

MR & Associates

Company Secretaries
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SECRETARIAL COMPLIANCE REPORT
OF
SURAJ PRODUCTS LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]

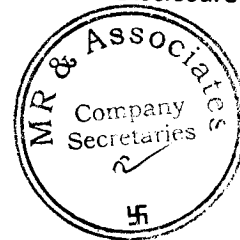
To,
The Members,
SURAJ PRODUCTS LIMITED
Barapalipo Kesarmal Rajgang Pur
Sundargarh - 770017
Orissa

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. SURAJ PRODUCTS LIMITED ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



Cont.2/

-2-

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable for the review period**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not Applicable for the review period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -**Not Applicable for the review period**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -**Not Applicable for the review period**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the review period**

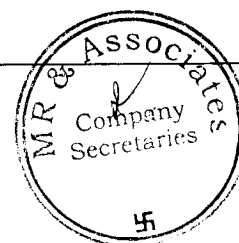
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

Based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|---|--|
| 1. | Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Composition of Board was not proper | As per the information received from the management, the Composition of Board was corrected and requisite fines imposed under Regulation 17(1) of SEBI (LODR), 2015 had been paid. |
| 2. | Regulation 47(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Submission of publication to Stock Exchange | The Company shall take adequate measures to comply with the same |
| 3. | Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Website not updated | The Company shall take adequate measures to comply with the same |

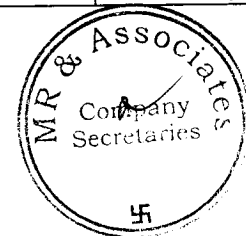


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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|---|-------------------------------------|---|--|
| 1. | BSE has issued us Notice for Non-Compliance of Regulation 17(1) and 19(1) of SEBI (LODR), 2015 for the Quarter ended September 30, 2018 | Composition of Board was not proper | Fines imposed and the accounts of the promoters were freezed | As per the information received from the management, the Composition of Board was corrected and requisite fines imposed under Regulation 17(1) of SEBI (LODR), 2015 had been paid. |
| 2. | BSE has issued us Notice for Non-Compliance of Regulation 17(1) of SEBI (LODR), 2015 for the Quarter ended December 30, 2018 and March 31, 2019 | Composition of Board was not proper | Fines imposed and the accounts of the promoters were freezed | As per the information received from the management, the Composition of Board was corrected and requisite fines imposed under Regulation 17(1) of SEBI (LODR), 2015 had been paid. |



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(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| | N/A | N/A | N/A | N/A |

For M R & Associates
Company Secretaries



Place : Kolkata
Date : 29.05.2019



[S. Sinha]
Partner
C P No.: 5603