133.75 |
| Total Income | 34,876.35 | 19,238.23 | 17703.46 |
| Total Expenses (excluding Interest, Depreciation & Amortisation, Tax) | 33128.46 | 17473.3 | 15853.53 |
| Interest | 561.10 | 879.78 | 1026.19 |
| Depreciation & Amortisation | 726.28 | 692.92 | 665.06 |
| Profit Before Exceptional Items and Tax | 460.51 | 192.23 | 158.69 |
| Exceptional Items | 0 | 0 | 0 |
| Profit Before Tax from continuing operations | 460.51 | 192.23 | 158.69 |
| Tax Expenses (including Deferred Tax) | 160.27 | 54.94 | 57.18 |
| Net Profit After Tax from continuing operations | 300.24 | 137.29 | 101.50 |
| Net Profit from discontinued operations [Net of tax] | 0 | 0 | 0 |
| Net Profit After Tax | 300.24 | 137.29 | 101.50 |
| Other Comprehensive Income | 2.32 | 0.25 | -15.44 |
| Total Comprehensive Income | 302.56 | 137.54 | 86.06 |

(Amount in ₹ Lakh)

| Particulars | For the year ended on March 31, 2022 | For the year ended on March 31, 2021 | For the year ended on March 31, 2020 |
|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Equity Share capital | 1,926.41 | 1,926.41 | 1,926.41 |
| Other Equity | 7,290.62 | 6,988.07 | 6,850.52 |
| Net Worth | 9,217.03 | 8,914.48 | 8,776.93 |
| Debt, excluding working capital loans | 0 | 0 | 0 |
| Total Debt | 3,548.25 | 5,581.83 | 8,070.94 |
| Secured loans | 3,228.25 | 5,271.83 | 6,970.94 |
| Unsecured loans | 320.00 | 310.00 | 1,100.00 |

(Amount in ₹, except certain ratios)

| Key Ratios | For the year ended on March 31, 2022 | For the year ended on March 31, 2021 | For the year ended on March 31, 2020 |
|----------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Basic earnings per share | 1.56 | 0.71 | 0.53 |
| Diluted earnings per share | 1.56 | 0.71 | 0.53 |
| Book value per share | 47.85 | 46.28 | 45.56 |
| Total Debt / Equity Ratio | 0.71 | 0.89 | 0.92 |
| Return on Net Worth (%) | 3.28% | 1.54% | 0.98% |

The key ratios have been computed as below:

| Key Ratios | Basis |
|----------------------------|---|
| Basic Earnings per share | Net Profit attributable to Equity Shareholders of the Company / Weighted average number of Equity Shares outstanding during the year |
| Diluted Earnings per share | Net Profit attributable to Equity Shareholders / Weighted average number of shares outstanding during the year (assuming issuance of all the shares kept in abeyance) |

| | |
|--|---|
| Book value per share | (Paid-up Share capital + Reserves and Surplus) / Number of Equity Shares subscribed outstanding at year end |
| Total Debt-Equity Ratio | Total Debt includes non-current liability and current Liability/ Net Worth |
| Return on Net Worth excluding revaluation reserves (%) | Total Comprehensive income of the Company / Average Net Worth excluding revaluation reserves |
| Average Net worth | (Net worth of the company for current year + Networth of the company for immediately preceding year) / 2 |

(Sources: Audited Financials Statement for the year ended on March 31, 2022 and March 31, 2021)

15.2. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with and will comply with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, as may be applicable to the Buyback.

16. STOCK MARKET DATA

16.1. The Shares of the Company are listed on BSE. The Equity Shares are currently traded under the scrip code 531638 with scrip id SURAJLTD at BSE.

16.2. The high, low and average market prices in preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the Public Announcement, and the corresponding volumes on BSE are given below:

| Period | High# (₹) | Date of High | Number of Equity Shares traded on that date | Low# (₹) | Date of Low | Number of Equity Shares on that date | Average Price* (INR) | Total volume traded of Equity Shares in the period (number of Equity Shares) |
|----------------------------------|-----------|-------------------|---|----------|-------------------|--------------------------------------|----------------------|--|
| Preceding 3 (three) Years | | | | | | | | |
| FY 2021-22 | 133.50 | December 20, 2021 | 15519 | 28.05 | April 07, 2021 | 1550 | 80.78 | 1,877,418 |
| | | | | | April 09, 2021 | 300 | | |
| FY 2020-21 | 33.90 | July 06, 2020 | 1501 | 15.85 | November 06, 2020 | 150 | 24.88 | 140,907 |
| | | July 07, 2020 | 1 | | | | | |
| | | July 08, 2020 | 1 | | | | | |
| | | July 20, 2020 | 102 | | | | | |
| FY 2019-20 | 44.75 | April 26, 2019 | 1220 | 22.55 | January 20, 2020 | 95 | 33.65 | 30,683 |
| Preceding 6 (six) month | | | | | | | | |
| July 2022 | 76.45 | July 28, 2022 | 4372 | 62.05 | July 21, 2022 | 56 | 69.25 | 32,867 |
| June 2022 | 73.60 | June 16, 2022 | 486 | 61.05 | June 03, 2022 | 5241 | 67.33 | 36,521 |
| May 2022 | 80.00 | May 09, 2022 | 2056 | 63.30 | May 26, 2022 | 2552 | 71.65 | 38,139 |
| April 2022 | 81.90 | April 29, 2022 | 8171 | 61.15 | April 04, 2022 | 4086 | 71.53 | 129,486 |
| March 2022 | 76.10 | March 03, 2022 | 18285 | 61.35 | March 23, 2022 | 848 | 65.75 | 1,264 |
| February 2022 | 74.80 | February 04, 2022 | 5857 | 64.00 | February 28, 2022 | 3319 | 69.40 | 107,770 |

Source: www.bseindia.com

*Arithmetical average of closing prices.

