



SURYA ROSHNI LIMITED

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SRL/se/yks/24-25/14

August 12, 2024

The Secretary
The Stock Exchange, Mumbai
MUMBAI - 400 001
Scrip Code: 500336

The Manager (Listing Department)
The National stock Exchange of India Ltd
Mumbai – 400 051
NSE Symbol: SURYAROSNI

Dear Madam, Sirs,

Sub: Annual Accounts for Financial Year 2023-24 of Surya Roshni Limited ('the Company')

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 51st Annual Accounts of Surya Roshni Limited for the Financial Year 2023-24 along with the Notice of 51st Annual General Meeting (Annual Report 2023-24). The Annual Report is also available on the website of the Company at <https://surya.co.in>.

The Annual Report is being sent only through electronic mode, to those Members whose e-mail address are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on August 9, 2024. This is in compliance with the SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 6, 2023 and applicable Circulars issued by Ministry of Corporate Affairs in this regard from time to time.

This is for your information and records.

Thanking you,

Yours faithfully,
For Surya Roshni Limited

B. B. Singal
CFO & Company Secretary

Encl.: Annual Report 2023-24

SURYA



*Years of
Value Creation*



Annual Report 2023-24
Surya Roshni Limited



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Financial Performance in 2023-24

₹ 7,809 crore
Revenues

₹ 586 crore
EBITDA

₹ 329 crore
Profit after tax

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₹ 2,166 crore

Net worth

21.14%

ROCE

16.33%

ROE



Simply Scan



For more investor related information, please visit
[https://surya.co.in/wp-content/uploads/2024/08/
Annual-Report-2023-24.pdf](https://surya.co.in/wp-content/uploads/2024/08/Annual-Report-2023-24.pdf)

Investor Information

Market Cap (as on 31 st March, 2024)	₹ 5,530.13 crore
CIN	L31501HR1973PLC007543
BSE Code	500336
NSE Symbol	SURYAROSNI
Bloomberg Code	SYR:IN
Dividend	₹ 5 per share (including the interim dividend of ₹ 2.50 per share)

Forward-looking statement

This report contains forward-looking statements about the business, financial performance, skills and prospects of the Company ('Surya Roshni Limited' or 'Surya Roshni'). Statements about the plans, intentions, expectations, beliefs, estimates, predictions, or similar expressions for the future are forward-looking statements. Forward-looking statements should be viewed in the context of many risk issues and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, the impact of changes in oil, steel prices worldwide, technological obsolescence and domestic, economic and political conditions. We cannot assure that outcome of these forward-looking statements will be realised. The Company disclaims any duty to update the information given in the aforesaid reports.

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Financial Statements

Standalone	189
Consolidated	250

THEME INTRODUCTION

50 Years of Value Creation

Surya Roshni Limited – the name evokes the brilliance of consistency, the might of innovation and the power of advancement. As we gear up to the occasion of our Golden Jubilee celebration, we reflect on a journey that began with a solitary spark; and we are reminded of the enduring legacy we have ignited. For half a century, we hold the baton of innovation, sparking the sectoral landscape with pioneering breakthroughs in both lighting and steel.

With pride in our modest beginnings in 1973, we embarked on a quest defined by perseverance, empathy and integrity. Expanding our footprint to over 50 countries, harnessing technology to simplify lives and achieving a turnover of ₹ 7,809 crores, we remain driven and eager for more. Our path, dotted with milestones which is only just unfolding. As we commemorate these 50 years of achievements, we eagerly craft a future where Surya continues to illuminate lives and pave the way with brilliant innovations.

1998

Inaugurated Asia's largest ribbon glass plant with annual capacity of 400 million GLS and 25 million FTL shells

1994

Set in motion the new modern glass plant

1992

- Started commercial operations of the second lighting plant at Gwalior (Madhya Pradesh)
- Embarked on production of filament for GLS and FTL

1991

Initiated production of CR strips

1989

Commenced production of HPSVL and energy efficient 26mm FTL

1984

Unveiled the first lighting plant at Kashipur (Uttarakhand)

1980

Started the galvanising plant

1973

Set up steel pipes plant at Bahadurgarh (Haryana)

Each Step Taken...

2006

Installed CFL unit at Gwalior (Madhya Pradesh)

2010

- Set up of steel pipe plant at Gwalior (Madhya Pradesh)
- Commenced production at a new world-class ERW and HSAW pipe unit in Bhuj, namely Surya Global Steel Tubes Limited (SGSTL) – an associate company
- Initiated operation at PVC plant

2012

Commenced operations at the STIC (R&D) centre at Noida

2014

- Launched Surya home fans
- Began production of LED products at the Kashipur plant (Uttarakhand)

2015

- Introduced Surya home appliances
- Expanded LED lighting capacities

2017

- Commissioned new steel pipe plant at Hindupur (Andhra Pradesh) in March
- Expanded further to 1,50,000 MT in December, 2017

