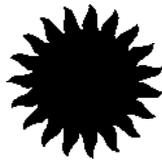


**ANNUAL REPORT  
2018 – 2019**



**SURAJ PRODUCTS LIMITED**

**Formerly**

**CHAMPION CEMENT INDUSTRIES LTD.**

**BARPALI, KESRAMAL, RAJGANGPUR, SUNDERGARH, ODISHA-770017**

**SURAJ PRODUCTS LIMITED**

CIN: L26942OR1991PLC002865

**BOARD OF DIRECTORS**

Mr. C.K.Bhartia, Chairman (Independent)  
Mr. Y.K.Dalmia, Managing Director  
Mrs. Neha Singhania, Independent Director  
Mrs. Sunita Dalmia, Promoter Director  
Mr. Gagan Goyal, Executive Director

**AUDITOR**

M/S B.D.S & Co.  
35A, Raja Basanta Roy Road,  
2nd Floor, Kolkata – 700029

**CHIEF FINANCIAL OFFICER**

Mr. M.K.Hati

**COMPANY SECRETARY**

Mr. A.N. Khatua

**BANKER**

Canara Bank

**REGISTRAR & SHARE TRANSFER AGENTS**

M/S MCS Share Transfer Agent Limited,  
383, Lake Gardens, 1st Floor,  
Ground Floor, Kolkata- 700029  
Telephone: 033-40724052,  
E-mail: mcssta@rediffmail.com

**REGISTERED OFFICE:**

Vill: Barpali  
P.O.: Kesarmal (Rajgangpur)  
Dist: Sundargarh  
Odisha – 770017  
EPBX No: 09437049074  
Email: suproduct@gmail.com, info@surajproducts.com  
Website: www.surajproducts.com

**KOKATA OFFICE:**

59, N.S.Road, 1st Floor  
Kolkata – 700001  
Tel/Fax- 033-22107117

**NOTICE OF THE 28th ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of SURAJ PRODUCTS LIMITED will be held on **Monday the 30th day of September, 2019 at 11:30 AM at its Registered Office of the Company** situated at Vill: Barpali, P.O. Kesarmal (Rajgangpur) – 770 017 Dist: Sundargarh, Odisha, to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sunita Dalmia (DIN- 00605973) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 ("Act") and being eligible seeks re-appointment.
3. To consider passing the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('Act") and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Messrs B D S & Co, Chartered Accountants, Kolkata, having Firm Registration Number 326264E, allotted by the Institute of Chartered Accountants of India, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st AGM of the Company to be held in the year 2022, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**SPECIAL BUSINESS:**

4. To consider and if thought fit , to pass with or without modification (s), the following resolution as a **Ordinary Resolution**:

**To accord approval to change in designation of Mr. Y.K.Dalmia (DIN-00605908) from Chairman to Managing Director of the Company with effect from 2nd April, 2019 for the remaining period of his tenure.**

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Y.K.Dalmia (DIN-00605908) from Executive Chairman to Managing Director of the Company with effect from 2nd April, 2019."

"RESOLVED FURTHER THAT Mr. A.N.Khatua, Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect the foregoing Resolution."

"RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Y.K.Dalmia (DIN-00605908), currently holding office as Managing Director of the Company, will remain unaltered."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.

Place: Barpali  
Dated: the 27th day of July, 2019

By Order of the Board of Directors  
of Suraj Products Limited  
A.N.Khatua  
Company Secretary  
Membership No- ACS21776

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item No. 4 is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under item Nos. 2 and 4 above pursuant to Regulations 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. A member entitled to attend, vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf, and a proxy need not be a member of this Company. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
3. Corporate members intending to send their authorized representative (s) to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members/ proxies/ Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.
6. The Company had declared Dividend @7% i.e. ₹ 0.70 per equity shares of the Company for the Financial Year 2009-10, @ 8 % i.e. ₹ .80 for the Financial Year 2010-11, @ 9 % ₹ 0.9 for the Financial Year 2011-12, @ 5 % i.e. ₹ 0.50 for the Financial Year 2012-13 @ 6% i.e. ₹ 0.60 for the Financial Year 2013-14 and @ 7% i.e. ₹ 0.70 for the Financial Year 2014-15. All the equity shareholders of the Company are requested to contact the Company/ Share Transfer Agent i.e. M/s MCS Share Transfer Agent Limited,383, Lake Gardens, 1st Floor, Kolkata-700045, for payment of their dividend amount, if they have not been paid. The un-paid dividend for the Financial Year 2011-12, 2012-13, 2013-14 and 2014-15 as on 31.03.2019 are ₹ 8,42,289/-, ₹ 5,08,908/-, ₹ 6,28,756/-, and ₹ 7,65,253/- respectively.  
Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not en-cashed or claimed within seven years from the date of transfer to the Company's Un-paid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).  
The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends. As per the recent RBI guidelines, effective from September 30, 2009, ECS credit will be moved completely on National Electronic Clearance System (NECS) platform through Core Banking System. Accordingly, dividend will be credited to the shareholders' Bank account through NECS where complete Core Banking details are available with the Company. In the event any branch of a Bank has not migrated to Core Banking system, or where the core banking account number is not furnished by the shareholder to the Depository/Company as the case may be, the Company will print the details available in its records on the dividend warrants to be issued to the shareholders. The Company is complying with SEBI's directive in this regard.
7. Members, who have not encashed their dividend warrants issued for the years 2011-12 to 2014-15, are requested to immediately forward the same for revalidation to our Share Registrars at their address given in the Annual Report.
8. Members desiring to seek any information/clarification on the Annual Accounts are requested to write to the Company at least seven days before the Annual General Meeting.
9. Share holders are requested to notify their Bank particulars giving the name of the Bank and the Branch and the nature of account and also any change of address to the Company's Registrar and Share

## **SURAJ PRODUCTS LIMITED**

Transfer Agent, M/S MCS Share Transfer Agent Limited. Share holders are hereby intimated that under instructions from the Securities and Exchange Board of India (SEBI), furnishing of Bank particulars by the shareholders has become mandatory.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or MCS Share Transfer Agent Limited for assistance in this regard.
11. Section 20 of the Companies Act, 2013, permits service of documents on members by a Company through electronic mode. So in accordance with the Companies Act read with the Rules framed there under, the Annual Report 2018-19 is being sent through electronic mode to those members whose e-mail address are registered with the Company/ Depository participant unless any member has requested for a physical copy of the Report. To support the "Green Initiative", members who have not registered their e-mail address are requested to register the same with MCS Share Transfer Agent Limited.
12. Members are requested to send all communications relating to shares to the Company's Registrar and Share Transfer Agent. (Physical and Electronic) M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata- 700045. E- mail:mcssta@rediffmail.com.
13. As an austerity member, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of Annual Report to the Meeting.
14. **Voting through electronic means:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - III. The remote e-voting period commences on Friday, 27th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - IV. The process and manner for remote e-voting are as under:
    - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
      - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf"

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "SURAJ PRODUCTS LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [lnpanda2004@gmail.com](mailto:lnpanda2004@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a member receives physical copy of the Notice of AGM [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.  
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login

## **SURAJ PRODUCTS LIMITED**

ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [suproduct@gmail.com](mailto:suproduct@gmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. L.N.Panda, Company secretary (Membership No. 23051) proprietor of L.N.Panda & Associates, Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.surajproducts.com](http://www.surajproducts.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Registered Office:

At- Vill: Barpali, Po- Kesarmal, Rajgangpur,

Dist- Sundargarh, Odisha- 770017

CIN- L26942OR1991PLC002865

E-mail- [suproduct@gmail.com](mailto:suproduct@gmail.com)

Website: [www.Surajproducts.com](http://www.Surajproducts.com)

Date: 27th day of July, 2018

By order of the Board of Directors

sd/-

A.N.Khatua

Company Secretary

Membership No- ACS21776

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part of the Notice.**

#### **Item No- 4 of the Notice:**

Mr. Y.K.Dalmia is 61 years of age and is a Chartered Accountant & Company Secretary. He Promoted the Company in 1992 & managing the same since then.

On the recommendation of the Nomination & Compensation Committee ("the Committee") and subject to the approval of the members, the Board at the meeting held on 2nd day of April, 2019, re-designated Mr. Y.K.Dalmia as Managing Director of the Company with effect from the said date on the existing terms and conditions.

Sri Y.K.Dalmia may be concerned or interested in the resolution as Director and Smt. Sunita Dalmia as a relative of Sri Y.K.Dalmia. No other Director is concerned or interested in the resolution.

**ANNEXURE TO THE NOTICE**

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information about the Director seeking appointment in the Annual General Meeting is as follows:

<b>Name of Director</b>	<b>Mrs. Sunita Dalmia</b>
DIN	00605973
Date of Birth	03.05.1964
Qualification	Graduate
Expertise in specific functional areas	She has come from business family and has possessed good business sense and administrative capabilities.
List of other Companies in which Directorship held (excluding in Foreign companies)	1. Molisati Vinimay Pvt. Ltd. 2. NIP Power Pvt. Ltd. 3. Balbhadra Infratech Pvt. Ltd. 4. Brex Technology Pvt. Ltd. 5. Excel Infra Projects. Pvt. Ltd. 6. Kedarnath Mining Pvt. Ltd. 7. Kremlin Traders Pvt. Ltd. 8. Plasma Infrastructure Pvt. Ltd. 9. Tirupati Vincom Pvt. Ltd. 10. Pushpdant Investment Consultants Pvt. Ltd. 11. Sidhishree Financial Consultants Pvt. Ltd.
Chairman/Member of Committees of the Board of Directors of other Companies in which he is a Director (excluding in foreign Chairman of Companies)	Nil
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	7,72,400 Shares
Relationship with other Directors/ Key Managerial Personnel	Related to Mr. Y.K.Dalmia, Managing Director in capacity as wife.

<b>Name of Director</b>	<b>Mr. Yogesh Kumar Dalmia</b>
DIN	00605908
Date of Birth	15.05.1958
Qualification	Chartered Accountant & Company Secretary
Expertise in specific functional areas	He is a Chartered Accountant & Company Secretary. He Promoted the Company in 1992 & managing the same since then
List of other Companies in which Directorship held (excluding in Foreign Companies)	1. Molisati Vinimay Pvt. Ltd. 2. NIP Power Pvt. Ltd. 3. Balbhadra Infratech Pvt. Ltd. 4. Brex Technology Pvt. Ltd. 5. Excel Infra Projects. Pvt. Ltd. 6. Kedarnath Mining Pvt. Ltd. 7. Kremlin Traders Pvt. Ltd. 8. Plasma Infrastructure Pvt. Ltd. 9. Tirupati Vincom Pvt. Ltd. 10. Pushpdant Investment Consultants Pvt. Ltd. 11. Sidhishree Financial Consultants Pvt. Ltd. 12. Orissa Sponge Iron Manufacturers' Association
Chairman/Member of Committees of the Board of Directors of other Companies in which he is a Director (excluding in foreign Chairman of Companies)	Nil
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	14,91,500 Shares
Relationship with other Directors/ Key Managerial Personnel	Related to Mrs. Sunita Dalmia, Non Executive Director in capacity as Husband.

**DIRECTORS' REPORT TO SHAREHOLDERS**

Dear Shareholders,

Your Directors have pleasure in presenting their Report on the business and operations of your Company along with the Audited Accounts of the company for the year ended 31st March 2019.

**FINANCIAL RESULTS:**

Particulars	Current Year (₹ In Lac)	Previous Year (₹ In Lac)
<b>Sales and other income</b>	<b>11635.53</b>	<b>7123.32</b>
Profit before depreciation	1038.25	697.37
Depreciation	401.12	361.87
<b>Profit for the year</b>	<b>637.13</b>	<b>335.50</b>
Provision for tax	7.55	(22.49)
<b>Profit after tax</b>	<b>629.59</b>	<b>357.99</b>
Profit brought forward from the previous year	<b>1695.59</b>	<b>1337.59</b>
Profit available for appropriation	2325.18	1695.58
<b>Surplus carried to Balance Sheet</b>	<b>2325.18</b>	<b>1695.58</b>

**OPERATIONS:**

During the year, the Company produced 37,153 MT, sold 18,680 MT and captively consumed 10,405 MT of sponge iron compared to previous year's production of 31,287 MT, sales of 26,323 MT and captive consumption of 4,593 MT. The Company produced 9,734 MT, sold 6,259 MT and captively consumed 3,250 MT of Pig Iron as compared to last year's production of 5,020 MT, sales of 3,976 MT and captive consumption of 920 MT.

**DIVIDEND:**

Considering the need to conserve resources for the Company's ongoing capital expenditure programme for value additions by setting up a rolling mill, the Board of Directors of the Company do not recommend any dividend on the equity shares for the year ended 31st March, 2019.

**CLOSURE OF MEMBERS AND SHARE TRANSFER BOOKS:**

The Register of Members and Share Transfer Books of the Company will be closed with effect from Monday September 23, 2019 to Monday September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.

**TRANSFER TO RESERVES:**

The Company did not transfer any amount to General Reserve during the year.

**SHARE CAPITAL:**

The Authorized Share Capital of the Company is ₹ 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 Equity Shares of ₹10/- each. As on March 31, 2019 the paid-up share capital of the Company is ₹11,40,00,000 (Rupees Eleven Crores and Forty Lacs only) divided into 1,14,00,000 Equity Shares of ₹10/- each. During the year your Company has not issued any equity shares.