#High and low are based on high and low of daily high and daily low prices respectively.

16.3. The notice of the Board Meeting convened to consider the proposal of the Buyback was given to the BSE on July 26, 2022. The Board, at its meeting held on August 08, 2022, approved the proposal for the Buyback at ₹ 77/- (Rupees Seventy Seven Only) per Equity Share and the intimation was sent to BSE on the same day. The closing market price of the Equity Shares on BSE during this period, are summarized below:

| Event | Date | BSE (₹) |
|---|-----------------|---------|
| Date of prior intimation regarding convening of Board Meeting to consider the proposal of the Buyback | July 26, 2022 | 63.95 |
| 1 (one) trading day prior to the prior intimation of convening the Board Meeting | July 25, 2022 | 64.95 |
| 1 (one) trading day prior to the Board Meeting | August 05, 2022 | 70.00 |
| Date of the Board Meeting | August 08, 2022 | 72.95 |
| 1 (one) trading day post the Board Meeting | August 10, 2022 | 72.95 |

Source: www.bseindia.com

17. DETAILS OF STATUTORY APPROVALS

17.1. The Board, at its meeting held on August 08, 2022, approved the proposal for the Buyback.

17.2. The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI and/or BSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the RBI, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.

17.3. The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approval from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.4. By participating in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting(s), if required, including the form FC-TRS, if necessary and such Non-Resident Shareholders undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

17.5. As of date, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to BSE.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK

18.1. Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/ speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “**Suraj Limited Buyback Offer 2022**”, to the Registrar to the Buyback at its office set out below, so that the same are received on or before the Buyback Closing Date i.e., Tuesday, September 27, 2022 by 5 pm (IST).



BIGSHARE SERVICES PRIVATE LIMITED

SEBI Registration Number: INR000001385

Address: Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Maharashtra, India

Telephone Number: 022 – 6263 8200

E-mail Id: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Swapnil Kate

18.2. In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

18.3. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1. The Company proposes to Buyback upto 9,00,000 (Nine Lakh) Equity Shares from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route, at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share, payable in cash for an aggregate amount not exceeding ₹ 6,93,00,000/- (Rupees Six Crore Ninety Three Lakh Only), which represents 4.67% of the aggregate of the total paid-up Equity Share capital and free reserves as per the last audited financial statements of the Company as at March 31, 2022, and is within the statutory limit of 10% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company, based on financial statements of the Company as of March 31, 2022, under the board approval route as per the provisions of the Companies Act and Buyback Regulations. The Board approved the Buyback at its meeting held on August 08, 2022. The Buyback is in accordance with Article 29 of the Articles of Association of the Company and Sections 68, 69, 70 and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read SEBI Circulars and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary, and subject to any modifications and conditions, if any, as may be prescribed by SEBI, ROC, BSE and/or other authorities while granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed by the Board.

19.2. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

19.3. The aggregate shareholding of the members of the Promoter Group as on the date of the Public Announcement and the date of this LoF is 1,43,90,157 Equity Shares, which represents 74.70 % of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members of the Promoter Group and persons in control of the Company, vide their letters dated August 08, 2022, have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

19.4. Assuming the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders upto their Entitlement including the members of the Promoter Group, the aggregate shareholding and the voting rights of the members of the Promoter Group, may increase to 75.49% post Buyback from the current pre Buyback shareholding of 74.70%, and the aggregate shareholding of the public Shareholders in the Company may decrease to 24.51% post Buyback from the current pre Buyback shareholding of 25.30%. The Promoter / Promoter Group have undertaken that in case there is an increase in shareholding and/or voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the Listing Regulations.

19.5. Record Date and Ratio of Buyback as per the Buyback Entitlement of each category

19.5.1. As required under the Buyback Regulations, the Board has fixed August 20, 2022 as the Record Date for the purpose of determining the Entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buyback.

19.5.2. The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

- i. Reserved category for Small Shareholders (“**Reserved Category**”); and
- ii. General category for other Eligible Shareholders (“**General Category**”).

19.5.3. As defined in Regulation 2(i)(n) of the Buyback Regulations, a “small shareholder” is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on BSE having the highest trading volume as on the Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh Only). For the Record Date, the closing price on last trading day, August 19, 2022, having the highest trading volume, was ₹ 73.00/- per Equity Share. Accordingly, all Eligible Shareholders holding not more than 2,739 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.

19.5.4. Based on the above definition, there are 2,950 Small Shareholders with aggregate shareholding of 5,96,493 Equity Shares, as on the Record Date, which constitutes 3.10% of the outstanding number of Equity Shares of the Company and 66.28% of the

maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. 1,37,07,857 Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.

- 19.5.5. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- 15% of the number of Equity Shares which the Company proposes to Buyback i.e., 15% of 9,00,000 Equity Shares which works out to 1,35,000 Equity Shares; or
 - The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date i.e., $[(5,96,493/1,92,64,100) \times 9,00,000]$ which works out to 27,868 Equity Shares.