2023

Commenced manufacturing of LED component in Lighting units (LED Drivers/PCB/MCPCBs/Mechanical Housing/LED diffuser)

2022

Commissioned large-diameter section pipe facility with Direct Forming Technology (DFT) at Gwalior (Madhya Pradesh)

2021

Started commercial production of the second line of 3LPE coated pipe facility at Anjar (Gujarat) and third galvanised plant at Hindupur, enhancing capacities to 2,00,000 MT

2019

Commenced commercial production at the 3LPE coated pipe manufacturing unit at Anjar (Gujarat)

2018

Completed merger of associate company Surya Global Steel Tubes Limited (SGSTL) with Surya Roshni Limited

Ready for the Next Level

Imagine a world stripped of steel's fortitude and the brilliance of lights, pillars that sculpted the very essence of modern era, etching an ever-lasting mark on our planet. From the backbone of infrastructure to the arteries of transportation and the nerve centres of technology, these elements stand as heralds of vitality, resilience and ingenuity. Yet, upon introspection, one uncovers a deeper truth – it is not the mere presence of metal or illumination that propelled these strides. Rather, it is the synchronisation of human endeavour, a collective force propelling innovation and progress ever skyward.

We, at Surya Roshni, bring the power of this collective strength at play, accentuated with persistence and planning to foster sustainable growth and generate lasting value for all stakeholders. With readiness for whatever lies ahead, we remain prepared for the future.



#1

Manufacturers and Exporters of GI Pipes

₹ 7,809 crore
Turnover

Largest
ERW Pipes
Exporter

Leading
API Pipe
Manufacturer

Ready to....

...Grow

In our journey of success, the rise in our sales speaks volumes of the timeless appeal of our offerings. Despite the formidable challenges posed by the global landscape, we continue to carve a path of upward revenue momentum. With a fusion of sophistication, innovation, captivating launches, dynamic marketing campaigns and strategic ventures into uncharted territories, we stand firm and primed for the next leap of growth.

...Seize Opportunities

In our quest for capacity expansion, we have marked a significant milestone with the successful commissioning of our cutting-edge large-diameter section pipe facility in Gwalior, powered by Direct Forming Technology. This strategic leap has catapulted our production capacity by an impressive 36,000 metric tonnes per annum and also opened doors to a spectrum of new product categories. To propel our journey forward, we made an investment of ₹ 50 crores for upgradation/modification of cold-rolling (CR) plant at Bahadurgarh (Haryana). New cold rolling facility will become operational during the FY25, which will lead to net additional capacity of about 36,000 tons per annum. Furthermore, the company has made an investment of ₹ 25 crore at its Gwalior plant for manufacturing of spiral pipes (for water projects) - with a capacity of about 24,000 tons per annum and the same will also commissioned during this financial year.

...Maintain Lead

In our endeavour to shape the sectoral landscape, we have cemented our prime position in the traditional distributor channel, while pioneering innovative revenue streams to elevate profitability. With an extensive global footprint and streamlined, cost-efficient manufacturing across diverse locations, we stand agile and resilient in the face of

challenges. Our enduring bond with our customers further reinforce our competitive edge, steadying our position as industry frontrunner.

...Deliver Greater Value

In our pursuit of value creation, we are strengthening our market leadership and driving an evolution through investments in value-added products. Moreover, we are actively mitigating business risks by maintaining a balanced interplay between the B2B and B2C segments, fostering value along the way.

...Perform Consistently

In our drive for robust financial management, we harness the power of a sturdy balance sheet and consistently high cash conversion rates. Significantly, our debt equity ratio dwindled to Nil (due to debt free and cash surplus) as of 31st March, 2024, compared to 0.22x as of 31st March, 2023. This achievement is an amalgamation of a multitude of factors, including reduced leverage, healthier financial ratios, reaffirmed credit ratings, effective working capital management and decreased finance costs. Together, these facets are serving as positive indicators of our financial stability and resilience, setting the stage for consistent performance.

...Create Sustainable Impact

In our mission to create sustainable impact, we continue to invest in our people, place our customers at the core of our operations, fortify our supply chain, expand our product portfolio and uphold a robust cash position. Through active engagement with stakeholders, we diligently address their concern, protect their interests and exceed their expectations in our business decision-making process. Thus, nurturing the continuous generation of sustainable value.

