



SURAJ PRODUCTS LIMITED

Registered Office & Works :

CIN: L26942OR1991PLC002865

Vill. : Barpali, P.O. : Kesramal, Rajgangpur Dist.: Sundargarh, Odisha, India, PIN : 770017

Tel : +91-94370 49074, Email: info@surajproducts.com, suproduct@gmail.com
www.surajproducts.com

Dated: May 30, 2024

The Secretary
Bombay Stock Exchange Limited
(Department of Corporate Services),
Floor 25, P.J.Tower, Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

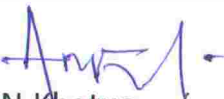
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed with the Annual Secretarial Compliance Report for the Year ended March 31, 2024.

This is for your information and records.

Thanking you,

Yours Faithfully,
For Suraj Products Limited


A.N.Khatua
Company Secretary



Copy to:

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata – 700001

Enclosed: - Compliance Report issued by the Practicing Company Secretary.



MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT

OF

SURAJ PRODUCTS LIMITED

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Members,
SURAJ PRODUCTS LIMITED
BARAPALIPO KESARMAL RAJGANGPUR
SUNDARGARH - 770017
ORISSA,

We MR & Associates, a firm of Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s SURAJ PRODUCTS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office At: Barapali, Po: Kesarmal Rajgangpur, Dist: Sundargarh, Odisha - 770017. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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 report.

for the financial year ended on 31st March, 2024 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable as there was no reportable events during the Financial Year under review.**
- (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 as there was no reportable event during the Financial Year under review.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as there was no reportable event during the Financial Year under review.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as applicable; **Not Applicable as there was no reportable event during the Financial Year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.
- and circulars/ guidelines issued thereunder,

and based on the above examination, We hereby report that, during the Review Period:

- I. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
As per Annexure A										



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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
As per Annexure B						

II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks of the Practicing Company Secretary
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The Company has generally partially complied with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	The Company is in the process of adoption / updation of policies as applicable to the Company.



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	The Company is under process to update the website and also the company's web address is given in the website affirmation in the annual corporate governance reports under Regulation 27(2).
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N/A	The company does not have any subsidiary company as on Financial Year ended 31.03.2024 as per the information given by the management.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	The Company had conducted performance evaluation as confirmed by the Management.
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	The Company had obtain required approvals as confirmed by the Management.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The events / information had been disclosed along with the outcomes of the meetings.



10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company is still in the process to acquire software and update information.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein above [I(a) & (b)]. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As stated in point no. I(a)
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No case of resignation of statutory auditor from the listed entity during the review period. The Company does not have any material subsidiaries.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above	Yes	No such additional non-compliance observed other than few clarifications sought by BSE and as stated in Point no. I(a) of this report.

We further report that, the Company is suspended for trading at The Calcutta Stock Exchange Limited and its status is Non-Compliant.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
4. We have obtained the Management Representation about the compliance of regulations, wherever required. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2024



5. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices
6. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata
Date : 30.05.2024

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024



[CS S. Sinha]
Partner

Membership No. A8543
C P No.: 5603

UDIN:- A008543F000501838

Annexure A

I. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Initial Disclosure to be made by an entity identified as a Large Corporate	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26.11.2018	Non filing of Initial Disclosure.	-	-	Initial Disclosure to be made by an entity identified as a Large Corporate not made.	-	The Company shall strictly follow the practice to intimate as per the Regulations.	Will strictly follow in future.	The Company shall strictly follow the practice to intimate as per the Regulations.
2.	The listed entity shall maintain a functional website containing the basic information about the listed entity	Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Not updated	-	-	Website of the Company not updated	-	The Company is under process to update the website.	The Company is under process to update the website.	The Company shall strictly adhere with the said Regulation.
3.	Circular on use of digital signature certification for authentication / certification of filings / submissions made to Stock Exchanges	Pursuant to BSE Notice No. 20220801-24 dated 01.08.2022 read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CI R/P/2020/63 dated April	DSC not used in documents mandated by SEBI	-	-	DSC not used in documents mandated by SEBI	-	The Company shall strictly follow the practice to intimate as per the	Will strictly follow in future.	The Company shall strictly follow the practice to