All the outstanding Equity Shares have been used for computing the Entitlement of Small Shareholders since the members of the Promoter Group also intend to offer Equity Shares held by them in the Buyback.

- 19.5.6. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 1,35,000 Equity Shares have been reserved for the Small Shareholders ("**Reserved Category**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 7,65,000 Equity Shares ("**General Category**").

19.6. Category wise Entitlement Ratio of Buyback

Based on the above, the Entitlement ratio of Buyback for both categories are decided as below:

| Category | Indicative Entitlement Ratio of Buyback* |
|-------------------|--|
| Reserved Category | 184 Equity Shares out of every 813 Equity Shares held on the Record Date |
| General Category | 37 Equity Shares out of every 663 Equity Shares held on the Record Date |

**The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 22.6322857099748% and General Category for all other Eligible Shareholders is 5.58074103049076%.*

19.7. Fractional Entitlements

If the Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e., not in the multiple of 1 Equity Share) then the fractional Entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional Entitlement, those Small Shareholders who hold 4 (four) or less Equity Shares as on Record Date, will be dispatched a Tender Form with zero Entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

19.8. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this LoF, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- 19.8.1. Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 19.8.2. Post the Acceptance as described in paragraph 19.8.1 above, in case, there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional Entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- 19.8.3. Post the Acceptance as described in paragraphs 19.8.1 and 19.8.2 above, in case, there are any validly tendered unaccepted Equity Shares in the Reserved Category ("**Reserved Category Additional Shares**") and Equity Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e., valid Acceptances per Eligible Shareholder shall be equal to the Reserved Category Additional Shares validly tendered by the Eligible Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 19.8.2 above, shall be reduced by one.
- 19.8.4. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.8.3 above, will be made as follows:

- i. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
- ii. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this LoF.

19.9. Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this LoF, the Company will accept the Equity Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- 19.9.1. Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- 19.9.2. Post the Acceptance as described in paragraph 19.9.1 above, in case, there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e., valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholder divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.
- 19.9.3. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.9.2 above, will be made as follows:
 - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
 - ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this LoF.

19.10. Basis of Acceptance of Equity Shares between the two categories

- 19.10.1. After Acceptances of Equity Shares, as mentioned in paragraphs 19.8 and 19.9 above, in case, there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) and there are additional unaccepted validly tendered Equity Shares (“**Further Additional Shares**”) in the second category (“**Over Tendered Category**”), then the Further Additional Shares in the Over Tendered Category shall be Accepted in a proportionate manner i.e., valid Acceptances per Eligible Shareholder shall be equal to Further Additional Shares validly tendered by the Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.
- 19.10.2. If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 19.10.1 out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with paragraph 19.8 of this LoF.
- 19.10.3. Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.10.1 and 19.10.2 above:
 - i. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
 - ii. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this LoF.

19.11. For avoidance of doubt, it is clarified that, in accordance with the clauses above:

- 19.11.1. Equity Shares Accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:
 - i. the number of Equity Shares tendered by the respective Eligible Shareholder; and
 - ii. the number of Equity Shares held by the respective Eligible Shareholder, as on the Record Date.
- 19.11.2. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.
- 19.11.3. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this LoF.

19.12. Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts / folios do not receive a higher Entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and Entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint Shareholders is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint Shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint Shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the Shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body–broker” as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their Entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDERING SHARES AND SETTLEMENT

- 20.1. The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form as on Record Date.
- 20.2. The Company proposes to effect the Buyback through the Tender Offer route through Stock Exchange Mechanism, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders.
- 20.3. The Eligible Shareholders who have registered their email IDs with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the Depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post/speed post/courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 20.27 of this LoF.
- 20.4. The Company will not accept any Equity Shares tendered for Buyback which are under any restraint order of the court/ any other competent authority for transfer / sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 20.5. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback

and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

- 20.6.** The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate, in full or in part, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their Entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Equity Shares (over and above their Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 20.7.** The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 20.8.** The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.9.** As elaborated under paragraphs 19.5 and 19.6 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
- 20.10.** Post Acceptance of the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.11.** The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” as specified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 20.12.** For implementation of the Buyback, the Company has appointed Swastika Investmart Limited as the registered broker to the Company (“**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:

Swastika Investmart Limited

Address: Flat No. 18, Floor 2, North Wing, Madhaveshwar Co-Op Hsg. Soc. Ltd, Madhav Nagar, 11/12, S V Road, Andheri (West), Mumbai, Maharashtra, India – 400 058;



Tel.: 0731 – 6644223;

Fax: 0731 – 6644300;

Contact Person: Mr. Lokesh Soni; **Email:** dp@swastika.co.in;

SEBI Registration No.: INZ000192732

- 20.13.** The Company will request BSE to provide the separate acquisition window (“**Acquisition Window**”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by BSE from time to time.
- 20.14.** During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) (“**Seller Member(s)**”) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 20.15.** In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code (“**UCC**”) facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., Swastika Investmart Limited to place their bids, subject to completion of KYC requirements as required by the Company’s Broker.