Among
TOP 3
Manufacturers
of Black Pipes

One of the Top
Consumer Lighting
Manufacturing Brands
in India

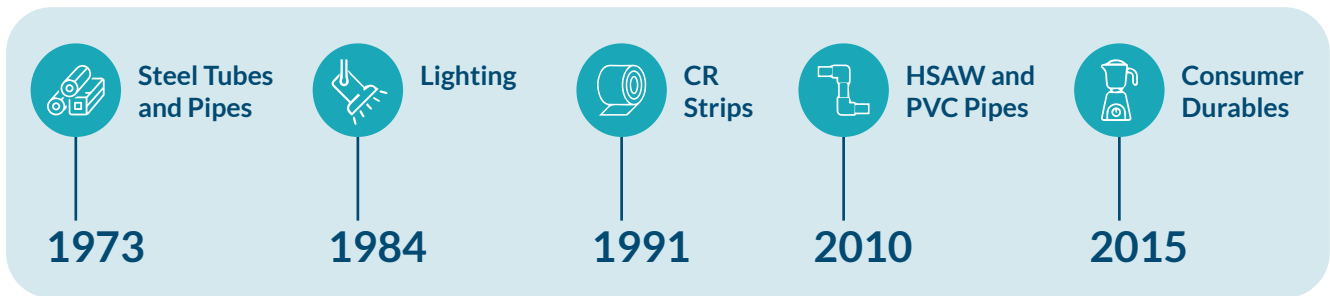
One of the
Largest
Rural-centric Distribution Network in
India for Lighting and Consumer Durable

CORPORATE SNAPSHOT

Lighting the Path with Steely Resolve

Surya Roshni Limited (hereafter referred to as 'We' or 'Our Company' or 'Surya Roshni') stands as a prominent force in India's industrial sector, celebrated for our proficiency in steel pipes and lighting solutions. Our global presence has grown consistently and significantly over the years, serving varied markets worldwide. Our coveted brands, 'Surya' and 'Prakash Surya' embody a legacy of quality, innovation and technological prowess. With a persistent dedication to excellence, we remain poised to lead the way in shaping tomorrow's industrial landscape.

We began our endeavour with the manufacturing of steel tubes, marking the inception of an illustrious journey. Gradually, we expanded our scope of business and ventured into the realm of lighting, illuminating countless spaces with our cutting-edge solutions. We did not stop there. Building upon this success, we diversified further, introducing PVC pipes and branching out into consumer durables like fans and home appliances.



We are deeply committed to the communities we serve, evident in our extensive dealer network that reaches the length and breadth of rural and semi-urban India. This network stands as a proof of our unshakable dedication to accessibility and inclusivity. We take great pride in our efforts to consistently deliver superior quality products, while prioritising environmental sustainability. Our products are ISO accredited, meeting rigorous international safety standards with excellence.



ISO 9001:2008

ISO 14001:2004

OHSAS 18001:2007

ANSI/ESD S20.20-2021

Our recognition in market goes by the name:



As we forge ahead, our standing as one of the most trusted and accredited brands continues to create its desired effect within government agencies & institutions and among discerning international buyers. Upholding our legacy, we chart a path of excellence, ready to pioneer innovation and sustainability in the years to come.

50+

Years of Robust Experience

6

Manufacturing Facilities

50+

Countries Exported

3,247

Employees Based on Payroll



Vision

Committed towards a Better Tomorrow

To be the largest global enterprise which delivers optimised solutions to its consumers and value to its stakeholders. To provide the best steel pipe, lighting and consumer durable products and technology for markets across the world.



Mission

Energising Lives and Beyond

To be a global leader by consistently exceeding the consumer demands, upgrading technology, making quality products, building long-term relationships with all our customers, partners, associates and employees.

Surya's Pillars of Strength



Customer Satisfaction

Following our passion towards customer satisfaction through exceptional products and services



Social Responsibility

Contributing to sustainable economic development through eco-friendly products, while improving the quality of life of the work force, the local community and society at large



Integrity

Adhering to moral principles, sharing an undivided spirit and integrity, reflected in our personal lives, financial transactions and business deals



Surya Parivar

Standing together in a principle-centric, close-knit family, sustained through trust, team spirit and mutual respect

Revenue

₹ 6,242 crore

Steel Pipes and CR Strips

₹ 1,572 crore

Lighting and Consumer Durables

Segmental Sales

80%

Steel Pipes and CR Strips

20%

Lighting and Consumer Durables

Segmental EBITDA

74%

Steel Pipes and CR Strips

26%

Lighting and Consumer Durables

OUR PRODUCT PORTFOLIO

Leading the Charge with Unique Offerings

We, at Surya Roshni, stay committed to uphold our reputation as a distinguished leader in the spheres of steel pipes, CR strips, lighting and consumer durables. With decades of experience in our possession, we have garnered recognition for our excellence in quality and dynamic approach to innovation. As a frontrunner in LED lighting, we illuminate pathways to a brighter future, while our range of fans, home appliances and PVC pipes and fittings cater to diverse needs. Thus, reflecting our commitment to excellence across every facet of our business.

Steel Pipes and CR Strips

We, with five decades of experience in the steel pipes manufacturing industry, have reached the top. Today, we proudly stand as one of the largest GI pipe manufacturers in India.