**DEPOSITS:**

During the year, the Company has not accepted any 'Deposits' as defined under the Companies Act, 2013.

**DIRECTORS:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sunita Dalmia (DIN- 00605973), Non-Executive Promoter Director, retires by rotation at the forthcoming Annual General Meeting and Being eligible, offers herself for re-appointment. Your Directors

recommend her reappointment. Mr. Yogesh Kumar Dalmia (DIN-00605908) has been re-designated as the Managing Director of the Company from Executive Chairman of the Company by the Board of Directors at their meeting held on 2nd April, 2019 w.e.f. 2nd day of April, 2019 for the remaining period of his tenure, subject to approval of the members at the forthcoming Annual General Meeting. Your Directors recommend change of his designation.

**PERFORMANCE EVALUATION:**

Pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**DETAILS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

**AUDITORS REPORT & AUDITORS' OBSERVATION:**

There is no audit qualification in the Company's financial statements. The company continues to adopt practices to ensure best practice as per Indian Accounting Standards. The Notes on Accounts referred to in the Auditors' Report enclosed are self-explanatory and do not call for any further comments.

**STATUTORY AUDIT:**

Messers BDS & Co (formerly Bharat D. Sarawgee & Co), Chartered Accountants (Firm Registration Number 326264E) was appointed as the Statutory Auditors of the Company at the 26th Annual General Meeting of the Company held on 29th day of September, 2017, to hold office from the conclusion of twenty sixth (26th) Annual General Meeting until the conclusion of thirty first (31st) Annual General Meeting of the Company, subject to ratification by the Members of the Company at every subsequent Annual General Meeting at such remuneration as may be mutually agreed by the Board of Directors of the Company and the Auditors.

**SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Messrs L.N.Panda & Associates, Rourkela a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure I". The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks for the year under review.

**AUDIT COMMITTEE RECOMMENDATION:**

During the year all the recommendations of the Audit Committee were accepted by the Board. The composition of the Audit Committee is as described in the Corporate Governance Report.

**LISTING FEES:**

The shares of the Company are listed at Bombay Stock Exchange and Calcutta Stock Exchange Limited. The Scrip Code at BSE is 518075 and at CSE is 13054.

The respective listing fees for the above Stock Exchanges up to the year 2019-20 have been paid.

**PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (prevention, prohibition and Redressal) Act, 2013 and the Rules framed there under. It has constituted an internal Complaint Committee in compliance with the above mentioned Act and Rules. During the Financial Year 2018-19, no complaint has been received.

**SAFETY, HEALTH & ENVIRONMENT:**

The Company is committed to providing a safe and healthy working environment and achieving an injury and

## **SURAJ PRODUCTS LIMITED**

illness free work place. During the year under review, there was no lost time injury incident reported.

### **RECONCILIATION OF SHARE CAPITAL:**

As directed by Securities Exchange Board of India (SEBI), Reconciliation of Share Capital is being carried out quarterly by a practicing Company Secretary. The findings of the Reconciliation of Share Capital were satisfactory.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to section 134 (5) of the Companies Act, 2013

the Board of Directors of the Company confirm that;

- (i) in the preparation of Annual Accounts, the applicable Accounting Standards as specified by the Institute of Chartered Accountants of India have been followed and that there has been no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or loss of the Company for that period.
- (iii) the Directors have taken proper and sufficient care, to the best of their for the maintenance of adequate accounting records in accordance with the provision of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Annual Accounts have been prepared on going concern basis.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year under review, there have been no material changes and commitments affecting the financial position of the Company.

### **NUMBER OF BOARD MEETINGS DURING F.Y. 2018-19:**

During the FY 2018-19 the number of meeting of Board of Directors of the Company comes to 4 (Four). The details of the number of meetings of the Board held during the financial year forms part of the Corporate Governance Report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The prescribed details as required Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out in Annexure 'A' forming part of this report.

### **DECLARATION OF INDEPENDENCE:**

The Company has received Declaration of Independence from Mr. C.K.Bhartia (DIN- 00192694) and Mrs. Neha Singhania (DIN- 06879112), the Independent Directors of the Company as per sub-section (6) of Section 149 of the Companies Act, 2013.

### **REMUNERATION & NOMINATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The detail of the policy is explained in the Corporate Governance Report for the Year 2018-19.

### **RELATED PARTY TRASACTIONS:**

All transactions entered into with related parties (as defined under the Companies Act, 2013) during the financial year were in the ordinary course of business and on an Arm's length pricing basis, and do not attract the provisions of Section 188 of the Companies Act, 2013 and were within the ambit of clause 23

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant transactions with related parties during the financial year which were in conflict with interests of the Company. Suitable disclosure as required by the Accounting Standards has been made in the notes to the Financial Statements.

**VIGIL MECHANISM POLICY:**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

**WHISTLE BLOWER POLICY:**

The Company has a “Whistle Blower Policy” to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company.

**STATEMENT PURSUANT TO LISTING AGREEMENT:**

Your Company’s shares are listed with Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited. We have paid the annual listing fees and there are no arrears.

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

**MANAGERIAL REMUNERATION:**

Executive Directors are paid remuneration by way of salary, perquisites and retirement benefits as recommended by the Nomination and Remuneration Committee and approved by the Board and shareholders of the Company. Key Managerial Personnel and senior Management Personnel are paid remuneration by way of fixed salary. The Company does not have any Stock Option Scheme. No severance pay is payable on termination of appointment.

**REGARDING KEY MANAGERIAL PERSONNEL:**

During the year the Company has appointed/designated the following as the Key Managerial Personnel of the Company:

Mr. Y.K.Dalmia, Managing Director

Mr. Gagan Goyal, Executive Director

Mr. M.K.Hati, Chief Financial Officer

Mr. A.N.Khatua, Company Secretary & Compliance Officer

## **SURAJ PRODUCTS LIMITED**

### **EXTRACTS OF ANNUAL RETURN IN MGT- 9:**

The details forming part of the extract of the Annual Return for the year ended on 31st March, 2019, in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure- II** and forms an integral part of this Report.

### **CORPORATE GOVERNANCE:**

The Company has been practicing the principles of good Corporate Governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate Section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 form part of this Annual Report.

The Chairman and the Chief Financial Officer (CFO) of the Company have certified to the Board on financial statements and other matters in accordance with Regulation 17(8) of SEBI (LODR) Regulations, 2015 pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2019.

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Annual Report.

### **DISCLOSURES WITH RESPECT TO EMPLEYES STOCK OPTION SCHEME:**

The Company does not have any Employee Stock Option Scheme.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:**

Details of loans, guarantees or investments are given in the notes to financial statements.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORY BODIES/ COURTS:**

During the financial year under review, no significant or material orders were passed by the Regulatory/ Statutory Authorities or the Courts which would impact the going concern status of the Company and its future operations.

### **ACKNOWLEDGEMENT AND APPRECIATION:**

Your Directors would like to place on record our sincere appreciation for the continued support given by the Banks, Government Authorities, customers, vendors, shareholders during the period under review. The Directors also appreciate and value the contributions made by the employees of our Company at all levels.

On behalf of the Board of Directors

Place: Barpali

Date: the 27th day of July, 2019

Sd/-

Y. K. Dalmia

Managing Director

(DIN - 00605908)

**ANNEXURE TO THE DIRECTORS' REPORT:**

Statement pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report for the year ended 31st March 2019.

**1. CONSERVATION OF ENERGY:**

The Company has taken various steps for conservation of energy and has installed energy efficient equipments and thereby able to optimize the energy consumption.

<b>ELECTRICITY</b>		<b>For the Year 2018-2019</b>	<b>For the Year 2017-2018</b>
(a) Purchased Units	KWH	24,89,745	22,28,835
Amount	₹	172,09,674	155,60,694
Cost per Unit	₹	6.91	6.98
(b) Through Diesel Generator	KWH	1,13,076	1,53,977
Unit per Ltr. of Diesel		3.37	3.48
Cost per Unit *	₹	20.57	13.47
(c) 11034 MW Power(net) from CPP was consumed during the year			

**POWER CONSUMPTION :**

Power Consumption per Unit of Production:

Consumption of electricity per ton of production cannot be determined product wise as company is having common processing facility for interdependent products.

**2. TECHNOLOGY ABSORPTION :**

The Company continues to use technology & process know how developed in house.

**3. INDUSTRIAL RELATIONS :**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**4. FOREIGN EXCHANGE OUTGO:**

	Current Year (₹)	Previous Year (₹)
Travelling Expenses:	47,005	Nil

On behalf of the Board of Directors

Place: Barpali  
Date: the 27th day of July, 2019

Sd/-  
Y. K. Dalmia  
Managing Director  
(DIN - 00605908)

**Form No. MR3  
SECRETARIAL AUDIT REPORT****For The Financial Year Ended on 31st March, 2019**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of Companies (Appointment and Remuneration Personnel) Rules, 2014).

To  
The Members,  
Suraj Products Limited  
At- Barpali, Po- Kesaramal  
Rajgangpur, Odisha-770017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suraj Products Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Suraj Products Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Other Applicable Acts,
- (a) Factories Act, 1948,
  - (b) Payment of Wages Act, 1936, and rules made there under,
  - (c) The Minimum Wages Act, 1948, and rules made there under,
  - (d) Employees' State Insurance Act, 1948, and rules made there under,
  - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
  - (f) The Payment of Bonus Act, 1965, and rules made there under,
  - (g) Payment of Gratuity Act, 1972, and rules made there under,
  - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
  - (i) Food Safety and Standards Act, 2006, and rules made there under.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Rourkela

Dated: the 25th day of June, 2019

L.N.Panda & Associates  
Practicing Company Secretary  
CP No.: 8310

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE- D**' and forms an integral part of this Report.

To  
The Members,  
Suraj Products Limited  
Barpali, Po- Kesramal,  
Rajgangpur, Dist- Sundargarh,  
Odisha- 770017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Rourkela  
Dated: the 25th day of June, 2019

L.N.Panda & Associates  
Practicing Company Secretary  
CP No.: 8310

**Annexure –II  
Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN:- L26942OR1991PLC002865
- ii) Registration Date- 26.07.1991
- iii) Name of the Company- SURAJ PRODUCTS LIMITED
- iv) Category / Sub-Category of the Company: Company Limited by Shares.
- v) Address of the Registered office and contact details:  
At- Barpali, Po.- Kesaramal, Rajgangpur, Dist- Sundargarh, Odisha- 770017  
Contact Detail: EPBX No. 9437049074, Email:suproduct@gmail.com,  
Website: www.surajproducts.com
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:  
M/S MCS Share Transfer Agent Limited,  
383, Lake Gardens, 1st Floor, Kolkata-700045

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	SPONGE IRON	3303	31.19 %
2	PIG IRON	3304	15.00 %
3	MS INGOT	24103	48.03 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Company has no holding, subsidiary and associate companies.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

- i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	% Change during the year
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	24,84,800	-	24,84,800	21.80	24,84,800	-	24,84,800	21.80	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	59,17,000	-	59,17,000	51.90	59,17,000	-	59,17,000	51.90	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>84,01,800</b>	<b>-</b>	<b>84,01,800</b>	<b>73.70</b>	<b>84,01,800</b>	<b>-</b>	<b>84,01,800</b>	<b>73.70</b>	<b>-</b>

# SURAJ PRODUCTS LIMITED

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	% Change during the year
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	<b>84,01,800</b>	-	<b>84,01,800</b>	<b>73.70</b>	<b>84,01,800</b>	-	<b>84,01,800</b>	<b>73.70</b>	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/Financial Institute	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d)State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	83,917	63,300	1,47,217	1.29	74,689	60,900	1,35,589	1.19	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	350	0	350	0.003	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4,27,201	15,91,500	20,18,701	17.71	4,63,606	15,26,100	19,89,706	17.46	-
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	8,05,682	26,600	8,32,282	7.30	8,72,555	-	8,72,555	7.65	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>13,16,800</b>	<b>16,81,400</b>	<b>29,98,200</b>	<b>26.30</b>	<b>14,11,200</b>	<b>15,87,000</b>	<b>29,98,200</b>	<b>26.30</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>97,18,600</b>	<b>16,81,400</b>	<b>1,14,00,000</b>	<b>100.00</b>	<b>97,18,600</b>	<b>16,81,400</b>	<b>1,14,00,000</b>	<b>100.00</b>	-

**(ii) Shareholding of Promoters:**

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Nip Power Pvt. Ltd.	28,27,000	24.8	-	28,27,000	24.8	-	-
2	Molisati Vinimay Pvt. Ltd.	25,50,000	22.37	-	25,50,000	22.37	-	-
3	Y.K.Dalmia	14,91,500	13.08	-	14,91,500	13.08	-	-
4	Sunita Dalmia	7,72,400	6.78	-	7,72,400	6.78	-	-
5	Balbhadra Infratech Pvt. Ltd.	5,40,000	4.74	-	5,40,000	4.74	-	-
6	Nivedita Dalmia	1,10,900	0.97	-	1,10,900	0.97	-	-
7	Nandita Dalmia	1,10,000	0.96	-	1,10,000	0.96	-	-
	<b>Total</b>	<b>84,01,800</b>	<b>573.70</b>	<b>-</b>	<b>84,01,800</b>	<b>73.70</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

There has been no changes in the promoters' shareholding during the financial year ended March 31, 2019.