20.16. Eligible Shareholders approaching a stockbroker registered with the BSE (with whom they do not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may *inter alia* include:

In case of Eligible Seller being an individual

If Eligible Seller is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master / latest demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form documents required (all documents self-attested):
 - PAN card copy
 - Address proof
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master / latest demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller is HUF:

If Eligible Seller is registered with KRA: Forms required:

- CKYC form of Karta including FATCA, IPV, OSV if applicable
- KYC form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- KYC form documents required (all documents self-attested):
 - PAN card copy of HUF & KARTA
 - Address proof of HUF & KARTA
 - HUF declaration
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master/ latest demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller other than Individual and HUF:

If Eligible Seller is KRA registered: Form required:

- KYC form documents required (all documents certified true copy)
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master /latest demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements

If Eligible Seller is not KRA registered: Forms required:

- KRA form
- KYC form documents required (all documents certified true copy):
 - PAN card copy of company / firm / trust
 - Address proof of company / firm / trust
 - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (demat master / latest demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of directors/authorised signatories/partners/trustees

- PAN card copies & address proof of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 (two) years financial statements
- MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 20.17.** All Eligible Shareholders, through their respective Seller Member, will be eligible and responsible to place orders in the Acquisition Window.
- 20.18.** During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Seller Member(s) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form.
- 20.19.** The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 20.20.** The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Seller Member.
- 20.21.** Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as “one bid” for the purposes of acceptance.
- 20.22.** The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.23.** All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- 20.23.1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- 20.23.2. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- 20.23.3. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- 20.24. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
- 20.24.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- 20.24.2. The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited (“**Clearing Corporation**”).
- 20.24.3. The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by BSE or the Clearing Corporation.
- 20.24.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and clearing member pool and Clearing Corporation Account is held with other Depository, shares shall be blocked in the shareholders demat account at source Depository during the tendering period. Inter Depository tender offer (“**IDT**”) instructions shall be initiated by the shareholders at source Depository to clearing member/Clearing Corporation account at target Depository.

Source Depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

- 20.24.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 20.24.6. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.
- 20.24.7. It is clarified that in case of dematerialized Equity Shares, submission of the Tender Form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- 20.24.8. The Eligible Shareholders will have to ensure that they keep the Depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

20.25. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form

- 20.25.1. In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the Tender Offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.
- 20.25.2. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 20.25.3. Based on documents mentioned in paragraph 20.25.2 above, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- 20.25.4. Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Bigshare Services Private Limited (at the address mentioned on cover page) on or before the Buyback Closing Date i.e., Tuesday, September 27, 2022 by 5 pm (IST). The envelope should be super scribed as "**Suraj Limited Buyback Offer 2022**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- 20.25.5. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- 20.25.6. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

20.25.7. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

20.26. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 “Details of Statutory Approvals”):

20.26.1. Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

20.26.2. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

20.26.3. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the Non-Resident Shareholder from the appropriate account (e.g., NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.26.4. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

20.27. In case of non-receipt of the Letter of Offer and the Tender Form:

In case the Eligible Shareholders hold Equity Shares in dematerialized form: If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (www.surajgroup.com) or the website of the Registrar (www.bigshareonline.com) or by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

In case the Eligible Shareholders hold in physical form: An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (www.surajgroup.com) or the website of the Registrar (www.bigshareonline.com) and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., Tuesday, September 27, 2022 by 5 pm (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their Entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.28. Acceptance of Orders

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

20.29. Method of Settlement

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- 20.29.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 20.29.2. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- 20.29.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 20.29.4. In case of certain client types viz. Non-Resident Shareholders (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
- 20.29.5. Details in respect of Eligible Shareholder's Entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked Equity Shares in the demat account of the Eligible Shareholder. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- 20.29.6. In the case of inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target Depository. Source Depository will not be able to release the lien without a release of IDT message from target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source Depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- 20.29.7. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- 20.29.8. The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 20.29.9. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 20.29.10. The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted

Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

20.29.11. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.30. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

20.30.1. For Eligible Shareholders holding Equity Shares in the dematerialized form:

- i. If the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- ii. If there is a name mismatch in the dematerialized account of the Shareholder and PAN.

20.30.2. For Eligible Shareholders holding Equity Shares in the physical form:

- i. If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the Buyback Closing Date i.e., Tuesday, September 27, 2022 by 5 pm (IST);
- ii. If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- iii. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- iv. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical share certificate;
- v. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
- vi. Where there exists any restraint order of a court / any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- vii. If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

21.1. General

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ("ITA").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or profession controlled in India.

In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“DTAA”), as modified by the Multilateral Instrument (MLI), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

21.2. Classification of shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
 - Company
 - Other than Company

B. Deemed Resident Shareholder – an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹ 15 Lakh during the tax year.

C. Non-Resident Shareholders being:

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
 - Company
 - Other than Company

21.3. Buyback of shares

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buyback of shares (within the meaning of Section 68 of the Companies Act, 2013). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No 2), 2019 has amended section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buyback of Equity Shares of a company listed on a recognized stock exchange as well.

As per Section 115QA, listed companies making a public announcement of Buyback of shares on or after July 05, 2019 are required to pay an additional Tax @ 20%, plus Surcharge @ 12%, plus Health & Education Cess @4% on the Distributed Income.

Distributed Income is defined under section 115QA to include consideration paid by the company on buyback of Shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.

The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.

No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.