#1

ERW GI Pipe Manufacturer
in India

#1

Exporter of ERW Pipes from
India (50+ Countries)

Among

Top 3 players
in Black Pipes

21,000+

Pan-India Dealers/Retailers

4

Manufacturing Locations in
Haryana, Madhya Pradesh,
Gujarat and Andhra Pradesh

6 Products

Categories Pipes - Structural,
GI, API Grade and Spiral, Black
and CR Strips

12.76 Lakhs

MTPA Capacity

45%

Volume Share of
Value-Added Products

250+

Distributors

Our Edge

Gained market share to ~10% in segment of oil & gas transmission pipes with Cross Country Line Pipes and City Gas Distribution (CGD)

Identified water transmission for higher growth opportunities

Procured a world-class 3LPE coating plant machinery from Selmers, Netherlands

Installed 3LPE coating (external) facilities of 27,50,000 sq mtr

Maintained strong order book in hand for API pipes

Received accreditations from major PMC such as EIL, Mecon and others

Positioned as the largest exporter in the segment of ERW pipes, including GI and black pipes

Established an export presence in over 50 countries



Our Offerings

GI Pipes

28%

Volume share #

Market Position *

#1

(High Growth in Exports)

Agriculture Irrigation, Casing and Tubing, Hot Water/ Plumbing, Water Pipelines, Green Houses and Fire Fighting, among others



API/3LPE Coated Pipes/ Spiral Pipes

17%

Volume share #

Market Position *

Leading API Pipe

Manufacturer (High Growth)

Oil & Gas, Water Transportation and City Gas Distribution



Black Pipes

32%

Volume share #

Market Position *

Amongst

Top 3

Construction, Fabrication, Fencing, Powder Coating, Sign Boards, Industrial Application and Scaffoldings





Hollow Section Pipes

12%

Volume share #

Market Position *

Leading Brand

(High Growth, Using DFT Technology)

Infrastructure – Airport, Metro, Railways, Warehousing, Industrial Infrastructure, Urban Development, Solar and Poles



CR Strips

11%

Volume share #

Market Position *

Serving Delhi

NCR Region

Auto Components, Motor Stamping, Cycle Rims, Umbrella Tubes and Ribs



Volume share for the Financial Year ended 31st March, 2024

* Market Position is as per Management View

Key Strategies of the Segment

- Positioned as largest exporter of ERW pipes (GI and Black Pipes)
- Led exports to over 50 countries across the globe including the US, Australia, Canada, Mexico, Middle East, Europe and Africa
- Commissioned large-diameter section pipe facility (upto 300*300 mm) with Direct Forming Technology at Gwalior, Madhya Pradesh
- Poised to improve exports of hollow section pipe worldwide
- Focussed on exporting value-added products, including grooved, 30*30 section and blue painted hollow coated pipes
- Devised strategic geographic expansion

Lighting and Consumer Durables

We have evolved over the years, smoothly transitioning from old-school lighting to emerging as a leading force in the modern LED lighting sector. With one of India's largest manufacturing capacities dedicated to LED lighting, we have risen firmly and established our presence in the market. Further widening our product offering, we entered the consumer durables segment with fans and steadily built a strong portfolio of home appliances.



Leader

In Various States such as Andhra Pradesh, Telangana, Madhya Pradesh, Chhattisgarh, Uttar Pradesh and Jharkhand

One of the Top Leading

Consumer Lighting Manufacturing Brands in India

#2

In Karnataka, Delhi, Maharashtra, Bihar, Rajasthan and Uttarakhand, among others

3,00,000

Retail Outlets

300+

RTF

2,500+

DSPs

Our Edge

Positioned as an emerging FMEG player

Built brand equity through consistent advertisements, ATL and BTL activities, under the brand name 'Surya'

Leveraged India's most well-penetrated distribution network, with larger revenue share coming from semi-urban and rural markets

Cemented strong dealer relations and kept focus on secondary demand generation

Emerged as a strong player in professional lighting with smart lighting solutions

Dived successfully in FMEG categories, including fans and home appliances

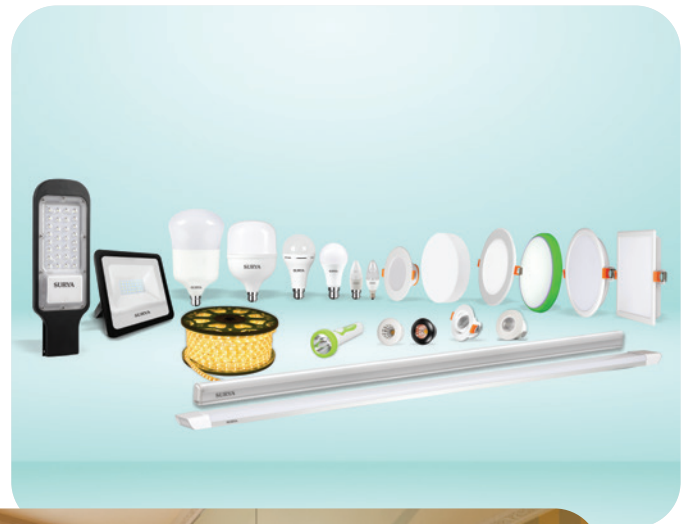
Put in place comprehensive service network across India