**(iv) Shareholding of Directors and KMP:**

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	<b>C.K.Bhartia, Chairman</b>				
	At the beginning of the year	400	0.0035	400	0.0035
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	-	-	400	0.0035
2	<b>Y.K.Dalmia, Managing Director</b>				
	At the beginning of the year	14,91,500	13.08	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	-	-	14,91,500	13.08
3	<b>Sunita Dalmia, Director</b>				
	At the beginning of the year	7,72,400	6.78	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	-	-	7,72,400	6.78
4	<b>M.K.Hati, CFO</b>				
	At the beginning of the year	500	0.004	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	-	-	500	0.0044
5	<b>A.N.Khatua, Company Secretary</b>				
	At the beginning of the year	500	0.004	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the year	500	0.004	500	0.0044

# SURAJ PRODUCTS LIMITED

## (v) Shareholding of top ten shareholders (other than promoters, directors and KMP)

Sl. No.	For Each of the Top 10 Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Nand Lal Bhartiya HUF	5,00,000	4.38	5,00,000	4.38
2	Meena Bhartiya	1,92,000	1.68	1,92,000	1.68
3	Nand Lal Bhartiya	1,13,682	0.99	1,08,506	0.95
4	Sanjay Kumar Sarawagi	17,409	0.15	45,449	0.39
5	Elan Capital Advisors Pvt. Ltd.	28,200	0.25	28,200	0.25
6	Rabindra Kumar Bachhawat	26,600	0.23	26,600	0.23
7	Pritty Devi Sarawagi	14,383	0.12	16,517	0.14
8	Deepak Das	14,000	0.12	14,000	0.12
9	Shikha Halder	12400	0.10	12400	0.10
10	Sagar Chandulal Jain	12,633	0.11	11,676	0.10

## VI. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	16,24,10,828	15,40,66,759	-	31,64,77,587
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,24,29,003	-	1,24,29,003
<b>Total (i+ii+iii)</b>	<b>16,24,10,828</b>	<b>16,64,95,762</b>	<b>-</b>	<b>32,89,06,590</b>
<b>Change in Indebtness during the financial year</b>				
• Addition	12,79,86,067	3,35,00,000	-	16,14,86,867
• Reduction	4,58,81,002	51,66,699	-	5,10,47,701
<b>Net Change Indebtness</b>	<b>24,45,15,893</b>	<b>15,40,66,759</b>	<b>-</b>	<b>31,64,77,587</b>
<b>At the end of the financial year</b>				
i) Principal Amount	24,45,15,893	19,48,29,063	-	43,93,44,956
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,66,66,974	-	1,66,66,974
<b>Total (i+ii+iii)</b>	<b>24,45,15,893</b>	<b>21,14,96,037</b>	<b>-</b>	<b>45,60,11,930</b>

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Chairman, Whole-time Directors and/or Manager:**

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Name of Chairman/WTD/ Manager		Total
		Y. K. Dalmia Chairman	Gagan Goyal Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	51,25,000	8,20,000	59,45,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	48,040	48,040
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>51,25,000</b>	<b>8,68,040</b>	<b>59,93,040</b>

**B. Remuneration to other directors: NIL**

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN CHAIRMAN/MANAGER/WTD: (Amount in ₹)**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		A.N.Khatua Company Secretary	M.K.Hati Chief Financial Officer	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,72,500	8,60,000	15,32,500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	48,040	48,040	96,080
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Others, please specify	-	-	-
	<b>Total</b>	<b>7,20,540</b>	<b>9,08,040</b>	<b>16,28,580</b>

**VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the Financial year, Bombay Stock Exchange (BSE) has imposed penalty of ₹ 11,00,000/- (Rupees Eleven Lacs only) on the Company for non-compliance of Regulation 17(1) of SEBI (LODR), 2015 regarding composition of Board of Directors. Subsequently the composition of the Board was corrected and requisite fine imposed under Regulation 17(1) of SEBI (LODR), 2015 had been paid by the Company.

**REPORT ON CORPORATE GOVERNANCE 2018-19:**

[As required under Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company believes that ethical and fair behavior is as important in Business as in personal life and that all our policies and actions must be grounded in this- that we are a member of the communities we live and work in as individuals and as a Company and have responsibility to be fair, decent and avoid causing harm.

This will help the Company achieve its goals of maximizing value to the shareholders and simultaneously fulfill its obligations to the other stakeholders such as customers, vendors, employees and to the society in general.

The Company recognizes that strong Corporate Governance is indispensable to resilient and vibrant capital markets and is therefore an important instrument of investor protection.

The Company continues to remain committed to a corporate culture of conscience and consciousness, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

**1. BOARD OF DIRECTORS:**

Your Company's Board of Directors (Board) decides the policy and strategy for the Company and has the overall superintendence and control over the management of the Company. They also ensure that good Corporate Governance policies and practices are implemented in the Company. In the course of discharging their duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

**A. Board Composition:**

As on 31st of March, 2019, the Board of Directors of Suraj Products comprises of five Directors. The Board consists of the Chairman, who is Promoter & Executive Director, one Executive Director and three Non-Executive Directors, of which two are independent Directors. Details of composition of Board of Directors are given below:

Sl.No.	Name of the Directors	Status	Category	Shareholding in the Company
1	Sri Y. K. Dalmia	Chairman	Promoter and Executive Director	14,91,500
2	Smt. S. Dalmia	Director	Promoter and Non Executive Director	7,72,400
3	Sri C.K.Bhartia	Director	Non-Executive and Independent Director	400
4	Smt. Neha Singhania	Director	Non Executive and Independent Director	NIL
5	Sri Gagan Goyal	Director	Executive Director	NIL

**B. Board Meetings:**

During the year 2018-19, the Board of the Company met four times on: 06/05/2018, 27/07/2018, 13/11/2018 and on 11/02/2019.

All the meetings were held in such manner that the gap between two consecutive meetings was not more than four months.

Name of the Directors	Attendance Particulars Chairmanship / Membership		Number of other Directorship and Committee		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Sri Y. K. Dalmia	4	Yes	12	1	1
Smt. Sunita Dalmia	4	Yes	11	2	-
Sri Gagan Goyal	4	Yes	-	1	-
Sri C.K.Bhartia	4	Yes	3	4	2
Smt. Neha Singhania	4	Yes	3	4	1

**2. AUDIT COMMITTEE:**

The Audit Committee consists of, Sri C.K.Bhartia, Smt. Neha Singhania and Sri Gagan Goyal. Sri C.K.Bhartia acts as Chairman of the Committee. During the period under review four Audit Committee meetings were held on 06/05/2018, 27/07/2018, 13/11/2018 and on 11/02/2019. The composition of the Audit Committee and attendance of its meetings are given below:

Name of the Directors	No. of Audit Committee Meeting Attendance
Sri C.K.Bhartia	4
Smt. Neha Singhania	4
Sri Gagan Goyal	4

**Term of reference of the Audit Committee:**

The committee is entrusted with review of quarterly, half yearly and annual financial statements before submission to the Board. The scope of the audit committee, inter alia, includes review of the Company's financial reporting process, the financial statements; review the adequacy of the internal control systems. The Company Secretary acts as the secretary of the Committee.

**3. REMUNERATION AND NOMINATION COMMITTEE:**

A Committee of Directors comprising of, Sri C.K.Bhartia, Smt. Sunita Dalmia and Smt. Neha Singhania has been formed as Compensation / Remuneration Committee for the purpose of recommending of the Executive Director, Senior Executives and Key Managerial Personnel's remuneration / revision / merit increment and related matters. No sitting fees are payable for the meeting of this Committee. Smt. Neha Singhania acts as Chairman of the Committee.

The purpose of the Remuneration committee of the company shall be to discharge the Board's responsibilities relating to remuneration of the Company's Executive Directors and Key Managerial Personnel. The committee has overall responsibility for approving and evaluating and recommending plan, policies and programs relating to remuneration of Executive Directors and Key Managerial Personnel of the Company.

**4. MANAGERIAL REMUNERATION:**

The remuneration of Managing Director was fixed in the AGM held on 28.09.2018 and the remuneration of Executive Director was fixed in the AGM held on 28.09.2016.

**(a) REMUNERATION TO DIRECTORS:**

Following remuneration was paid to Directors during the Financial Year 2018-19:

Mr. Y.K.Dalmia, Chairman	- ₹ 51,25,000 (39,00,000)
Mr. Gagan Goyal, Executive Director	- ₹ 8,68,040 (8,08,040)

**(b) REMUNERATION TO OTHER DIRECTORS:**

Sitting fees of ₹ 25,000/- each paid to Non-Executive Directors for attending the Meeting of Board of Directors of the Company. (Amount in ₹)

Sl. no.	Particulars of Remuneration	Name of Directors		Total
1.	Independent Directors	Mr.C.K.Bhartia	Mrs. Neha Singhania	-
	Fees for attending Board Meeting	1,00,000	1,00,000	2,00,000
	Commission	-	-	-
	Others	-	-	-
	<b>Total (1)</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>2,00,000</b>
2.	Other Non-Executive Director			
	Fees for attending Board Meeting	-	-	-
	Commission	-	-	-
	Others	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (1+2)</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>2,00,000</b>

## **SURAJ PRODUCTS LIMITED**

### **5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE:**

Shareholders' & Investors' Grievance Committee consists of Sri C.K.Bhatia, Smt. Neha Singhania and Smt. Sunita Dalmia. Sri. C.K.Bhartia acts as Chairman of the Committee. Sri A.N.Khatua, Company Secretary Serves as the Secretary of the Committee. The Committee to look into redressing of shareholders and investors grievances like transfer of shares, non receipt of Balance sheet, etc.

During the financial year 2018-19 the Committee held four meetings 06/05/2018, 27/07/2018, 13/11/2018 and on 11/02/2019.

The committee received 9 complaints from investors during the year and all of have been resolved. There is no complaint outstanding at the end of the year.

Sri A.N.Khatua acts as Compliance Officer to this Committee under the Security Exchange Board of India (SEBI) Notification.

### **6. SHARE TRANSFER COMMITTEE:**

The Company has a Share Transfer Committee consisting of Sri Y. K. Dalmia, Sri C.K.Bhartia, and Smt. Neha Singhania. Sri Y. K. Dalmia acts as Chairman of the Committee. The Share Transfer Committee meets as and when required and is entrusted with transfer / transmission of shares, issue of duplicate share certificates, changes of name / status, transposition of names, sub-division / consolidation of share certificates, dematerialization / rematerialization of shares, etc.

### **7. MANAGING DIRECTOR / CFO CERTIFICATION:**

A certificate from the Managing Director on the Financial Statements of the Company was placed before the Board at its meeting held on 18.05.2019.

### **8. RISK ASSESSMENT & MINIMIZATION PROCEDURE:**

The risk assessment and its minimization procedures have been laid down by the company and the same been informed to board members. The procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

### **9. GENERAL BODY MEETING:**

#### **a) ANNUAL GENERAL MEETING**

<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>No. of Special Resolution</b>
27th Sept. 2014	Registered Office of the Company at Barpali	11:30 AM	--
28th Sept. 2015	Registered Office of the Company at Barpali	11:30 AM	--
28th Sept. 2016	Registered Office of the Company at Barpali	11:30 AM	--
29th Sept. 2017	Registered Office of the Company at Barpali	11:30 AM	--
28th Sept. 2018	Registered Office of the Company at Barpali	11:30 AM	--

b) During the year, no resolution was passed through postal ballot in accordance with Section 108 of the Companies Act, 2013.

### **10. DISCLOSURES:**

a) **RELATED PARTY DISCLOSURE:** There are no materially significant related party transactions with its Promoters, the Directors or the Management and their Subsidiaries or relatives etc. which may have potential conflict with the interest of the Company at large.

b) **NON-COMPLIANCE PENALTIES:** During the Financial year, Bombay Stock Exchange (BSE) has imposed penalty on the Company for non-compliance of Regulation 17(1) of SEBI (LODR), 2015 regarding composition of Board of Directors. Subsequently the composition of the Board was corrected and requisite fine imposed under Regulation 17(1) of SEBI (LODR), 2015 had been paid by the Company.

c) **CODE OF CONDUCT:** The Board formulated a code of conduct for the Board Members and the Senior Management of the company. All Board Members and senior management personnel have affirmed their compliance with the code.

d) During the financial year 2018-19, there is no audit qualification in the Company's Financial Statements.

**11. MEANS OF COMMUNICATION:**

- a) The quarterly and annual financial results are normally published in Business Standard (English and Hindi edition) and the Utkal Mail (Oriya daily) and also posted on the website of the Company (www.surajproducts.com).
- b) The financial results are displayed on the Company's Website viz: www.surajproducts.com
- c) The Management Discussion and Analysis Report is attached with Director's Report in this 28th Annual Report of the Company posted to the Share holders.

