

MR & Associates

Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Mobile No: 9831074332
Email :goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
SURAJ PRODUCTS LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021
[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, 2021("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;



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- (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 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Disclosure of related party transaction	The Company had not complied with the same for half year ended 31.03.2020 & delay in submission for the half year ended 30.09.2020.
2.	Clause 4 of Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Closure of Trading Window	The Company will take care for the same in future.
3.	Regulation 31 of Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulation, 2011	Disclosure of encumbered shares	The Company will take care in future.

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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 Limited	Non-Compliance with the provisions of Regulations 23(9) of SEBI(LODR) Regulations, 2015	Fine imposed	The Comply had complied with the same.

(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 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Website not updated as per the Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Website not updated as per the Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per the information received from the management, the Company shall take adequate measures to comply with the same	The Co. will take adequate measures to comply the same.
2.	Disclosure of related party transaction as per Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Disclosure of related party transaction as per Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per the information received from the management, the Company shall take adequate measures to comply with the same	The Co. will take adequate measures to comply the same.

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3.	Closure of Trading Window as per Clause 4 of Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Closure of Trading Window as per Clause 4 of Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	The Company shall take adequate measures to comply with the same.	The Co. will take adequate measures to comply the same.
4.	Disclosure of encumbered shares as per Regulation 31 of Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulation, 2011	Disclosure of encumbered shares as per Regulation 31 of Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulation, 2011	The Company shall take adequate measures and are in process to comply with the same.	The Co. will take adequate measures to comply the same.

(e) The listed entity is in the process of modifying the terms of appointment of statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place : Kolkata
Date : 28.06.2021



For M R & Associates
Company Secretaries

[S. Sinha]
Partner
A-8543

C P No.: 5603

UDIN: A008543C000531604

Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the documents were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations to Stock Exchanges under relevant SEBI Regulations were done, which were within the extension period granted by such regulatory authorities.