Section 10(34A) of the ITA provided for exemption to a shareholder in respect of income arising from buyback of shares w.e.f. April 01, 2014 (i.e., Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section

10(34A) of the ITA extending the benefit of exemption of income from buyback to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

A. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 05, 2019.

B. Non-Resident Shareholders

While the income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 05, 2019 in the hands of a Non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the buyback tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

21.4. Tax deduction at source

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer / buyback of shares in case of resident shareholders / deemed resident shareholders.

Given that income arising on account of the buyback of shares is exempt from tax under Section 10(34A) of ITA, the same would not be subject to tax deduction at source for non-resident shareholders.

21.5. Securities transaction tax

Since the Buyback of shares shall take place through the settlement mechanism of the stock exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

THE SUMMARY OF THE TAX CONSIDERATIONS AS ABOVE IS BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS.

IN VIEW OF THE SPECIFIC NATURE OF TAX CONSEQUENCES, SHAREHOLDERS WHO ARE NOT TAX RESIDENTS OF INDIA ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE CONSIDERING THE PROVISIONS OF THE RELEVANT COUNTRY OR STATE TAX LAW AND PROVISIONS OF DTAA WHERE APPLICABLE.

22. DECLARATION FROM THE BOARD OF DIRECTORS

Declaration as required by clause (ix) and clause (x) of Schedule I of the Buyback Regulations:

The Board confirm that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be.

The Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- i. immediately following the date of the Board Meeting, there will be no grounds on which the Company can be found unable to pay its debts, if any;
- ii. as regards the Company's prospects for the year immediately following the date of Board Meeting, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- iii. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the board meeting held on August 08, 2022.

For and on behalf of the Board of Directors

Sd/-
Mr. Ashok Tarachand Shah
(Chairman and CFO)
DIN: 00254255

Sd/-
Mr. Kunal Tarachand Shah
(Managing Director and CEO)
DIN: 00254205

23. STATUTORY AUDITOR'S REPORT

The text of the report dated August 08, 2022 of Rinkesh Shah & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

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

Auditors' Report on Buy Back of Shares pursuant to the requirement of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018' ("the Buy-back Regulations")

1. This Report is issued in accordance with the terms of our agreement dated August 08, 2022.
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares of the Company at its meeting held on August 08, 2022, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buy-back Regulations. We have been requested by the Management of the Company to provide a report on the accompanying "Computation of amount of permissible capital payment towards buy-back of Equity Shares of Suraj Limited in compliance with Section 68(2)(c) of the Act and provisions under the Buy-back Regulations, based on annual audited financial statements as at March 31, 2022." ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management.

Management's Responsibility

3. The preparation of the Statement in compliance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buy-back Regulations and in compliance with the Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances. The Board of Directors of the Company, at their meeting held on August 08, 2022, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date with regard to the proposed buy-back is declared.

Auditor's Responsibility

4. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:
 - i. we have inquired into the state of affairs of the Company in relation to the annual audited financial statements as at March 31, 2022 which were approved by the Board of Directors and shareholders of the Company at their meeting held on May 03, 2022 and June 14, 2022, respectively;
 - ii. the amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited financial statements as at March 31, 2022 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buy-back Regulations; and
 - iii. the Board of Directors of the Company, at their meeting held on August 08, 2022, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date with regard to the proposed buy-back is declared.

5. The annual financial statements referred to in paragraph 4 above, have been audited by us. We conducted our audit of the annual financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this report. 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.
7. 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. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid buy-back.

Opinion

8. Based on inquiries conducted and our examination as above, we report that:
 - i. We have inquired into the state of affairs of the Company in relation to its annual audited financial statements as at March 31, 2022, which have been approved by the Board of Directors and shareholders of the Company at their meeting held on May 03, 2022 and June 14, 2022, respectively.
 - ii. The amount of permissible capital payment (including premium) towards the proposed buy-back of Equity Shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68 (2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations.
 - iii. The Board of Directors of the Company, at their meeting held on August 08, 2022, have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board Resolution dated August 08, 2022.

Restriction on use

9. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of Equity Shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buy-back to be sent to the shareholders of the Company or to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchange(s) and any other regulatory authority as per applicable law in India and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) can be shared with the merchant banker(s) involved in connection with the proposed buy-back of Equity Shares of the Company for onward submission to SEBI, stock exchange(s) and/or any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. 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 report is shown or into whose hands it may come without our prior consent in writing.

Place: Ahmedabad
Date: August 08, 2022

For **RINKESH SHAH & CO.**
Chartered Accountants
(FRN: 129690W)
Sd/-
CA Rinkesh Shah
(Partner)
M. No.: 131783
UDIN: 22131783AOSYCY5880

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.

(₹ in Lakh)

| Particulars | | Amount |
|--|-------------|----------|
| Paid-up Equity capital as at March 31, 2022 | (A) | 1,926.41 |
| Free Reserves as at March 31, 2022: | | |
| - Securities Premium Reserve | | 2,189.56 |
| - General reserve | | 244.74 |
| - Retained Earnings | | 4,527.49 |
| Total Free Reserves | (B) | 6,961.79 |
| Total paid-up Equity Share capital and free reserves | C = (A)+(B) | 8,888.20 |
| Maximum amount permissible for buyback under Section 68 of the Act and Regulation 4(i) of the Buyback Regulations, i.e., 25% of the aggregate total paid up capital and free reserves. | C*25% | 2,222.05 |
| Maximum amount permissible for buyback under the proviso to Regulation 5(i)(b) of the Buyback Regulations, i.e., 10% of the total paid-up capital and free reserves | C*10% | 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 buy-back 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.