**12. GENERAL INFORMATION FOR SHARE HOLDERS:**

- a. 28th Annual General Meeting:

Day	Date	Time	Venue
Monday	30th September, 2019	11:30 AM	Regd. Office: Vill: Barpali, P. O.: Kesramal (Rajgangpur), Dist.: Sundargarh, Odisha.
Date of Book Closure		The Company's Register of members & share books will remain closed from 23rd Sept. to 30th Sept. 2019	

- b. Financial Calendar: Approval of quarterly results: May, August, November and February. Annual General Meeting in September each year.
- c. Listing at Stock Exchange: (i) Bombay Stock Exchange Ltd. (ii) Calcutta Stock Exchange Ltd.
- d. Stock Code: 518075 at BSE and 13054 at CSE
- e. Dematerialization of shares and liquidity:

The shares of the Company are dematerialized with Central Depository Services (India) Ltd and National Securities Depository Limited. The addresses of the Depositories are as under:

- |   |  |
|---|--|
| <p><b>1. National Securities Depository Limited (ISIN –INE069E01019)</b><br/>Trade world, 4th Floor,<br/>Kamala Mills Compound<br/>Lower parel, Mumbai – 400013</p> | <p><b>2. Central Depository Services (India) Limited (ISIN – INE069E01019)</b><br/>Phiroze Jeejeebhoy Towers,<br/>28th Floor, Dalal Street, Senapati Bapat Marg,<br/>Mumbai – 400023</p> |
|---|--|

No. of Shares held in dematerialized and physical mode as on 31st March, 2019 is as under:

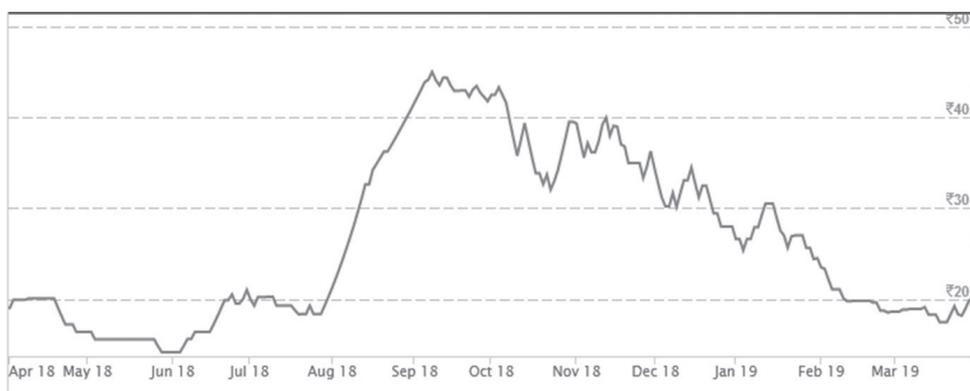
Particulars	No. of Shares	% of total capital issued
Held in dematerialized form in CDSL	94,50,294	82.90
Held in dematerialized form in NSDL	3,62,706	3.18
Physical	15,87,000	13.92
<b>TOTAL</b>	<b>1,14,00,000</b>	<b>100.00</b>

- f. Market price data: Monthly High/ Low price per share during 2018-19:

Months	BSE Limited	
	High (Rs.)	Low (Rs.)
April, 2018	20.05	16.35
May, 2018	15.65	14.10
June, 2018	21.40	14.85
July, 2018	21.20	18.30
August, 2018	41.45	21.20
September, 2018	45.95	41.80
October, 2018	43.35	31.35
November, 2018	40.95	32.30
December, 2018	34.50	28.00
January, 2019	30.75	24.30
February, 2019	24.50	18.50
March, 2019	20.00	16.80

## SURAJ PRODUCTS LIMITED

### g. Share Price performance during 2018-19:



### h. Public Deposit:

The Company has not accepted any deposit during the year under review.

### i. Registrar & Share Transfer Agent:

M/s MCS Share Transfer Agent Limited,  
383, Lake Gardens, 1st Floor, Kolkata – 700045  
Telephone: 033-40724052 E-mail: mcssta@rediffmail.com  
Contact Person: Mr. Partho Mukherjee

### j. CIN Number: The CIN of the Company granted by Ministry of Corporate affairs is **L26942OR1991PLC002865**

### k. Share Transfer System:

Share transfer system is entrusted to the Registrar and Share Transfer Agent. Transfer Committee is empowered to approve the share transfers. Transfer committee Meeting is held as and when required. The share transfers, issue of duplicate certificate etc are endorsed by Directors / Executives / Officers as may be authorised by the Transfer Committee. Grievances received from members and miscellaneous correspondences are processed by the Registrar within 15 days.

## 13. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2019:

### a. Details of shareholding as on 31st March, 2019

Category	No. of Shares	% of Share Holding
Promoters Group	84,01,800	73.70
Private Corporate Bodies	1,39,445	1.22
Indian Public	28,58,755	25.08
<b>Total</b>	<b>1,14,000,00</b>	<b>100.00</b>

**b. Distribution of shareholding as on 31st March, 2019:**

Category	No. of Shares	No. of Shareholder	Percent Shares	Percent Holders
1 - 500	12,41,200	8023	10.8877	94.0122
501 - 1000	2,65,176	298	2.3261	3.4919
1001 - 5000	3,59,347	173	3.1522	2.0272
5001 - 10000	1,66,980	22	1.4647	.2578
10001 - 50000	1,64,991	8	1.4473	.0937
50001 - 100000	1,08,506	1	.9518	.0117
and Above	90,93,800	9	79.7702	.1055
<b>Total</b>	<b>11400000</b>	<b>8534</b>	<b>100.0000</b>	<b>100.0000</b>

**c. Shareholding pattern as on March 31, 2019:**

Category	No of shareholders	Total Share	% of Equity
Promoter & Promoter Group	7	84,01,800	73.70
Resident Individuals	8466	28,62,261	25.11
Body Corporate	60	1,35,589	1.19
NRI with repeat	1	350	0.0031
Total	8534	114,00,000	100%

**14. SECRETARIAL AUDIT:**

As stipulated by Securities Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out in every half year and year ending and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors.

**15. CORPORATE ETHICS:**

The Company adheres to high standards of business ethics, compliance with various statutory and legal requirements and commitment to transparency in business dealing.

The Company Secretary of the Company acts as Compliance Officer and is responsible for adherence to the code.

**16. COMPLIANCE CERTIFICATE OF AUDITORS:**

The Company has obtained a certificate from the Statutory Auditors confirming the compliance with the conditions of Corporate Governance.

**17. PLANT - LOCATION:**

Village – Barpali, Post – Kesramal (Rajgangpur)  
Dist – Sundargarh, Odisha. PIN – 770 017

**18. ADDRESS FOR CORRESPONDENCE:**

SURAJ PRODUCTS LIMITED  
Village– Barpali, Post – Kesramal (Rajgangpur)  
Dist – Sundargarh, Odisha, PIN – 770 017  
EPBxNo:-9437049074, E-mail:suproduct@gmail.com,  
Web Site: www.surajproducts.com

# **SURAJ PRODUCTS LIMITED**

**Annexure to the Corporate Governance Report:**

## **AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S)**

To

The members of  
SURAJ PRODUCTS LIMITED

We have reviewed the implementation of Corporate Governance procedures by M/s. Suraj Products Limited during the year ended 31st March, 2019 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our responsibility was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

As per Schedule of implementation stipulated in clause 49 of the Listing Agreements with Stock Exchanges, the Company is supposed to comply with all the conditions by March, 2019. During the year, initiated steps to set up various Committees and comply with the other requirements during the course of the year in stages.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Corporate Governance Clause of the listing agreements with Stock Exchanges have been substantially complied with by the Company and that no investor grievance(s) is/ are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

32A, C.R. Avenue, Trust House  
Kolkata – 700012

Dated: the 18th day of May, 2019

For B D S & Co.  
Chartered Accountants  
Formerly Bharat D Sarawgee & Co.  
(Bharat D Sarawgee)  
Membership No. 061505

### **DECLARATION UNDER CLAUSE 49(1)(D)**

As required under Clause 49 of the Listing Agreement(s) with Stock Exchanges relating to Corporate Governance I hereby declare that all the members of the Board of Directors and the senior Management personnel have compliance with the company's code of conduct, to the year ended 31st March, 2019.

For Suraj Products Limited

Place: Kolkata  
Date: the 18th day of May, 2019

Sd/-  
Y. K. Dalmia  
Managing Director  
(DIN - 00605908)

### **CERTIFICATE OF MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE:**

The Board of Directors  
Suraj Products Limited

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata

Date: the 18th day of May, 2019

Sd/-  
Y.K.Dalmia  
Managing Director  
(DIN-00605908)

Sd/-  
M.K.Hati  
Chief Financial Officer (CFO)

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## **MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

### **GLOBAL ECONOMIC INSIGHT:**

In 2018, the global economy grew at a rate of 3.6%. The year was marked by various political uncertainties such as future trade disputes between USA and China, upcoming Brexit negotiations, budgetary policy of Italy, among many others. These global tensions are expected to affect the global growth in 2019 as well. The global economy is expected to grow at a rate of 3.3% in 2019 and 3.6% in 2020. Negative effects of tariff increase in US and China and slow growth momentum in Europe in second half of 2018 have led to the drop in growth estimates.

The demand for steel generated by numerous development projects across the world, especially in infrastructure and real estate projects in the emerging markets and developing economies has made it an important sector globally. In 2018, US steel sector grew at a steady pace. Growth across the rest of the World was slow due to atypical circumstances. China's steel demand increased in the early half of 2018 due to boost in the real estate and positive impact of strong global economy. However, later half of 2018 witnessed slow growth, tough environmental regulations and economic rebalance.

For 2019, demand in US is expected to be modest due to slow auto manufacturing and construction activity. The manufacturing sector is expected to perform well due to the strength of the machinery and equipment sector.

Both upside and downside risks exist for China. The downside risks are mainly due to ongoing trade friction with the US coupled with a decelerating economy. But in case China decides to use measures to contain the slowdown its economy, steel demand could boost in 2019.

India's steel demand is expected to improve as the nation recovers from the twin shocks of demonetization and GST. Increasing investments and infrastructure programs are also expected to enhance steel demand.

## **SURAJ PRODUCTS LIMITED**

From its position as the third largest steel producer in 2017 to the second largest producer of crude steel in 2018, India has definitely seen a positive slope. The nation's investment in the infrastructure sector is the biggest contributor to its steel sector growth. The Government's policy guidelines addresses the need to create a conducive environment to improve the efficiency and productivity of the steel sector.

### **INDIAN ECONOMIC REVIEW:**

Factors such as continued domestic consumption and investment trends have positioned India as the sixth largest economy and one of the fastest growing countries in the World. The growth in the domestic consumption demand is catalyzed and strengthened by factors such as harmonized of Goods and Service Tax (GST) and recapitalized Bank. Indian Economy grew by 6.8% in 2018-19 as compared to that of 6.7% in 2017-18. Agriculture and manufacturing are the two key industry sectors that are expected to contribute to this growth graph.

### **UPLIFTING RURAL DEMAND:**

The Indian Government is endeavoring to create world class infrastructure in the Country. It is planning to invest Rs. 25 trillion in infrastructure over next three years; Rs. 8 trillion will be used to develop 27 industrial clusters, while Rs. 5 trillion will be used for building roads, railways and port connectivity.

### **CHANGING RURAL DEMAND:**

Indian's rural sector is slowly undergoing a transformation. Consumption patterns of people are slowly changing, facilitated by improved networking. People in villages are seeking information proactively from multiple sources, which also include social media.

The GST is being seen as a crucial reform, as it is anticipated to bring greater transparency in the country's indirect tax structure.

### **OUTLOOK:**

Post elections and stable Government, it is expected that thrust on infrastructure projects will renew. Also liquidity infusion and project finance will become easier and spurt growth in housing and infrastructure sectors. This will lead to remunerative prices and business sustainability.

### **INDUSTRY STRUCTURE & DEVELOPMENT:**

Sponge iron & pig iron are intermediate products as source of metalics for electric steel making. Other source of metalics is steel scrap. The Sponge iron industry in India is divided into two types, those who are integrated with steel making and those in merchant sector. Suraj Products Limited is slowly graduating from a merchant plant to a steel producer.

In the Modern Economy Steel is a vital component to the development. The strength of steel industry shows the growth & development of all major industrial economies. Consumption of steel is a significant indicator of socio-economic development of the people of the country. Since incubation period for setting up integrated steel plants is large, the growth in demand of steel during the year was met generally by secondary steel sector or through import of steel. One of the sources of metallic's for secondary steel making sector is sponge iron and pig iron. Sponge iron industry, therefore, witnessed continued development for its product during the year. The trend is likely to continue in future. With the anticipated increase in rural spending and infrastructure, the steel demand is likely to be good.

### **COMPANY'S PERFORMANCE:**

Gross Turnover	: ₹ 1,168,274,939
Profit before Taxation	: ₹ 63,713,525
Profit after Taxation	: ₹ 62,958,859

**OPPORTUNIES, THREATS & FUTURE OUTLOOK:**

**a) OPPORTUNITIES:**

The renewed importance given by Government on affordable housing, roads, sagarmala projects and other infrastructure projects are expected to create steel demand, this will augur well for sponge iron and pig iron industry.

