

VIJAY JAIN & CO.

COMPANY SECRETARIES

To,
The Board of Directors
Suraj Industries Limited
Plot No. 2 Phase-3, Sansarpur Terrace,
Distt. Kangra, H.P.-173212, India

Subject : Proposed Preferential Issue of Equity Shares to the proposed allottees, by Suraj Industries Limited ('the Company'), in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations, 2018")

Dear Sir/ Ma'am,

In connection with the proposed Preferential Issue of up to **33,72,994** (Thirty-Three Lakh Seventy-Two Thousand Nine Hundred Ninety-Four) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each, for consideration other than cash towards payment of the total purchase consideration of **up to Rs. 25,63,47,831.60/-** (Rupees Twenty-Five Crore Sixty-Three Lakh Forty-Seven Thousand Eight Hundred Thirty-One and Sixty Paise Only) payable by the Company to the shareholders of M/S Carya Chemicals And Fertilizers Private Limited ("**Proposed Allottees**"), for acquisition of up to **2,03,45,066** (Two Crore Three Lakh Forty-Five Thousand Sixty-Six) Fully Paid-up Equity Shares of Face Value of Rs. 10/- each, held by Proposed Allottees belonging to the "**Non-Promoter**" category, at an issue price of **Rs. 76/-** (Rupees Seventy-Six Only) per equity share, being a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018, as approved by the Board of Directors of the Company in their meeting held on Saturday, March 29, 2025, subject to the approval of the members of the Company and consent, exemptions and approvals of Securities and Exchange Board of India ('**SEBI**'), BSE Limited ('**BSE**') and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the SEBI ICDR Regulations, 2018, we hereby certify that the proposed Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, 2018.

For Vijay Jain & Co.

(Vijay jain)
Membership No.: 50242
COP No.: 18230
Peer Review No: 2241/2022
UDIN: A050242G000021785

Date: April 3, 2025
Place: Delhi