



SURAJ LIMITED

Mfg. & Exporters of:

Stainless Steel Seamless Pipes, Tubes, 'U' Tubes,

Flanges, Fittings & Components

REGD. OFFICE :

'Suraj House'

Opp. Usmanpura Garden, Ashram Road,
Ahmedabad - 380 014. Gujarat (INDIA)

Tel. : 0091-79-27540720 / 27540721



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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

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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(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

by way of a bonus issue or conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

- p) 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;
- q) the Buyback shall be completed within a period of one year from the date of passing of the Board resolution approving the Buyback;
- r) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- s) 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 standalone audit.

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,

- 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;

For, Suraj Limited


Director



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,

and the certifi

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 business of the Company and submit all forms, letters, documents or

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

RESOLVED FURTHER THAT a copy of the foregoing resolution be forwarded to concerned persons / authorities as may be required.