As per the National steel policy crafted during FY 2018-19, the crude steel production target for India is set at 300 MT by 2030. Share of sponge iron & pig iron in making steel will be 80 MT, which will create huge opportunity for sponge iron industry.

**b) THREATS:**

Presently there are no visible threats in the short and medium term in the sponge iron industry. However availability of key raw materials and environmental concerns might pose significant challenge in the future.

The cost of iron ore and coal constitute more than 80% of cost of production. Therefore the profitability of the Company depends on market price of these raw materials. The only way to reduce the cost of iron ore and coal is to have captive mines for these raw materials, which the company does not have. The emergence of large players may pose threat due to their economies of scale.

**c) OUTLOOK:**

Post elections and stable Government, it is expected that thrust on infrastructure projects will renew. Also liquidity infusion and project finance will become easier and spurt growth in housing and infrastructure sectors. This will lead to remunerative prices and business sustainability.

The Government of India has initiated favorable measures for restricting imports. The initiative has provided necessary support for the steel industry in maintaining prices.

**RISK AND CONCERN:**

Increasing trend in raw material prices and non- availability of good quality raw material is the area of concern for the Company. Company is keeping close watch on these and taking appropriate steps timely.

**SEGMENT- WISE/ PRODUCT- WISE PERFORMANCE:**

In accordance with the Accounting Standard 17 issued by the Companies (Accounting Standards), Rules, 2006 including any further amendments thereof, the Company has a single business segment having three products namely Sponge iron, Pig Iron and MS Ingot.

The production & sales achieved during the year compared to previous year is given herein.

<b>Particulars</b>	<b>Production MT</b>	<b>Sales MT</b>	<b>Captive Consumption MT</b>
Sponge Iron	37,153 (31,287)	18,680 (26,323)	10,405 (4,593)
Pig Iron	9,734 (5,020)	6,259 ((3976	3,250 (920)

**INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:**

The company has adequate and effective internal control system commensurate with its size and nature of business to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes, the Suraj Products Limited code of conduct and Corporate policies are duly complied with Internal audit and other control are reviewed periodically by Audit Committee.

## **SURAJ PRODUCTS LIMITED**

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Company possesses good quality of human resources. The Board wishes to place on record its appreciation for the sustained efforts and devoted contribution made by all the employees for its success. The Human Resources Department of the Company focuses on improving the work culture, employee engagement, effectiveness and efficiency. Various employee engagement initiatives carried out in the year has resulted in better performance. On the safety front, the Company is focused on ensuring the safety of all employees. No Loss Time injury was reported during the year. The Company has maintained healthy and cordial industrial relations during the year.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

### **SAFETY MEASURES:**

Suraj Products Limited has taken the following initiatives during the year in order to safeguard the health of the workers;

Unsafe conditions in the plant are regularly inspected by the safety committee and deficiencies are attended immediately.

### **SAFETY TRAINING:**

Training of various Safety Standards is imparted to all employees.

### **HEALTH CHECK- UP:**

About 36 Medical Camps with qualified and experience medical practitioners were conducted in nearby villages and about 3,100 patients availed the service.

### **CAUTIONARY STATEMENT:**

Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results could differ materially from those stated above. Important factors that could make a difference to the Company's operation include, among others, economic condition affecting demand/supply and price conditions in the market in which the company operates, changes in Government regulations, tax laws and others statutes and incidental factors.

**INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
**SURAJ PRODUCTS LIMITED**

**Reports on the Financial Statements**

**Opinion**

We have audited the accompanying Ind AS Financial Statements of "M/S. SURAJ PRODUCTS LIMITED" (the "Company"), which comprise of the Balance Sheet as at 31st March, 2019, the related Statement of Profit and Loss (including Other Comprehensive Income), and the Cash Flow Statement for the year ended and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>SI. No.</b>	<b>Key Audit Matter</b>	<b>Auditor's Response</b>
1	<b><i>Evaluation of uncertain tax positions</i></b>	<b><i>Principal Audit Procedures</i></b>
	The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Our procedure included, amongst others, assessing the appropriateness of management's assumptions and estimates in relation to uncertain tax positions, challenging those assumptions and considering advice received by management from external parties to support their position. We have involved our tax specialists to consider management's assessment of the tax positions and related provision/liability accruals when necessary. We concur with management estimates and the outcome of their procedures to determine the relevant provision/ liability.

## **SURAJ PRODUCTS LIMITED**

### **Responsibilities of Management and those charged with governance for the Ind AS financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India, specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Ind AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

### **Report on Other legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016("The Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the AnnexureB, a statement on the matters specified in Paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Companies Act, 2013 we report that:
  - a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of written representations received from the directors , as on 31st March, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March,

2019 from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure C”; and
- g) With respect to the other matters included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and information and according to the explanation given to us:-
  - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note 33 to the Ind AS Financial Statements;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For B D S & Co.  
(Formerly Bharat D Sarawgee & Co.)  
Chartered Accountants  
Firm Registration No. 326264E  
(Bharat D Sarawgee)  
Partner  
Membership No.: 061505

Place: Kolkata

Date: the 18th day of May, 2019

## **Annexure A : Responsibilities for Audit of Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## **SURAJ PRODUCTS LIMITED**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For B D S & Co.  
(Formerly Bharat D Sarawgee & Co.)  
Chartered Accountants  
Firm Registration No. 326264E  
(Bharat D Sarawgee)  
Partner  
Membership No.: 061505

Place: Kolkata

Date: the 18th day of May, 2019

## **ANNEXURE - B TO THE AUDITORS' REPORT**

### **ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT**

**As required by the Companies (Auditor's Report) Order, 2016, issued by the Company Law Board in terms of section 143(11) of the Companies Act, 2013, and on the basis of such checks as we considered appropriate and as per the information and explanations given to us during the course of audit, we further state that:**

- (i) In respect of fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed Assets.
  - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to information and explanation given to us the stocks have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (iii) In respect of loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, according to the information and explanation given to us:
  - (a) The company has not granted any secured/ unsecured loans & advances to companies, firms, Limited Liability Partnerships & other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.

- (iv) In our opinion and as per the information & explanations given to us, the Company has not given any loans during the year and hence, the provisions of Section 185 and 186 of the Act are not applicable to the company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Hence the directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
- (vi) In our opinion and based on the information and explanation given to us, the Central Government of India has not prescribed the maintenance of cost records under u/s 148 (1) of the Companies Act for any of the products of the company.
- (vii) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, excise duty, cess and other material statutory dues applicable to it.
- a) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, provident fund, employee state insurance, sales tax, excise duty and other material statutory dues were in arrears, as at 31st March, 2019 for a period of more than six months from the date they became payable.
- b) According to information and explanation given to us, there are no disputed dues of Sales Taxes, Entry Tax and Excise Duty which has not been deposited. The particulars of dues of Income Tax which has not yet been deposited on account of dispute are as follows:

Name of Statute	Nature of Dues	Amount in ₹	Period to which the amount relates to	Forum where the dispute is pending
The Orissa Sales Tax Act 1947	Dispute regarding ITC	3,68,720	2005-2006 to 2007-2008	Additional Commissioner Sales Tax (Appeals) North Zone, Sambalpur
The Orissa Sales Tax Act 1947	Dispute regarding ITC	8,09,148	01.10.2008 to 31.03.2012	Additional Commissioner Sales Tax (Appeals) North Zone, Sambalpur
The Orissa Entry Tax Rules, 1999	Entry Tax on Inter-State Purchases	9,70,000	2002-2003 to 2003-2004	Dy. Commissioner (Appeals) Sundargarh Range, Rourkela
The Orissa Entry Tax Rules, 1999	Entry Tax on Inter-State Purchases	87,000	2005-2006 to 2007-2008	Addl. Commissioner of Sales Tax (Appeals). North Zone, Sambalpur.
The Orissa Entry Tax Rules, 1999	Entry Tax on Inter-State Purchases	2,10,378	01.10.2008 to 31.03.2012	Additional Commissioner Sales Tax (Appeals) North Zone, Sambalpur
The Orissa Entry Tax Rules, 1999	Entry Tax on Inter-State Purchases	10,64,589	01.04.2013 to 31.03.2015	The Joint Commissioner of Commercial Taxes, Sundergarh Range, Rourkela
Central Sales Tax, 1956	Non- submission of C- Form Declaration	3,11,693	2004-2005	Additional. Commissioner Sales Tax (Appeals), North Zone, Sambalpur
Central Sales Tax, 1956	Non- submission of H-Form Declaration	28,57,240	2006-2007 to 2007-2008	Addl. Commissioner of sales tax (Appeals) North Zone, Sambalpur
Income Tax Act, 1961	Reopening Proceedings U/s 147	5,51,157	2009-2010	Commissioner of Income Tax (Appeals)

## **SURAJ PRODUCTS LIMITED**

- (viii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and bank. The company does not have any borrowings by way of debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, we report that no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanation given to us and based on the examination of records of the company, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act.
- (xii) In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with related parties are in compliance with Section 177 & 188 of the Companies Act and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made private placement or preferential allotment of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For B D S & Co.  
(Formerly Bharat D Sarawgee & Co.)  
Chartered Accountants  
Firm Registration No. 326264E  
(Bharat D Sarawgee)  
Partner  
Membership No.: 061505

Place: Kolkata

Date: the 18th day of May, 2019

### **Annexure - C to the Auditors' Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of M/s. Suraj Products Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B D S & Co.  
(Formerly Bharat D Sarawgee & Co.)  
Chartered Accountants  
Firm Registration No. 326264E  
(Bharat D Sarawgee)  
Partner  
Membership No.: 061505

Place: Kolkata  
Date: the 18th day of May, 2019

**SURAJ PRODUCTS LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2019**

Particulars	Note No.	As at March 31, 2019 (₹)	As at March 31, 2018 (₹)
<b>I. ASSETS</b>			
<b>Non- Current Assets</b>			
a) Property, Plant & Equipment	3	574,462,111	413,495,216
b) Capital Work in Progress		134,430,512	64,208,886
c) Other Non-Current Assets	4	23,408,828	13,607,552
d) Deferred Tax Assets (Net)	5	13,271,456	1,446,453
<b>Current Assets</b>			
a) Inventories	6	258,995,312	254,639,498
b) Financial Assets			
i) Trade Receivables	7	27,013,200	29,157,865
ii) Cash & Cash Equivalents	8	2,565,316	2,104,229
iii) Other Bank Balances	9	17,173,568	16,966,662
c) Other Current Assets	10	59,600,282	90,900,821
<b>TOTAL</b>		<b><u>1,110,920,585</u></b>	<b><u>886,527,182</u></b>
<b>II. EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	11	114,000,000	114,000,000
b) Other Equity	12	287,217,547	224,258,688
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	13	410,837,193	305,715,222
ii) Other Non Current Liabilities	14	17,283,698	-
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	15	174,901,942	174,932,941
ii) Trade Payables	16	36,086,064	14,788,577
iii) Other Financial Liabilities	17	55,106,828	33,299,299
b) Other current liabilities	18	13,795,282	15,605,013
c) Provisions	19	1,692,031	3,927,442
<b>TOTAL</b>		<b><u>1,110,920,585</u></b>	<b><u>886,527,182</u></b>

See accompanying notes 1 to 39 forming integral part of the financial statements

As per our report attached of even date

For B D S & Co.

(Formerly Bharat D Sarawgee & Co.)

Chartered Accountants

Firm Registration No. 326264E

Bharat D Sarawgee

Partner

Membership No. 061505

Place : Kolkata

Dated: 18th Day of May, 2019

**For and on behalf of Board of Directors**

C.K. Bhartia

Chairman

(DIN-0192694)

A.N. Khatua  
Company Secretary

Y. K. Dalmia  
Managing Director

M.K. Hati  
CFO

S Dalmia  
Director  
(DIN-00605973)

Gagan Goyal  
Executive Director  
(DIN-00678938)

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2019**

Particulars	Note No.	For Year ended March 31, 2019 (₹)	For Year ended March 31, 2018 (₹)
<b>Revenue</b>			
I Revenue From Operations*	20	1,163,552,725	710,761,395
II Other Income	21	4,722,214	1,570,685
III <b>Total Revenue ( I+II )</b>		<b>1,168,274,939</b>	<b>712,332,080</b>
<b>IV Expenses</b>			
Cost of Materials Consumed	22	830,149,772	518,971,871
Change in Inventories of Finished Goods	23	(228,305)	(47,489,132)
Manufacturing & Operating Costs	24	120,035,194	61,102,029
Excise Duty on Sales		-	12,661,091
Employee Benefits Expense	25	45,110,898	27,204,012
Finance Costs	26	44,322,729	46,938,843
Depreciation and Amortisation Expenses	3	40,111,675	36,187,251
Other Expenses	27	25,059,451	23,206,115
<b>Total Expenses</b>		<b>1,104,561,414</b>	<b>678,782,080</b>
V <b>Profit Before Tax</b>		63,713,525	33,550,000
VI Less: Tax Expenses			
(a) Current Tax		12,579,669	7,788,214
(b) Deferred Tax		630,425	(2,542,327)
(c) Mat Credit		(12,455,428)	(7,495,250)
VII <b>Profit for the year</b>		<b>62,958,859</b>	<b>35,799,363</b>
VIII Other Comprehensive Income			
A(i) Items that will not be classified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B(i) Items that will be classified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
IX <b>Total Comprehensive Income for the Period</b>		62,958,859	35,799,363
X Earnings per share (of ₹ 10/- each)(for discontinued and continuing operations)			
(a) Basic		5.52	3.14
(b) Diluted		5.52	3.14

\*Revenue from operations are not directly comparable as it includes excise duty for 1st Quarter for the previous year whereas Excise duty is not included in the current year.