Our Offerings

Lighting

Consumer Lighting

- LED lamps
- LED downlighters
- LED streetlights
- LED battens and luminaires
- Smart LED lighting
- Value-added offerings, including colour changers, smart lighting, auto-dimming, app-based lights, COB downlights, track spot lights, power track, LED strips lights, Radar LED lamp and wall washer LED



Professional Lighting

- Indoor commercial
- Industrial
- Roadway lighting
- Flood lighting
- Landscape lighting
- Solar lighting
- Accessories
- HID lamps
- Light sources
- Façade lighting



Fans

- 5 Star Petal Induction Motor Ceiling fans (includes products with dynamic properties, such as anti-dust, antibacterial, energy efficient, high-air-delivery and BLDC fans)
- BEE star rated Table, pedestal and wall fans (TPW)
- Domestic and industrial exhaust fans

Penetrating in FMEG (Fan)

- Leveraging a robust brand and distribution network
- Establishing nationwide presence for fans across India
- Offering diverse product range encompassing ceiling, table, pedestal, wall-mounted and exhaust fans
- Emphasising on premium product categories to capture market share in urban areas



PVC Pipes and Fitting

Applications

- Water pipeline
- Housing sector
- Domestic and industrial drainage system – cold/hot water plumbing
- Industrial process lines
- Swimming pool
- Salt-water lines
- Agriculture/Irrigation system



Home Appliances

Food Preparation and Cooking

- Juicer, mixer and grinder
- Mixer grinder
- Electric kettles
- Infrared induction and other cooktop
- Sandwich maker
- Vegetable chopper

Garment Care

- Dry iron
- Steam iron

Heating Appliances

- Storage water heater
- Instant water heater
- Immersion water heater

Climate Control

- Air cooler
- Oil filled radiator
- Halogen heater
- Quartz heater

Penetrating in FMEG (Home Appliance)

- Utilising a robust brand and distribution network
- Offering a diverse product range including water heaters, room heaters, coolers, dry irons, steam irons, juicer-mixer-grinders and induction cooktops
- Establishing an ecosystem to capture rapidly growing markets and categories effectively
- Providing top-notch product features and ensuring excellence in quality



Business Opportunities - PVC Pipes

Growth Drivers

1st

Government initiatives like 'Housing for All', 'Nal Se Jal', 'Project AMRUT' and 'Swachh Bharat Mission'

2nd

Strong prospective demand for non-agricultural pipes, especially with significant urban real estate markets displaying signs of sustained recovery

3rd

Projection of an average annual growth of 10% for the sector



Application

Housing, irrigation, infrastructure, drainage and chemical transportation, among others



Market Research

Sizeable business opportunity with strong branding of 'Prakash Surya' and distribution network



Operational Performance

Revenue of ₹ 92 crore in 2023-24, as compared to ₹ 91 crore in 2022-23



Capacity Expansion

Reached capacity of 12,500 MTPA

Business Opportunities - LED Lightings

PLI Scheme

The Production Linked Incentive (PLI) scheme proposed by the Government indeed holds significant potential to revolutionise the manufacturing landscape. Through incentivising manufacturers on their incremental production, the PLI scheme aims to boost domestic manufacturing and reduce dependency on imports.



Objectives

To boost manufacturing of components of LED lightings of India and diminish reliance on imports of components



Target Segment

Our target segments within the large investment category for certain manufacturing components of LED lighting products include:

- LED drivers
- Mechanicals
- Housing packaging
- Modules
- Wire wound inductors, among others



Benefits to Surya

Our benefits include:

- Leveraging own manufacturing of LED products
- Boosting the level of backward integration and OEM opportunities



Our Response

Investing a cumulative incremental minimum investment of ₹ 25 crore in Plant & Machinery (P&M), incremental criteria is fulfilled and claim of 1st year received.



Quantum of Incentives

Our anticipation is for a growth rate of 4% to 6% on sales over the base year for a period of five years following the base year