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
		17, 2020 read with Circular No. SEBI/HO/CFD/CMD1/CI R/P/2020/145 dated July 31, 2020 and Circular No. SEBI/HO/CFD/CMD1/P/CI R/2021/556 dated April 29, 2021						Regulations.		intimate as per the Regulations.
4.	Proceedings of Annual General Meetings of the listed entity shall be intimated within 12 hours	Regulations 30 and 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13.07.2023	AGM held on 11.09.2023 was intimated on 12.09.2023 after expiry of 12 hours	-	-	AGM held on 11.09.2023 was intimated on 12.09.2023 after expiry of 12 hours	-	The Company shall strictly follow the practice to intimate as per the Regulations.	Will strictly follow in future.	The Company shall strictly follow the practice to intimate as per the Regulations.
5.	Annual report shall be submitted to the Stock Exchange not later than the day of commencement of dispatch to its shareholders.	Regulations 34(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Annual report was submitted on stock exchange on 21.08.2023, whereas dispatch to shareholders made on 19.08.2023.			The Annual report was submitted on stock exchange on 21.08.2023, whereas dispatch to shareholders made on 19.08.2023.	-	The Company shall strictly follow the practice to intimate as per the Regulations.	Will strictly follow in future.	The Company shall strictly follow the practice to intimate as per the Regulations.
6.	The financial result shall be published in at least one English language national daily newspaper	Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure	The Company had published the financial results in English language	-	-	The Company had published the financial results in	-	The Company shall strictly follow the practice to	Will strictly follow in future.	The Company shall strictly



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.	Requirements) Regulations, 2015	instead of language of the region, where the registered office of the listed entity is situated.			English language instead of language of the region, where the registered office of the listed entity is situated.		intimate as per the Regulations.		follow the practice to intimate as per the Regulations.
7.	The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.	Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The appointment of Director on 27.03.2023 was not placed for approval of shareholders at AGM held on 11.09.2023 which should be placed at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.	-	-	The appointment of Director on 27.03.2023 was not placed for approval of shareholders at AGM held on 11.09.2023 which should be placed at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.	-	The matter cannot be corrected now but the Company shall strictly follow the practice to intimate as per the Regulations.	Will strictly follow in future.	The matter cannot be corrected now but the Company shall strictly follow the practice to intimate as per the Regulations.
8.	The promoter of every target company shall	Regulation 31 (4)&(5) Of Securities and Exchange	The intimation was made on	-	-	The intimation was made on		The Company shall strictly	Will strictly	The Company



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year within seven working days from the end of each financial year to every stock exchange where the shares of the target company are listed.	Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011	11.04.2024 (delay of 2 days)			11.04.2024 (delay of 2 days)		follow the practice to intimate as per the Regulations.	follow in future.	shall strictly follow the practice to intimate as per the Regulations.

Place: Kolkata
Date : 30.05.2024

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024



[Handwritten Signature]

[CS S. Sinha]
Partner
Membership No. A8543
C P No.: 5603
UDIN:- A008543F000501838

Annexure B

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Initial Disclosure to be made by an entity identified as a Large Corporate not made.	Initial Disclosure to be made by an entity identified as a Large Corporate not made.	Initial Disclosure to be made by an entity identified as a Large Corporate under (To be submitted to the Stock Exchange(s) within 30 days from the beginning of the FY) [SEBI Circular No. SEBI/HO/DDHS /CIR/P/2018/144 dated 26.11.2018]	Initial Disclosure to be made by an entity identified as a Large Corporate not made.	The Company is taking adequate steps to comply with the same.	The Company shall strictly follow the practice to intimate as per the Regulations.
2.	Website of the Company not updated	Website of the Company not updated	The listed entity shall maintain a functional website containing the basic information about the listed entity. [Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]	Website of the Company not updated	The Company is in the process of updating its website.	The Company shall strictly adhere with the said Regulation.
3.	Delayed Intimation for Closing of Trading Window for Quarter ended 31.03.2022 and 31.12.2022	Delayed Intimation for Closing of Trading Window for Quarter ended 31.03.2022 and 31.12.2022	Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. [Clause 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015]	Delayed Intimation for Closing of Trading Window for Quarter ended 31.03.2022 and 31.12.2022	The Company is taking adequate steps to comply with the same.	The Company shall strictly follow the practice to intimate as per the Regulations.



Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
4.	The Board of Director of the Company shall have Six Directors but the company had only 5 Directors till 26.03.2023	The Board of Director of the Company shall have Six Directors but the company had only 5 Directors till 26.03.2023	The board of directors of the top 2000 listed entities shall comprise of not less than six directors. [Regulation 17 (1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015]	The Board of Director of the Company shall have Six Directors but the company had only 5 Directors till 26.03.2023	The Company appointed new Director w.e.f. 27.03.2023.	The Company appointed new Director w.e.f. 27.03.2023 and requisite fine already paid as stated by the Management.

Place: Kolkata
Date : 30.05.2024

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024



[Signature]

[CS S. Sinha]
Partner

Membership No. A8543

C P No.: 5603

UDIN:- A008543F000501838