For and on behalf of Board of Directors of

Suraj Limited

Sd/-

Mr. Ashok Tarachand Shah

(Chairman and CEO)

Place: Ahmedabad

Date: August 08, 2022

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection on website of the Company at www.surajgroup.com/investor_relations and at the registered office of the Company at Suraj House, Opp. Usmanpura Garden, Ashram Road, Ahmedabad, Gujarat, India – 380014, Gujarat, India from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, during the Offer Period:

- 24.1. Copy of the certificate of incorporation, memorandum and articles of association of the Company;
- 24.2. Copy of the financial statements / annual reports of the Company (as the case may be) for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020;
- 24.3. Copy of the resolution passed by the Board of Directors at the meeting held on August 08, 2022 approving proposal for Buyback;
- 24.4. Copy of the report dated August 08, 2022 of Rinkesh Shah & Co., Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
- 24.5. Copy of the Public Announcement;
- 24.6. Copy of declaration of solvency and an affidavit in form SH-9 as prescribed under Section 68(6) of the Companies Act;
- 24.7. Copy of Escrow Agreement dated August 25, 2022 between the Company, the Escrow Agent and the Manager to the Buyback;
- 24.8. Certificate dated August 10, 2022 of Rinkesh Shah & Co., Chartered Accountants, confirming that the Company has adequate and firm financial resources to fulfil the obligations under the Buyback;
- 24.9. Opinion on the note on taxation, dated August 10, 2022 obtained by the Company from Jigneshkumar P Parikh & Associates, Chartered Accountants;

24.10. Copy of Due Diligence Report issued by Manager to the Offer dated August 10, 2022; and

24.11. Observations from SEBI on the Draft Letter of Offer issued vide its letter no. SEBI/HO/CFD/DCR/RAC-1/KS/KT/OW/46154/1 dated August 30, 2022.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Name: Maunishkumar Sanatkumar Gandhi

Designation: Company Secretary & Compliance Officer

Address: Suraj House, Opp. Usmanpura Garden, Ashram Road, Ahmedabad, Gujarat, India – 380014

Contact No.: 079 - 2754 0720 / 2754 0721

Email Id: secretary@surajgroup.com

In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.

26. DETAILS OF REMEDIES AVAILABLE TO SHAREHOLDERS / BENEFICIAL OWNERS

26.1. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

26.2. If the Company makes any default in complying with the requirements under the Companies Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Companies Act.

26.3. The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Ahmedabad

ROC Bhavan, Opp. Rupal Park Society,

Behind Ankur Bus Stop, Naranpura,

Ahmedabad, Gujarat, India – 380013.

27. DETAILS OF THE INVESTOR SERVICE CENTRE

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback appointed as the Investor Service Centre for the purposes of the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the address at the following address:

BIGSHARE SERVICES PRIVATE LIMITED

SEBI Registration Number: INR000001385

Address: Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Maharashtra, India

Telephone Number: 022 – 6263 8200

E-mail Id: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Swapnil Kate



28. DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

BEELINE CAPITAL ADVISORS PRIVATE LIMITED

SEBI Registration Number: INM000012917

Address: 807, Phoenix, Opp. Girish Cold Drinks, Near Vijay Cross Roads, Navrangpura, Ahmedabad -380009, Gujarat.

Telephone Number: 079 4840 5357

Email Id: mb@beelinemb.com

Investors Grievance Id: ig@beelinemb.com

Website: www.beelinemb.com

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322



29. DECLARATION BY THE DIRECTORS

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this LoF and confirms that this LoF contains and will contain true, factual and material information and does not contain any misleading information. This LoF is issued under the authority of the Board and in terms of the resolution passed by the Board on August 08, 2022.

For and on behalf of the Board of Directors of **Suraj Limited**

| Sd/- | Sd/- | Sd/- |
|---|--|--|
| Mr. Ashok Tarachand Shah (Chairman and CFO) DIN: 00254255 | Mr. Kunal Tarachand Shah (Managing Director and CEO) DIN: 00254205 | Mr. Maunishkumar Sanatkumar Gandhi (Company Secretary & Compliance Officer) Membership No.: A48832 |
| Date: September 05, 2022 | Date: September 05, 2022 | Date: September 05, 2022 |
| Place: Ahmedabad | Place: Ahmedabad | Place: Ahmedabad |

TENDER FORMS

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)**

Bid Number:

Date:

| | | | |
|--|-----------------------------|--------------------------------------|---|
| BUYBACK OPENS ON: | | WEDNESDAY, SEPTEMBER 14, 2022 | |
| BUYBACK CLOSSES ON: | | TUESDAY, SEPTEMBER 27, 2022 | |
| For Registrar use | | | |
| Inward No. | Date | Stamp | |
| | | | |
| Status (please tick appropriate box) | | | |
| <input type="checkbox"/> | Individual | <input type="checkbox"/> | FII / FPI |
| <input type="checkbox"/> | Foreign Co | <input type="checkbox"/> | NRI / OCB |
| <input type="checkbox"/> | Body Corporate | <input type="checkbox"/> | Bank / FI |
| <input type="checkbox"/> | VCF | <input type="checkbox"/> | Partnership / LLP |
| <input type="checkbox"/> | | <input type="checkbox"/> | Insurance Co |
| <input type="checkbox"/> | | <input type="checkbox"/> | FVCI |
| <input type="checkbox"/> | | <input type="checkbox"/> | Pension / PF |
| <input type="checkbox"/> | | <input type="checkbox"/> | Others (Specify) |
| India Tax Residency Status: Please tick appropriate box | | | |
| <input type="checkbox"/> | Resident in India | <input type="checkbox"/> | Non-Resident in India |
| | | | Resident of _____ (Shareholder to fill country of residency) |
| Route of Investment (For NR Shareholders only) | | | |
| <input type="checkbox"/> | Portfolio Investment Scheme | <input type="checkbox"/> | Foreign Investment Scheme |