Snapshot of our Completed Projects - Facade Lighting



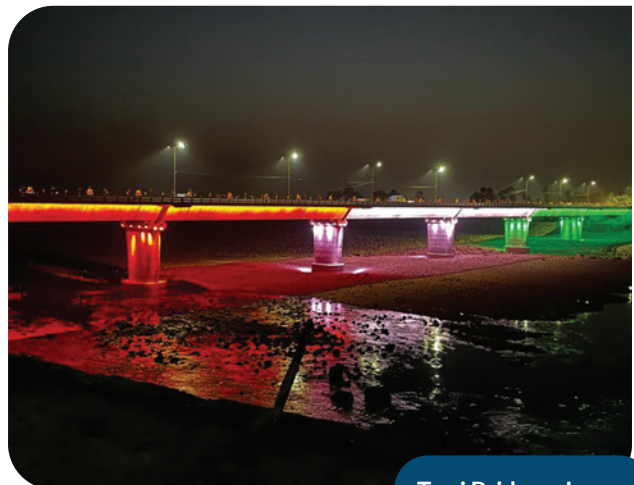
Atal Setu Mumbai, Maharashtra



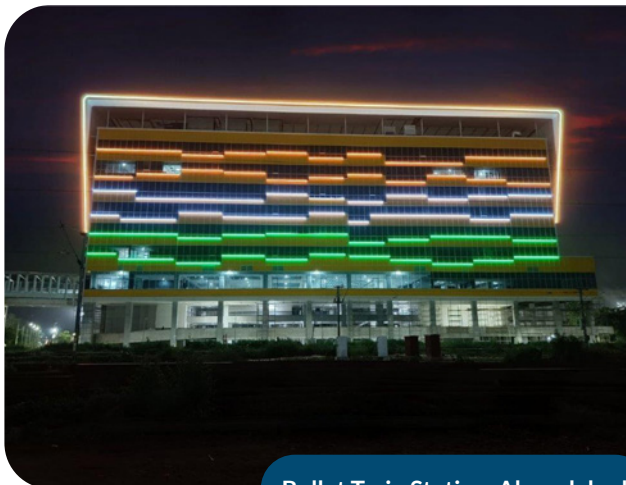
Shri Sanwariya Seth Temple Chittorgarh, Rajasthan