See accompanying notes 1 to 39 forming integral part of the financial statements

As per our report attached of even date

For B D S & Co.

(Formerly Bharat D Sarawgee & Co.)

Chartered Accountants

Firm Registration No. 326264E

Bharat D Sarawgee

Partner

Membership No. 061505

Place : Kolkata

Dated: 18th Day of May, 2019

**For and on behalf of Board of Directors**

C.K. Bhartia

Chairman

(DIN-0192694)

A.N. Khatua  
Company Secretary

Y. K. Dalmia

Managing Director

(DIN-00605908)

M.K. Hati  
CFO

S Dalmia

Director

(DIN-00605973)

Gagan Goyal  
Executive Director  
(DIN-00678938)

**SURAJ PRODUCTS LIMITED****STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2019**

Particulars	Equity Share Capital	Securities Premium Reserve	Retained Earnings	Total
<b>Balance as of April 1, 2018</b>	<b>114,000,000</b>	<b>54,700,000</b>	<b>169,558,688</b>	<b>338,258,688</b>
Changes in equity for the year ended March 31, 2019	-	-	-	-
Profit for the year	-	-	62,958,859	62,958,859
<b>Balance as of March 31, 2019</b>	<b>114,000,000</b>	<b>54,700,000</b>	<b>232,517,547</b>	<b>401,217,547</b>

**STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2018**

Particulars	Equity Share Capital	Securities Premium Reserve	Retained Earnings	Total
<b>Balance as of April 1, 2017</b>	<b>114,000,000</b>	<b>54,700,000</b>	<b>133,759,325</b>	<b>302,459,325</b>
Changes in equity for the year ended March 31, 2018	-	-	-	-
Profit for the year	-	-	35,799,363	35,799,363
Amortisation of leasehold land	-	-	-	-
<b>Balance as of March 31, 2018</b>	<b>114,000,000</b>	<b>54,700,000</b>	<b>169,558,689</b>	<b>338,258,689</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	<u>For the Year Ended March 31, 2019 (₹)</u>	<u>For the Year Ended March 31, 2018 (₹)</u>
<b>A Cash Flow from Operating Activities</b>		
Net Profit before Tax and extra ordinary items	63,713,525	33,550,000
<b>Add/(Deduct)</b>		
Depreciation and amortisation	40,111,675	36,187,251
Financial charges	44,322,729	84,434,404
	<u>84,434,404</u>	<u>46,938,843</u>
<b>Operating Cash Profit before Working Capital</b>	<b>148,147,929</b>	<b>116,676,094</b>
<b>Add/Deduct</b>		
Increase/(Decrease) in Trade Payable	38,581,185	(4,471,785)
(Increase)/Decrease in Trade & Other receivable	33,445,204	(34,174,871)
(Increase)/Decrease in Inventories	(4,355,814)	958,705
Increase/(Decrease) in Other Current Liabilities	(1,789,332)	11,573,505
(Increase)/Decrease in Advances	654,360	(1,600,546)
	<u>66,535,603</u>	<u>(27,714,992)</u>
<b>Cash flow from Operation</b>	<b>214,683,532</b>	<b>88,961,103</b>
Direct Tax Paid	(14,835,478)	(4,149,427)
<b>Net Cash Inflow/(Outflow) from Operating Activities</b>	<b>199,848,054</b>	<b>84,811,676</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(274,939,454)	(121,402,504)
Sale of Fixed Assets	3,639,258	-
Capital Advances	(10,455,636)	415,058
	<u>(281,755,832)</u>	<u>(120,987,446)</u>
<b>Net Cash Outflow from Investing Activities</b>	<b>(281,755,832)</b>	<b>(120,987,446)</b>
<b>C Cash Flow from Financing Activities</b>		
(Repayment)/Proceeds from Long -Term Borrowing(Net)	127,618,661	57,689,173
Proceeds from Short -Term Borrowing	(30,999)	4,660,926
Dividend paid	(689,162)	(606,771)
Financial charges paid	(44,322,729)	(46,938,843)
	<u>82,575,771</u>	<u>14,804,485</u>
<b>Net Cash Flow from Financing Activities</b>	<b>82,575,771</b>	<b>14,804,485</b>
<b>Net Cash Flow during the Year(A+B+C)</b>	<b>667,993</b>	<b>(21,371,285)</b>
Cash and Cash Equivalent (Opening Balance)	19,070,891	40,442,176
Cash and Cash Equivalent (Closing Balance)	19,738,884	19,070,891
	<u>667,993</u>	<u>(21,371,285)</u>

See accompanying notes 1 to 39 forming integral part of the financial statements  
As per our report attached of even date

For B D S & Co.

(Formerly Bharat D Sarawgee & Co.)

Chartered Accountants

Firm Registration No. 326264E

Bharat D Sarawgee

Partner

Membership No. 061505

Place : Kolkata

Dated: 18th Day of May, 2019

**For and on behalf of Board of Directors**

C.K. Bhartia

Chairman

(DIN-0192694)

Y. K. Dalmia

Managing Director

(DIN-00605908)

S Dalmia

Director

(DIN-00605973)

A.N. Khatua  
Company Secretary

M.K. Hati  
CFO

Gagan Goyal  
Executive Director  
(DIN-00678938)

**NOTES TO FINANCIAL STATEMENTS****1. CORPORATE INFORMATION**

Suraj Products Limited ('SPL' or 'the company') is a public limited company incorporated in India with its registered office at Vill: Barpali, PO; Kesarmal, Rajgangpur, Dist: Sundargarh, Odisha is engaged in production of sponge iron by direct reduction of Iron Ore, Pig Iron, Ingots/Billet & generation of power. The company is setting up Rolling Mill Plant for manufacturing of "TMT Bars". Company share are listed & traded in Bombay stock Exchange and Calcutta Stock Exchange.

**2. BASIS OF PREPARATION & PRESENTATION****A. Statement of Compliance with Ind AS:**

The Financial Statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015 & the provisions of the Act (to the extent notified) and guidelines issued by Securities Exchange Board of India (SEBI).

The Financial statements for the year ended 31st March, 2019 were approved by the Board of Directors and authorized for issue on 18th day of May, 2019.

**B. Accounting Convention:**

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**C. Use of Estimates & Judgments:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ.

Key sources of estimation of uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets & liabilities within the next financial year, are in respect of useful life of property, plant & equipment, valuation of deferred tax liabilities, provisions and contingent liabilities. The accounting policies followed by the company for the same have been disclosed in subsequent notes.

**D. Revenue Recognition:**

Sales are recognized on the basis of the fair value of the consideration, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Expenses are accounted for on accrual basis and provision is made for all expenses.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the asset to that asset's net carrying amount on initial recognition.

**E. Leases:****Group as a Lessee****Finance Leases**

Finance leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of lease term, capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

**F. Property, Plant & Equipment & Depreciation:**

Property, Plant & Equipment is stated at cost net of recoverable taxes less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

a) Depreciation has been provided on pro-rata basis on assets acquired after 01.04.2002 on a Written down Value Method and on assets acquired prior to 01.04.2002 on a straight Line Basis

- Method. Freehold land is not depreciated.
- b) Effective 1st April, 2014, the Company depreciates its Property, plant & equipment over the useful life in the manner prescribed in Schedule II of the Act.
  - c) Depreciation, useful lives and residual values are reviewed periodically, at each financial year end.
  - d) No depreciation is charged on the assets disposed off / discarded during the year.

**G. Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

**H. Inventories:**

Inventories are valued at Cost or Net Realisable Value whichever is lower.

- a) In case of Raw Material, Stores and spares, consumables and trading goods, the cost includes duties and taxes (net of GST wherever applicable) and is arrived on weighted average cost basis.
- b) Cost of Finished goods includes the cost of raw material, cost of conversion and other manufacturing costs incurred in bringing the inventories to their present location and condition and excise duty.

**I. Employees Benefits:****Short Term**

Short term employee benefits are recognized as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the company.

**Defined-contribution plans**

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment covers.

**(i) Leave Encashment****Retirement and other employee benefits**

- a) Earned leave which cannot be carried forward to future periods are "short term" benefit only if the employees are entitled to either encash or utilize the benefits during the period of twelve months following the end of the accounting period (when they became entitled to the leave). In other cases the benefit is required to be treated as "long term". According to the policy of the company, no leave can be carried forward beyond the end of the financial year. Accordingly all leave granted has been accounted for in the current financial year.
- b) Contribution to Provident Fund, employee state insurance and other funds are determined under the relevant statute and charged to revenue Account.
- c) Present liability for future payment of gratuity is covered through Group Gratuity Scheme of Life Insurance Company of India and contribution thereon is charged to revenue account and the assets are funded by the LIC based on actuarial valuation done internally by LIC and the company has no obligation except to the extent of the premium determined by Life Insurance Corporation.

**J. Accounting For Taxation:****Current Tax:**

Provision for current taxation is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

**Deferred Tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent

that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### **K. Borrowing Cost:**

Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets.

### **L. Impairment of Assets:**

The carrying values of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognized in the Statement of Profit and Loss.

### **M. Earnings Per Share:**

Basic Earnings per Share is calculated by dividing the net profit or loss after tax for the year attributable to the shareholders by the weighted average number of equity shares outstanding during the year. For purpose of calculating diluted earnings per share, the net profit or loss for the year and weighted number of shares outstanding during the year are adjusted for the effects of dilutive potential equity shares.

### **N. Provisions and Contingent Liabilities:**

Provisions are recognized when the company has a legal or constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

### **O. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **P. Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are measured at fair value except when amortised cost approach is used. Transaction costs that is directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification of financial assets**

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition): the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition): the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income is recognised in profit or loss for FVTOCI debt instruments. All other financial assets are subsequently measured at fair value.

**Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

**Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

**Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

**Financial liabilities and equity instruments****Classification as debt or equity**

Debt and equity instruments issued by Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

**Financial liabilities**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' Line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability. All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

**Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 3: PROPERTY, PLANT & EQUIPMENT**

Gross Block	Land (Leasehold)	Land (Freehold)	Factory Building	Plant & Equipment	Pollution Control Equipment	Electric Installation	Motor Vehicles	Furniture & Fixtures	Others	Refractories	Steel Melting Shop	Power Plant	Total
<b>Balance as at 1st April, 2017</b>	<b>61,547,380</b>	<b>5,685,530</b>	<b>78,694,861</b>	<b>124,888,296</b>	<b>81,351,824</b>	<b>51,566,062</b>	<b>26,308,984</b>	<b>2,200,944</b>	<b>86,777,853</b>	<b>6,600,738</b>	-	<b>195,471,479</b>	<b>721,093,631</b>
Additions during the year	253,537	-	-	-	534,000	625,000	1,152,133	-	151,756	-	54,477,190	-	57,193,616
Sales during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March, 2018</b>	<b>61,800,917</b>	<b>5,685,530</b>	<b>78,694,861</b>	<b>124,888,296</b>	<b>81,885,824</b>	<b>52,191,062</b>	<b>27,461,117</b>	<b>2,200,944</b>	<b>86,929,289</b>	<b>6,600,738</b>	<b>54,477,190</b>	<b>195,471,479</b>	<b>778,287,247</b>
Additions during the year	626,400	142,674	-	-	717,000	-	869,542	-	-	-	69,118,750	129,904,514	201,378,880
Sales during the year	-	139,103	-	-	-	-	2,343,756	-	-	-	-	-	2,482,859
<b>Balance as at 31st March, 2019</b>	<b>62,427,317</b>	<b>5,689,101</b>	<b>78,694,861</b>	<b>124,888,296</b>	<b>82,602,824</b>	<b>52,191,062</b>	<b>25,986,903</b>	<b>2,200,944</b>	<b>86,929,289</b>	<b>6,600,738</b>	<b>123,595,940</b>	<b>325,375,993</b>	<b>977,183,268</b>
Accumulated Depreciation													
<b>Balance as at 1st April, 2017</b>	<b>699,402</b>	-	<b>47,707,747</b>	<b>95,414,157</b>	<b>50,038,802</b>	<b>45,244,904</b>	<b>21,562,745</b>	<b>1,804,673</b>	<b>59,609,680</b>	<b>6,462,553</b>	-	<b>40,117</b>	<b>328,604,780</b>
Charge for the year	702,351	-	2,520,302	2,901,990	3,303,835	2,707,777	1,165,272	97,617	4,437,732	-	3,710,576	14,639,799	36,187,251
Reversal on sales during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March, 2018</b>	<b>1,401,753</b>	-	<b>50,228,049</b>	<b>98,316,147</b>	<b>53,342,637</b>	<b>47,952,681</b>	<b>22,748,017</b>	<b>1,902,290</b>	<b>64,047,412</b>	<b>6,462,553</b>	<b>3,710,576</b>	<b>14,679,916</b>	<b>364,792,031</b>
Charge for the year	709,719	-	2,282,976	2,613,049	3,038,872	1,214,478	1,314,063	70,258	3,662,392	-	8,491,922	16,713,946	40,111,675
Reversal on sales during the year	-	-	-	-	-	-	2,182,549	-	-	-	-	-	2,182,549
<b>Balance as at 31st March, 2019</b>	<b>2,111,472</b>	-	<b>52,511,025</b>	<b>100,929,196</b>	<b>56,381,509</b>	<b>49,167,159</b>	<b>21,879,531</b>	<b>1,972,548</b>	<b>67,709,804</b>	<b>6,462,553</b>	<b>12,202,498</b>	<b>31,393,862</b>	<b>402,721,157</b>
Net Block													
<b>Balance as at 1st April, 2017</b>	<b>60,847,978</b>	<b>5,685,530</b>	<b>30,987,114</b>	<b>29,474,139</b>	<b>31,313,022</b>	<b>6,321,158</b>	<b>4,726,239</b>	<b>396,271</b>	<b>27,167,853</b>	<b>138,185</b>	-	<b>195,431,362</b>	<b>392,488,851</b>
<b>Balance as at 31st March, 2018</b>	<b>60,399,164</b>	<b>5,685,530</b>	<b>28,466,812</b>	<b>26,572,149</b>	<b>28,543,187</b>	<b>4,238,381</b>	<b>4,713,100</b>	<b>298,654</b>	<b>22,881,877</b>	<b>138,185</b>	<b>50,766,614</b>	<b>180,791,563</b>	<b>413,495,216</b>
<b>Balance as at 31st March, 2019</b>	<b>60,315,845</b>	<b>5,689,101</b>	<b>26,183,836</b>	<b>23,959,100</b>	<b>26,221,315</b>	<b>3,023,903</b>	<b>4,107,372</b>	<b>228,396</b>	<b>19,219,485</b>	<b>138,185</b>	<b>111,393,442</b>	<b>293,982,131</b>	<b>574,462,111</b>