To,
The Board of Directors,
SURAJ LIMITED
C/o Bigshare Services Private Limited
Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400 093 Maharashtra, India
Tel.: 022 – 6263 8200

Dear Sir / Madam,

Sub: Letter of Offer dated September 05, 2022 in relation to the buyback of upto 9,00,000 (Nine Lakh) Equity Shares of Suraj Limited (hereinafter referred as “the Company”) at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)

- I / We (having read and understood the Letter of Offer dated September 05, 2022 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

13. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "Suraj Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

14. Details of Equity Shares held and tendered / offered for Buyback:

| Particulars | In Figures | In Words |
|---|------------|----------|
| Number of Equity Shares held as on Record Date (August 20, 2022) | | |
| Number of Equity Shares Entitled for Buyback (Buyback Entitlement) | | |
| Number of Equity Shares offered for Buyback (Including Additional Shares, if any) | | |

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

15. I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Equity Shareholder.

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ACKNOWLEDGMENT SLIP: SURAJ LIMITED – BUYBACK OFFER

(To be filled by the Eligible Shareholder) (Subject to verification)

| | | | |
|---|--|------------------------|--|
| DP ID | | Client ID | |
| Received from Mr./Ms./Mrs. | | | |
| Form of Acceptance-cum-Acknowledgement, Original TRS along with: | | | |
| No. of Equity Shares offered for Buyback (In Figures) | | (in words) | |
| Please quote DP ID No. & Client ID No. for all future correspondence _____ | | Stamp of Stock Broker: | |

16. Details of Account with Depository Participant (DP):

| | | | | |
|---|--|------|--|------|
| Name of the Depository (tick whichever is applicable) | | NSDL | | CDSL |
| Name of the Depository Participant | | | | |
| DP ID No. | | | | |
| Client ID No. with the DP | | | | |

17. Equity Shareholders Details:

| Particulars | First / Sole Holder | Joint Holder 1 | Joint Holder 2 | Joint Holder 3 |
|--|---------------------|---|----------------|----------------|
| Full Name(s) of the Holder | | | | |
| Signature(s)* | | | | |
| PAN | | | | |
| Address of the Sole / First Equity Shareholder | | | | |
| Telephone No. of Sole / First Equity Shareholder | | Email ID of Sole / First Equity Shareholder | | |

**Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.*

18. Applicable for all Non-Resident Shareholders only:

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Buyback will open on Wednesday, September 14, 2022 and close on Tuesday, September 27, 2022.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback offer.
4. Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer) only post placing the bid via the Seller Member.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
6. **The Buyback shall be rejected for Shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
7. The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
8. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
9. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding their holding as on Record Date.
10. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
11. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
12. By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
13. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
14. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
15. Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer.
16. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

**Investor Service Centre: Suraj Limited - Buyback offer
BIGSHARE SERVICES PRIVATE LIMITED**

Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400 093 Maharashtra, India

Contact Person: Mr. Swapnil Kate

Telephone Number: 022 – 6263 8200

E-mail Id: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

SEBI Registration Number: INR000001385

CIN: U99999MH1994PTC076534

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)

Eligible Shareholders holding Equity Shares in physical form are requested to refer to paragraph 20.25 of the Letter of Offer titled 'Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form', for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.

Bid Number:
Date:

| | | | |
|--|-----------------------------|--------------------------------------|---|
| BUYBACK OPENS ON: | | WEDNESDAY, SEPTEMBER 14, 2022 | |
| BUYBACK CLOSSES ON: | | TUESDAY, SEPTEMBER 27, 2022 | |
| For Registrar use | | | |
| Inward No. | Date | Stamp | |
| | | | |
| Status (please tick appropriate box) | | | |
| <input type="checkbox"/> | Individual | <input type="checkbox"/> | FII / FPI |
| <input type="checkbox"/> | Foreign Co | <input type="checkbox"/> | NRI / OCB |
| <input type="checkbox"/> | Body Corporate | <input type="checkbox"/> | Bank / FI |
| <input type="checkbox"/> | VCF | <input type="checkbox"/> | Partnership / LLP |
| <input type="checkbox"/> | | <input type="checkbox"/> | Insurance Co |
| <input type="checkbox"/> | | <input type="checkbox"/> | FVCI |
| <input type="checkbox"/> | | <input type="checkbox"/> | Pension / PF |
| <input type="checkbox"/> | | <input type="checkbox"/> | Others (Specify) |
| India Tax Residency Status: Please tick appropriate box | | | |
| <input type="checkbox"/> | Resident in India | <input type="checkbox"/> | Non-Resident in India |
| | | | Resident of _____ (Shareholder to fill country of residency) |
| Route of Investment (For NR Shareholders only) | | | |
| <input type="checkbox"/> | Portfolio Investment Scheme | | <input type="checkbox"/> |
| | | | Foreign Investment Scheme |