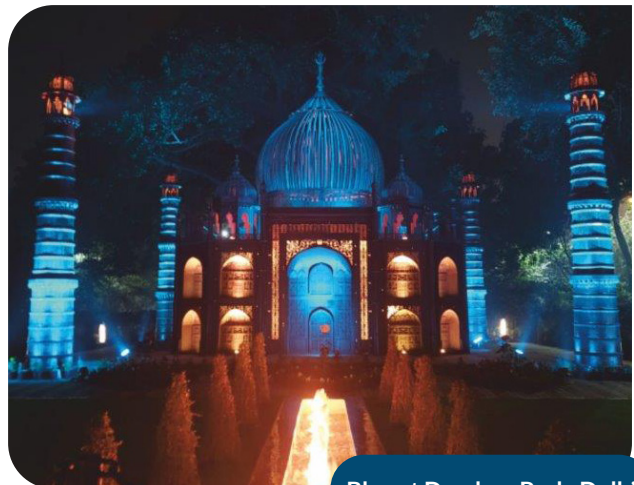
Adivasi Godavari Bridge, Nagpur



Tawi Bridges, Jammu



Bullet Train Station, Ahemdabad



Bharat Darshan Park, Delhi



Indore Airport



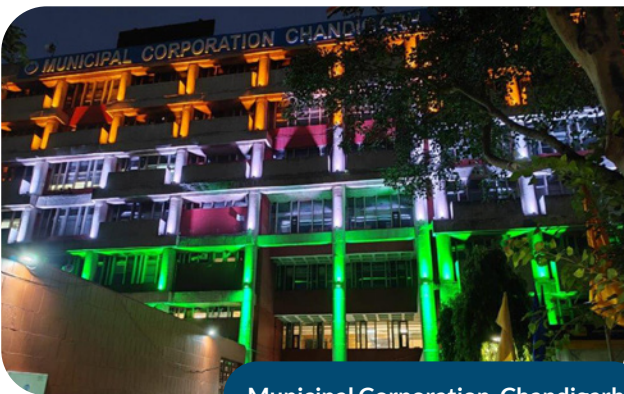
Sodala Bridge, Jaipur



Shri Kedarnath Temple



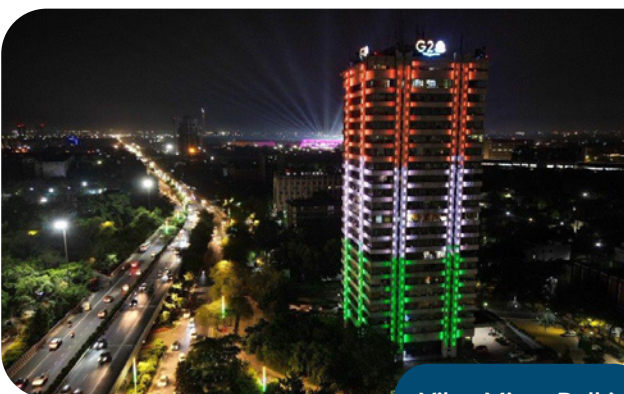
Leh Palace



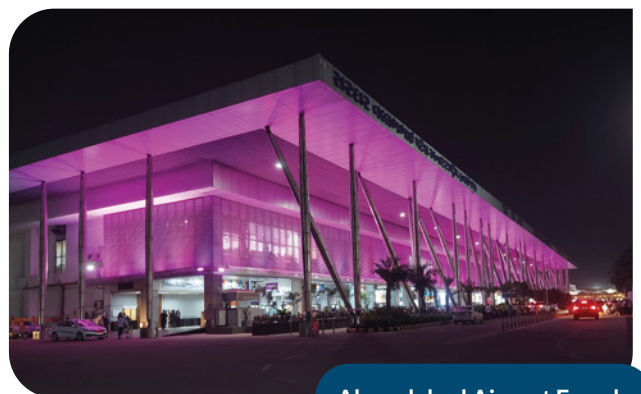
Municipal Corporation, Chandigarh



Om Statue, Shri Kedarnath Temple



Vikas Minar, Delhi



Ahmedabad Airport Facade

OUR OPERATIONS

Solidifying Position with Robust Presence

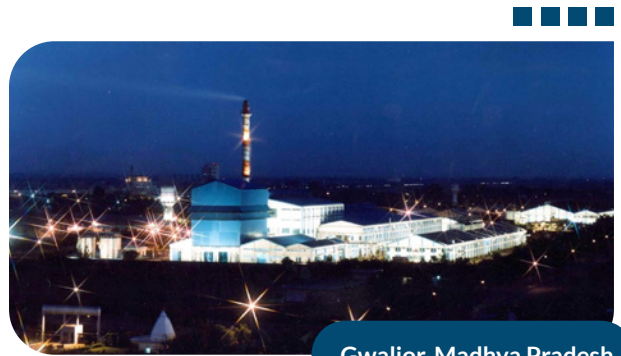
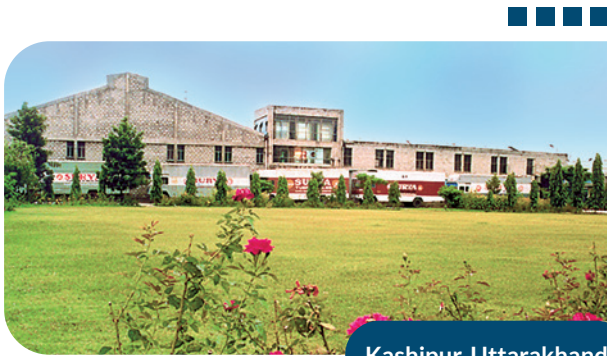
We, at Surya Roshni, operate six cutting-edge manufacturing facilities, strategically positioned across India, covering key regions, including Gujarat andhra Pradesh, Madhya Pradesh, Haryana and Uttarakhand. Our commitment to innovation is showcased through our advanced lighting research and development centre, the Surya Technology & Innovation Centre (STIC), located in Noida within the National Capital Region (NCR). Our exhaustive manufacturing network and focus on innovation solidify our position as leaders in the industry.

Snippets of our manufacturing facilities

Steel Pipes and Strips Segment (Prakash SURYA)