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	<b>As at 31st March-19</b>	<b>As at 31st March-18</b>
	(₹)	(₹)
<b>4. Other Non-current assets</b>		
(Unsecured, considered good and otherwise stated)		
Capital Advances	16,765,458	6,309,822
(Capital Advances have been given for the purpose of purchase of fixed assets)		
<b>Advances other than Capital Advances:</b>		
Balance with Revenue Authorities	5,154,935	5,010,006
Deposits with Other	1,488,435	2,287,724
	<b><u>23,408,828</u></b>	<b><u>13,607,552</u></b>
<b>5. Deferred Tax Assets (Net)</b>		
Deferred Tax Assets (Net)	13,271,456	1,446,453
(Refer Note No. 37)		
	<b><u>13,271,456</u></b>	<b><u>1,446,453</u></b>
<b>6. Inventories</b>		
(At lower of cost or net realisable value)		
Raw Materials	153,686,283	148,734,596
Finished Goods	76,355,382	76,127,077
Stores & Spares	28,953,647	29,777,825
	<b><u>258,995,312</u></b>	<b><u>254,639,498</u></b>
<b>7. Trade Receivables</b>		
Unsecured, Considered Good	27,013,200	32,369,379
Less: Provision for doubtful debts	-	3,211,514
	<b><u>27,013,200</u></b>	<b><u>29,157,865</u></b>
<p>The company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS-109 "Financial Instruments" requires expected credit losses to be measured through a loss allowance. The company has used a practical expedient &amp; adjusted for forward looking information to compute expected credit losses. Based on historical credit loss experienced for the company &amp; considering forward looking information, there is no expected credit loss allowance on trade receivables.</p>		
<b>8. Cash and Cash Equivalents</b>		
(a) Cash on Hand	1,992,853	1,644,158
(b) Balance with Banks		
Current Accounts	572,463	460,071
	<b><u>2,565,316</u></b>	<b><u>2,104,229</u></b>

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March-19 (₹)	As at 31st March-18 (₹)
<b>9. Other Bank Balances</b>		
Unpaid Dividend Account-Earmarked Balances	2,745,206	3,434,368
Balances with Bank to the extent of Margin Money	4,680,720	2,025,000
Fixed Deposits	9,747,642	11,507,294
	<b>17,173,568</b>	<b>16,966,662</b>
<b>10. Other Current Assets</b>		
(Unsecured , Considered Good)		
Balance with Revenue Authorities	377,200	391,092
Advances to suppliers	47,015,588	78,486,315
Other Advances Recoverable in cash or in kind or for value to be received	3,539,622	3,393,942
Deposit Others	8,667,872	8,629,472
	<b>59,600,282</b>	<b>90,900,821</b>
<b>11. Equity Share Capital</b>		
<b>Authorised :</b>		
120,00,000 Equity shares of ₹10 each	120,000,000	120,000,000
<b>Issued, Subscribed &amp; Fully Paid up Capital</b>		
114,00,000 Equity shares of ₹ 10 each	114,000,000	114,000,000
<b>Total</b>	<b>114,000,000</b>	<b>114,000,000</b>
<b>(a) Reconciliation of Number of Shares</b>		
Shares outstanding as at 1st April 2018/1st April 2017	11,400,000	11,400,000
Add. Number of shares issued during the year	-	-
Shares outstanding as at 31st March 2019/31st March 2018	<b>11,400,000</b>	<b>11,400,000</b>

**(b) List of shareholders holding more than 5% of the total number of shares issued by the Company:**

Name of the share holders	No of shares	% of holding	No of shares	% of holding
NIP Power Private Limited	2,827,000	24.79	2,827,000	24.79
Molisati Vinimay Private Limited	2,550,000	22.37	2,550,000	22.37
Yogesh Kumar Dalmia	1,491,500	13.08	1,491,500	13.08
Sunita Dalmia	772,400	6.77	772,400	6.77

The company has issued one class of equity shares having a par value of ₹ 10 per share. Each holder of Equity Share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March-19 (₹)	As at 31st March-18 (₹)
<b>12. Other Equity</b>		
<b>(a) Securities Premium Reserve</b>		
As per last account	54,700,000	54,700,000
	<b>54,700,000</b>	<b>54,700,000</b>
<b>(b) Retained Earnings</b>		
Opening balance	169,558,688	133,759,325
Add: Profit for the year	62,958,859	35,799,363
Closing Balance	232,517,547	169,558,688
<b>Total</b>	<b>287,217,547</b>	<b>224,258,688</b>
<b>13. Borrowings</b>		
Secured Loan		
i) Term Loan From Canara Bank	194,599,619	133,333,330
ii) Vehicle Loan From Bank	121,902	1,266,366
	<b>194,721,521</b>	<b>134,599,696</b>
Unsecured Loan		
i) From Related Parties	211,496,037	166,495,762
ii) Finance Lease	4,619,635	4,619,764
	216,115,672	171,115,526
<b>Total</b>	<b>410,837,193</b>	<b>305,715,222</b>

These have been recorded at amortised cost.

**Nature of Security and terms of repayment for Secured borrowings**

Nature of Security	Terms of Repayment
a) Term loan amounting to ₹ 13.33 Crores (P.Y. ₹ 16.00 Crores) is secured by EMT of 3MW Waste heat recover boiler based power plant and induction furnace built out of the term loan and collaterally secured against all fixed assets of the company and further secured by personal guarantee of two directors and Fixed Deposit Receipts of ₹54 lacs.	Repayable in 24 quarterly instalment commencing from May 2018, Last installment due in February, 2024, Rate of interest 10.00 % (P.Y.10.00%)
b) Term loan amounting to ₹ 11.00 Crores (P.Y. NIL) is secured by EMT of 3MW AFBC based power plant and Steel Melting Shop built out of the term loan and collaterally secured against all fixed assets of the company and further secured by personal guarantee of two directors and Fixed Deposit Receipts of ₹54 lacs.	Repayable in 20 quarterly instalment commencing from April 2019, Last installment due in January, 2024, Rate of interest 12.85 % (P.Y.NIL)

**SURAJ PRODUCTS LIMITED****NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

- c) Vehicle loans from HDFC Bank is secured by hypothecation of the vehicle financed. Repayable in 36 monthly instalment commencing from the date of sanction of loan. Last instalment payable in May, 2019
- d) Vehicle loans from Canara Bank is secured by hypothecation of the vehicle financed. Repayable in 36 monthly instalment commencing from the date of sanction of loan. Last instalment payable in March, 2021
- e) Finance lease obligations represent the present value of minimum lease payments payable over the lease term of leasehold land.

Instalments falling due in respect of all the loans & lease upto 31.03.2020 have been grouped under "Other Current Liabilities".

**14. Other Non Current Liabilities**

Creditors for Capital Goods	17,283,698	-
	<u>17,283,698</u>	<u>-</u>

**15. Borrowings****Secured**

Working Capital Loan	174,901,942	174,932,941
	<u>174,901,942</u>	<u>174,932,941</u>

Working capital loan is secured by hypothecation of present and future stock of raw material, stock-in-process, finished goods, stores, spares, book debts & personal guarantee of two directors.

**16. Trade Payables**

Trade Payables	36,086,064	14,788,577
	<u>36,086,064</u>	<u>14,788,577</u>

Refer Note No. 31 for amount due to suppliers under the Micro, Small And Medium Enterprise Development Act 2006, as at March, 2019

**17. Other Financial Liabilities**

Current Maturities of Long Term Debts	48,649,908	26,666,668
Current Maturities of Vehicle loan	1,144,464	1,144,464
Current Maturities of Finance Lease	2,567,250	2,053,800
Unpaid Dividend	2,745,206	3,434,368
	<u>55,106,828</u>	<u>33,299,299</u>

**18. Other Current Liabilities**

Statutory Dues Payable	13,168,713	14,436,237
Advances From Customers	626,569	1,168,776
	<u>13,795,282</u>	<u>15,605,013</u>

**19. Current Liabilities- Provisions**

Provision For Taxation (Net of Advance Tax ₹ 1,11,96,692/-, P.Y ₹ 41,49,403)	1,382,977	3,638,787
Provision For Employee Benefits	309,054	288,655
	<u>1,692,031</u>	<u>3,927,442</u>

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	<b>31st March, 2019</b>	<b>31st March, 2018</b>
	(₹)	(₹)
<b>20. Revenue From Operations</b>		
Sale of Manufactured Products		
Sponge Iron	362,859,900	454,192,666
Pig Iron	174,590,929	105,170,970
Ms Ingot	558,866,375	130,992,868
Others	67,235,521	20,404,891
	<b><u>1,163,552,725</u></b>	<b><u>710,761,395</u></b>
<b>21. Other Income</b>		
Interest Received	1,522,366	1,570,685
Profit on sale of Fixed Assets	3,199,848	-
	<b><u>4,722,214</u></b>	<b><u>1,570,685</u></b>
<b>22. Cost of Materials Consumed (Indegenous)</b>		
<b>Materials Consumed Comprises of:</b>		
Iron ore	229,881,091	158,918,690
Coal	226,266,486	180,615,370
Coke	180,688,209	105,784,920
Others	193,313,986	73,652,891
	<b><u>830,149,772</u></b>	<b><u>518,971,871</u></b>
<b>23. Change in Inventories of Finished Goods</b>		
Opening Stock	76,127,077	28,637,945
Closing Stock	76,355,382	76,127,077
	<b><u>(228,305)</u></b>	<b><u>(47,489,132)</u></b>
<b>24. Manufacturing &amp; Operating Costs</b>		
Consumption of stores, spares & consumables	76,199,937	36,852,515
Power & Fuel	37,182,760	20,636,217
Repairs to Plant & Machinery	3,255,355	1,169,474
Repairs to Others	1,487,640	486,772
Insurance Charges	1,357,702	1,203,700
Others Manufacturing & Operating Expenses	551,799	753,351
	<b><u>120,035,194</u></b>	<b><u>61,102,029</u></b>
Entire Stores & spares consumed is Indigenous.		
<b>25. Employee Benefits expense</b>		
Salaries, Wages & Bonus	39,662,670	24,257,383
Contribution to Provident and Other Funds	2,351,598	1,710,171
Contribution to Gratuity Fund	1,657,785	798,982
Staff Welfare Expenses	1,438,845	437,476
	<b><u>45,110,898</u></b>	<b><u>27,204,012</u></b>
<b>26. Finance Costs</b>		
Interest -Bank	30,469,703	33,928,874
Interest - Others	13,274,080	11,992,136
Lease Finance Charges	513,321	513,333
Other Borrowing Costs	65,625	504,500
	<b><u>44,322,729</u></b>	<b><u>46,938,843</u></b>

**SURAJ PRODUCTS LIMITED****NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

	31st March, 2019 (₹)	31st March, 2018 (₹)
<b>27. Other Expenses</b>		
Rates & Taxes	3,277,827	2,400,073
Impairment of Financial Assets	4,703,836	8,191,159
Bad Debts written off	3,211,514	1,686,118
Allowance/ (Reversal) of Provision for Bad debts	(3211514)	3,211,514
Auditor's Remuneration		
- Statutory Audit	100,000	100,000
- Tax Audit	40,000	40,000
Excise Duty on Stock Differential	-	(1,520,120)
Periphery Development	1,373,839	224,600
Security Service Charges	3,087,744	3,015,958
Outward Freight	1,578,331	242,296
Other Expenses	10,897,874	5,614,516
	<b>25,059,451</b>	<b>23,206,115</b>

**28. Related party disclosures as identified by the management and relied upon by the Auditors:**

## (a) List of Related parties and description of relationship

## (i) Enterprises in which KMP or their relatives can exercise significant influence

M/s. Molisati Vinimay Private Ltd  
M/s. Kedarnath Mining Pvt. Ltd.  
M/s. NIP Power Pvt. Ltd.  
M/s. Tirupati Vincom Pvt. Ltd.  
M/s. Excel Infra Projects Pvt. Ltd.