To,
The Board of Directors,
SURAJ LIMITED
C/o Bigshare Services Private Limited
Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400 093 Maharashtra, India
Tel.: 022 – 6263 8200

Dear Sir / Madam,

Sub: Letter of Offer dated September 05, 2022 in relation to the buyback of upto 9,00,000 (Nine Lakh) Equity Shares of Suraj Limited (hereinafter referred as “the Company”) at a price of ₹ 77/- (Rupees Seventy Seven Only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)

- I / We (having read and understood the Letter of Offer dated September 05, 2022 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism to first named Eligible Shareholder.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- I / We undertake to execute any further documents and give such further assurances that may be required or expedient to give effect to my/our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.

14. Details of Equity Shares held and tendered / offered for Buyback:

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Buyback will open on Wednesday, September 14, 2022 and close on Tuesday, September 27, 2022.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Seller Member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares. (ii) Original share certificates (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Company / Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company (iv) Self-attested copy of the Permanent Account Number (PAN) Card (by all Eligible Shareholders in case shares are in joint names). (v) Any other relevant documents such as (but not limited to): Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form, Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased, Necessary corporate authorisations, such as Board Resolutions etc., in case of companies. (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger and (iii) the requisite form filed with MCA intimating the merger.
5. Eligible Shareholders whom the Buyback Offer is made are free to tender Equity Shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding the number of Shares held by them as on Record Date.
6. All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
7. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date, i.e., Tuesday, September 27, 2022 by 5:00 pm (IST).
8. For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
9. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) Non-submission of Notarized copy of death certificate and succession certificate / probated / Will, as applicable in case any Eligible Shareholder has deceased. (c) If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the physical share certificate; or (d) In case the signature in the Tender Form and Form SH4 doesn't match as per the specimen signature recorded with Company / Registrar. (e) If necessary corporate authorizations under official stamp are not accompanied with Tender Form (f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders (g) the Form SH-4 is not witnessed.
10. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; or (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) where there exists any restraint order of a Court / any other competent authority for transfer / disposal/ sale; or (iv) or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Tuesday, September 27, 2022 by 5:00 pm (IST).
11. By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
12. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THIS ADDRESS:

**Investor Service Centre: Suraj Limited - Buyback offer
BIGSHARE SERVICES PRIVATE LIMITED**

Office no. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400 093 Maharashtra, India

Contact Person: Mr. Swapnil Kate

Telephone Number: 022 – 6263 8200; **E-mail Id:** buybackoffer@bigshareonline.com; **Website:** www.bigshareonline.com

SEBI Registration Number: INR000001385

CIN: U99999MH1994PTC076534

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: ____ / ____ / _____

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L 2 7 1 0 0 G J 1 9 9 4 P L C 0 2 1 0 8 8

Name of the Company (in full): Suraj Limited

Name of the Stock Exchange where the company is listed, (if any): BSE Limited

DESCRIPTION OF SECURITIES

| Kind / class of securities (1) | Nominal value of each unit of security (2) | Amount called up per unit of security (3) | Amount paid up per unit of security (4) |
|--------------------------------|--|---|---|
| Equity Shares | ₹ 10/- | ₹ 10/- | ₹ 10/- |

| No. of Securities being Transferred | | | | Consideration received (₹) | | | |
|-------------------------------------|------|----------|--|----------------------------|--|------------|--|
| In Figures | | In Words | | In Words | | In Figures | |
| Distinctive Number | From | | | | | | |
| | To | | | | | | |
| Corresponding Certificate Nos. | | | | | | | |

Transferor's Particulars

Registered Folio Number: _____

| Sr. No. | Name(s) in full and PAN (attach copy of pan card) | Seller Signature(s) |
|---------|---|---------------------|
| 1 | | |
| 2 | | |
| 3 | | |

I hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Transferee's Particulars

| Name in full (1) | Father's / Mother's / Spouse Name (2) | Address & E-mail id (3) |
|---------------------|--|---|
| Suraj Limited | Not Applicable | Suraj House, Opp. Usmanpura Garden, Ashram Road, Ahmedabad, Gujarat, India – 380014. Email: secretary@surajgroup.com |

| Occupation (4) | Existing Folio No., if any (5) | Signature (6) |
|-------------------|--------------------------------|---------------|
| Business | | |

Folio No. of Transferee

Specimen Signature of Transferee(s)

_____ 1. _____
 _____ 2. _____
Value of stamp affixed (in ₹): _____ 3. _____

Enclosures:

1. Certificate of shares or debentures or other securities.
2. If no certificate is issued, letter of allotment.
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

For Office Use Only

Checked by _____
Signature Talled by _____
Entered in the Register of Transfer on _____
 _____ **vide Transfer no** _____
Approval Date _____
Power of attorney / Probate / Death Certificate / Letter of Administration _____
Registered on _____ **at** _____
No. _____

| STAMPS |
|--------|
| |

On the reverse page of the certificate

| Name of the Transferor | Name of the Transferee | No. of shares | Date of Transfer |
|------------------------|------------------------|---------------|------------------|
| | | | |

Signature of the authorized signatory