## (ii) Key Management Personnel &amp; Relatives:

Shri Yogesh Kumar Dalmia, Managing Director  
Shri Gagan Goyal, Executive Director  
Smt. Sunita Dalmia, Non-Executive Director  
Shri M. K. Hati, CFO  
Shri A. N. Khatua, CS

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

(b) Transactions with related parties:

Parties with significant influence (Direct and Indirect)		Nature of transaction				
		Loans & Advances Accepted	Loans & Advances Repaid	Interest	Rent (for Employees)	Outstanding
I	Molisati Vinimay Pvt. Ltd	-	-	-	-	-
		(-)	(21,20,663)	(1,60,473)	(-)	(-)
II	Kedarnath Mining Pvt. Ltd.	2,10,00,000	10,00,000	1,34,66,534	-	16,63,05,765
		(50,00,000)	(1,14,77,375)	(1,29,10,140)	(-)	(13,41,85,885)
III	NIP Power Pvt Ltd	-	25,00,000	17,37,425	-	1,70,85,874
		(1,80,00,000)	(-)	(24,658)	(-)	(1,80,22,192)
IV	Tirupati Vincom Pvt Ltd.	1,25,00,000	-	14,63,015	-	2,81,04,398
		(3,15,00,000)	(1,80,00,000)	(8,75,205)	(-)	(1,42,,87,685)
V	Excel Infra Projects Pvt Ltd.	-	-	-	2,40,000	-
		(-)	(-)	(-)	(40,000)	(-)

Key Managerial Personnel & Relatives	Yogesh Kumar Dalmia	Gagan Goyal	M. K. Hati	A. N. Khatua
Remuneration	51,25,000	8,68,040	9,08,040	7,20,540
	(39,00,000)	(8,08,040)	(7,68,040)	(5,00,040)

Figures in the bracket indicate previous year figures.

**29. In compliance with Ind AS- 33 the company has calculated EPS. There are no diluted elements involved, hence basic EPS and diluted EPS are same:-**

Particulars		As at March 31st, 2019	As at March 31st, 2018
A	(I) No. of Shares at the Beginning of the Year	1,14,00,000	1,14,00,000
	(II) No. of Shares Issued During the Year	-	-
B	Weighted Average Number of Equity Shares Outstanding during the Year	1,14,00,000	1,14,00,000
C	Net Profit After Tax Available for Equity Share Holders in (₹)	6,29,58,859	3,57,99,363
D	Basic Earnings Per Share ( C / B) in (₹)	5.52	3.14

**30. Expenditure in Foreign Currency**

Particulars	Current Year (₹)	Previous Year (₹)
Travelling Expenses	47,005	-

## SURAJ PRODUCTS LIMITED

### 31. Micro, Small and Medium Enterprises Development Act, 2006

Disclosure as required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

Particulars	Financial Year ended 31st March, 2019	Financial Year ended 31st March, 2018
Principal amount remaining unpaid to any supplier as at the end of the year	3,20,740	–
Interest due on the above amount	–	–
Amount of interest paid in terms of Section 16 of the MSME Act, 2006	–	–
Amount of payments made to the suppliers beyond the appointed day during the year	–	–
Amount of interest due and payable for the delay in making the payment but without adding the interest specified under Act	–	–
Amount of interest accrued and remaining unpaid at the end of the year.	–	–

### 32. Segment Reporting:

As per Ind AS 108, the company operates predominantly only in one operating segment, i.e. finished products from Iron Ore. The company is captively consuming the whole power generated through the power plant. Hence, there is no reportable operating segment.

### 33. Contingent liabilities and Commitments

#### a) Contingent Liabilities

i) No provision is made in respect of the following: -

Sl. No.	Particulars	As at March 31st, 2019 (₹)	As at March 31st, 2018 (₹)
(i)	Disputed Demand of Orissa Sales Tax	11,77,868	11,77,868
(ii)	Disputed Demand of Central Sales Tax	31,68,933	31,68,933
(iii)	Disputed Demand of Orissa Entry Tax	23,31,967	12,67,378
(iv)	Disputed Demand of Income Tax	5,51,157	5,51,157

ii) Demand had been raised by M/s WESCO Ltd. in respect of arrear electricity charges amounting to ₹16,58,143/-. The company had filed suit against the claim before the pertinent Appellate Authorities and favorable verdict had been ruled in favour of the company during the year. The company had paid 50% of the amount against the same which is shown under Deposit Others under Short Term Loans and Advances as the company is claiming refund of the same. However M/s WESCO Ltd. had filed petition before Hon. High Court of Odisha. The company does not foresee any liability in this respect and hence no provision has been made for the same.

#### b) Commitments

Estimated Amount of Contracts remaining to be executed on capital account and not provided for ₹ 5,00,00,000/- (P.Y 5,50,00,000/-).

### 34. Capital management

The Company's capital management objectives are:

- To ensure the Company's ability to continue as a going concern
- To provide an adequate return to shareholders

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31.03.2019	As at 31.03.2018
i) Equity Share capital	11,40,00,000	11,40,00,000
ii) Other Equity	28,72,17,547	22,42,58,688
<b>Total equity</b>	<b>40,12,17,547</b>	<b>33,82,58,688</b>
i) Long-term borrowings	41,08,37,193	30,57,15,222
ii) Current Maturity of long term debt	5,23,61,622	2,98,64,932
<b>Total debt (b)</b>	<b>46,31,98,815</b>	<b>33,55,80,154</b>
(i) Cash and cash equivalents	25,65,316	2,104,229
<b>Total cash (c)</b>	<b>25,65,316</b>	<b>2,104,229</b>
<b>Net debt {d=(b-c)}</b>	<b>46,06,33,499</b>	<b>33,34,75,925</b>
<b>Total capital (equity + net debt)</b>	<b>86,18,51,046</b>	<b>671,734,613</b>
<b>Net debt to equity ratio</b>	<b>1.15</b>	<b>0.99</b>

35. The company has commissioned captive Power Plant (CPP) during the FY 2016-17. The said units is eligible to claim deduction under section 80IA of the Income tax act ,1961 with respect to 100% of the profit & gains derived from this business for any Ten years in the subsequent fifteen years( referred to as Tax Holiday Period). The Company shall avail the Tax holiday in subsequent years.

In accordance with Ind AS 12, the deferred tax in respect of temporary differences which reverse during the tax holiday period have not been recognized. Deferred tax in respect of temporary difference which originate during the tax holiday period but reverse after the tax holiday period, have been recognized in the year in which the temporary differences have originated.

For this purpose, as a conservative measure, no deferred tax provision has been made this year as such temporary difference shall be reversed during the tax holiday period in the opinion of management.

**36. Income Taxes**

Income tax expenses recognized in the Statement of Profit or Loss are analyses as follows:

Particulars	2018-19 (₹)	2017-18 (₹)
Current Taxes	1,25,79,669	77,88,213
Deferred Tax Liabilities/ (Assets)	(1,18,25,003)	(1,00,37,577)
<b>Total</b>	<b>(7,54,666)</b>	<b>(22,49,363)</b>

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

Reconciliation of estimated Income taxes to Income Tax expense as follows:

Particulars	2018-19 (₹)	2017-18 (₹)
Profit before Income and Taxes	6,37,13,525	3,35,50,000
Enacted income Tax rate in India	27.82%	33.06%
Current Tax Provision on Profit before Income Tax at enacted Income Tax rate in India	1,77,25,103	1,10,92,637
<b>Adjustments:</b>		
Tax on Allowances under Income Tax Act	(2,26,66,930)	(1,86,45,361)
Non Deductible expenses for Tax purposes	1,16,41,818	1,30,59,438
Income Taxable under other Head	7,66,575	-
Deferred Tax Recognised	6,30,425	(25,42,327)
Other Adjustments	1,24,241	2,92,964
Utilisation of Unabsorbed Depreciation	(74,66,566)	(55,06,714)
<b>Total</b>	<b>(7,54,666)</b>	<b>(2,249,363)</b>

The tax rate used for the Year 18-19 and 17-18 reconciliations above is the applicable corporate tax rate of 27.82% and 33.06% respectively payable by the entity on taxable profit under Income Tax Act, 1961. However as the Company has significant Unabsorbed Depreciation the Company has accrued for tax under the 'Minimum Alternate Tax' requirement under the Income Tax Act, 1961

**37. Deferred Tax**

Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of asset and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred income tax are as follows:

Deferred Tax Liabilities/ (Assets) in relation to	Opening Balance	Recognized in Profit or Loss	Closing Balance
<b>2018-19</b>			
Property, Plant & Equipment	88,24,927	19,05,630	1,07,30,557
Unabsorbed Depreciation	-	(22,67,563)	(22,67,563)
Provision For Bad Debt	(9,92,358)	9,92,358	-
MAT Credit Entitlement	(92,79,022)	(1,24,55,428)	(2,17,34,450)
<b>Total</b>	<b>(14,46,453)</b>	<b>(1,18,25,003)</b>	<b>(1,32,71,456)</b>

Deferred Tax Liabilities/ (Assets) in relation to	Opening Balance	Recognized in Profit or Loss	Closing Balance
<b>2017-18</b>			
Property, Plant & Equipment	1,03,74,896	(15,49,969)	88,24,927
Unabsorbed Depreciation	-	-	-
Provision For Bad Debt	-	(9,92,358)	(9,92,358)
MAT Credit Entitlement	(17,83,772)	(74,95,250)	(92,79,022)
<b>Total</b>	<b>85,91,124</b>	<b>(1,00,37,577)</b>	<b>(14,46,453)</b>

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

**38. Financial Leases**

The Company has finance lease agreements for land. These leases have term of 90 years and are eligible for renewal at the end of lease term. Future minimum lease payments (MLP) and its present value under finance leases are as follows:

Disclosure under Financial Lease as Lessee:

Particulars	2018-19 (₹)	2017-18 (₹)
<b>Minimum Lease Payments</b>		
- Within One Year	2,567,250	2,053,800
- After One Year but not more than 5 Years	2,567,250	2,567,250
- More than 5 Years	41,076,000	41,589,450
<b>Total</b>	<b>46,210,500</b>	<b>46,210,500</b>
<b>Present Value of Minimum Lease Payments</b>		
- Within One Year	1,946,379	1,627,567
- After One Year but not more than 5 Years	1,208,548	1,329,403
- More than 5 Years	1,978,607	2,176,564
Add: Future Finance Charges	41,076,966	41,076,966
<b>Total</b>	<b>46,210,500</b>	<b>46,210,500</b>

**39. Financial Assets & Liabilities**

**a) Fair Market Value Disclosure:** The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

**b) Financial Risk Management Objectives:**

The company's management monitors and manages the financial risks relating to the operations of the company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

**(i) Market Risk**

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market prices. Such change in value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

**Foreign Currency Risk**

The company has its operations based mainly within the country. So, the company does not have any significant foreign currency risks.

**Interest Rate Risk**

The company has investments mainly in fixed interest bearing investments. Hence the company is not significantly exposed to interest rate risks. The interest rate on borrowings ranged from 8.90% to 10% in the previous year & 9.50% to 12.85% in the current year.

**(ii) Credit Risk**

Credit Risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to credit risk is on account of trade receivables amounting to Rs.2.92 crores as at 31st March, 2018 and Rs. 2.70 crores as at 31st March, 2019. Trade receivables are typically unsecured and derived from revenue earned from customers. Credit risk is managed by establishing credit limits and reviewing the credit approvals provided to various customers. The

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

company has 2 customers having outstanding due exceeding 10% of the total receivables as at 31st March, 2018 and there is no expected credit loss as at 31st March, 2019.

**(iii) Liquidity Risk**

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset.

The company's principal sources of liquidity are cash and cash equivalents, bank fixed deposits and the cash that is generated from operations.

The company manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows. The company generates sufficient cash flows from current operations which together with the available cash and cash equivalents provide liquidity both in the short-term as well as in the long-term.

As per our report attached of even date

For B D S & Co.

(Formerly Bharat D Sarawgee & Co.)

Chartered Accountants

Firm Registration No. 326264E

Bharat D Sarawgee

Partner

Membership No. 061505

Place : Kolkata

Dated: 18th Day of May, 2019

**For and on behalf of Board of Directors**

C.K. Bhartia

Y. K. Dalmia

S Dalmia

Chairman

Managing Director

Director

(DIN-0192694)

(DIN-00605908)

(DIN-00605973)

A.N. Khatua

M.K. Hati

Gagan Goyal

Company Secretary

CFO

Executive Director

(DIN-00678938)

*If undelivered please return to :*

**SURAJ PRODUCTS LIMITED**

59, N.S. Road, 1st Floor

Kolkata - 700 001