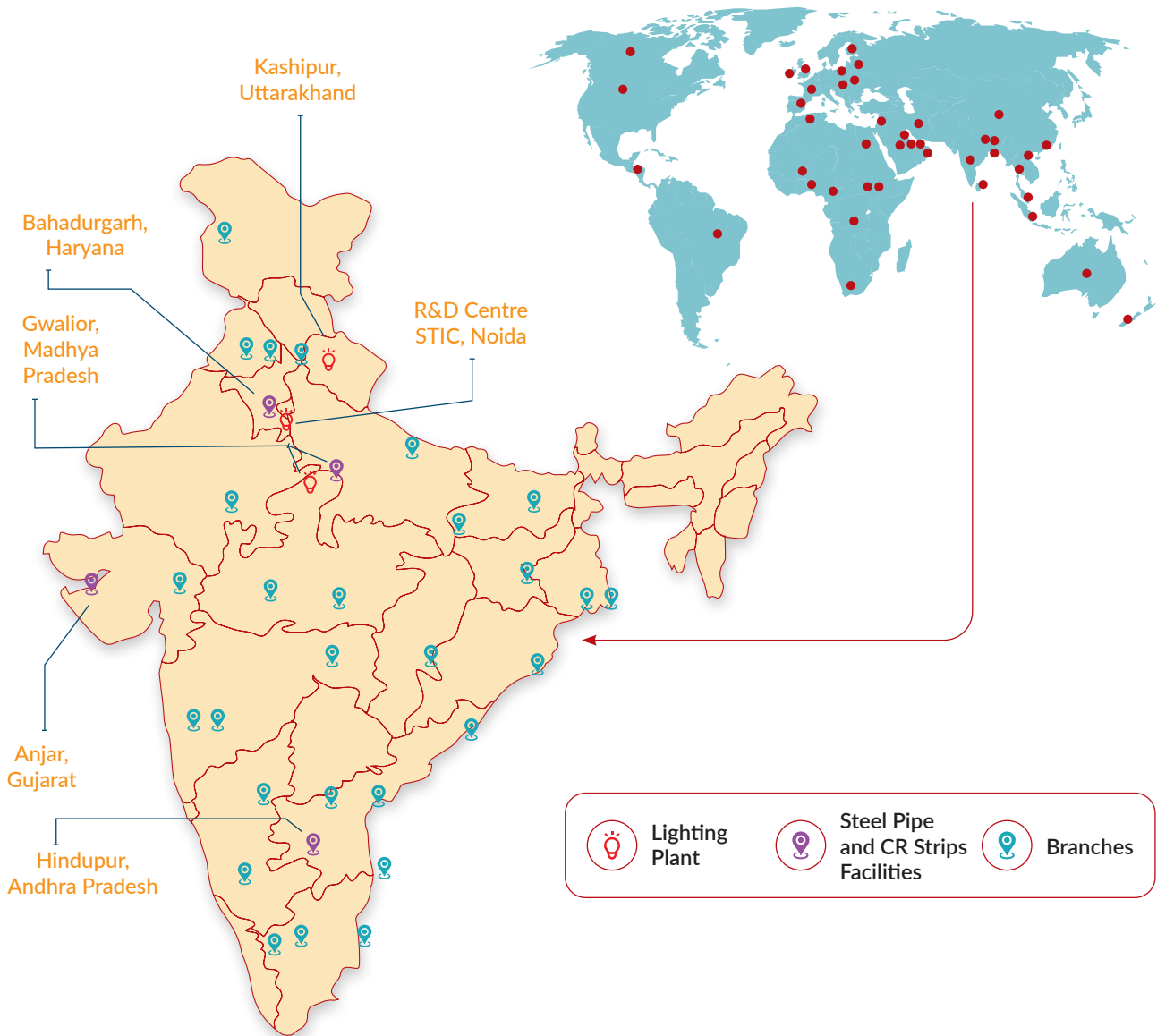


Lighting Segment (SURYA)



Atmanirbhar Bharat

Global Footprints



CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

Key Highlights

Commissioned Section Pipe DFT Plant at Gwalior

We, in mid-April 2022, launched our large-diameter section pipe facility, equipped with Direct Forming Technology (DFT) in Gwalior, significantly augmenting our capacity by 36,000 MTPA across new product categories. With this milestone, we reinforce our commitment to serving key sectors, including infrastructure and urban development in both domestic and export markets.

Setting up Expansion Project at Hindupur

We are initiating an expansion project with an investment of ₹ 75 crore in Hindupur, Andhra Pradesh. The aim is to establish manufacturing facilities for GP and CR coils/pipes and secure a consistent supply of these products to meet market demand in South India, while ensuring competitive pricing compared to current market rates.

Upgradation/Modification of cold-rolling plant in Bahadurgarh

Investment of ₹ 50 crore for upgradation/modification of cold-rolling (CR) plant at Bahadurgarh plant (Haryana). At present, the production capacity of the plant is 1,15,000 MTPA (approx) and after upgradation/modification it will increase to 1,50,000 MTPA.

BUSINESS MODEL

Crafting Progress with Consistent Value-accretive Initiatives

Inputs

Financial Capital



We leverage key financial resources, including equity, internal accruals and debt. Our strong balance sheet is the foundation that drives our growth strategies and enables us to create exceptional value for our stakeholders.

- **Equity: ₹ 2,166 crore**
- **Debt: NIL**
(Cash surplus of ₹ 65.81 crore as on 31st March, 2024)

Manufacturing capital



We rely on our world-class manufacturing facilities, bolstered by robust logistics, warehousing and sales infrastructure, enabling us to deliver quality offerings to the market. To keep the momentum going, we continue to invest in best-in-class technologies, enhance the quality of our products and increase the efficiency of our operations.

- **Steel pipes and strips facilities: 4**
- **Lighting facilities: 2**
- **PVC Pipes facility: 1**

Intellectual capital



We have a dedicated R&D centre called the Surya Technology & Innovation Centre in Noida. The Centre drives innovation to achieve operational efficiencies as well as enable new product development.

Distribution capital



We have a robust distribution network (including trade network and retail outlets) and decentralised depot networks. This ensures smooth movement of logistics, prompt delivery and customer satisfaction, aptly supported by strong marketing and publicity initiatives.

- **Steel pipes and strips pan-India dealers/retailers: 21,000+**
- **Steel pipes and strips distributors: 250+**
- **Lighting and consumer durables retail outlets: 3,00,000+**

Human capital



We attribute our growth to our workforce, who are the primary creators of value through their expertise, knowledge and performance excellence. Over the years, we have cultivated a holistic employee value proposition which has enabled us to attract and retain top talent and operate in a high-performing culture.

- **Employee base: 3,247**

Social and relationship capital



We have a multi-stakeholder approach and believe that time-tested relationships play a key role in enhancing long-term stakeholder value. Thus, we factor-in the interests of all our stakeholders, while devising our business growth strategy.

- **CSR investment: ₹ 6.37 crore**

Natural capital



We acknowledge that our operations depend on natural resources and understand the impact of our business on ecosystems. We strive to conserving natural resources and prioritise their optimal utilisation. Our dedication to the environment is evident through our investments in renewable energy sources.

Value drivers

Strategic objectives



Promote capacity expansion



Optimise operational efficiency



Consolidate market position



Widen brand visibility



Launch value-added products



Focus customer centricity



Nurture employees



Ensure sustainability of operations

We, at Surya Roshni, take pride in more than just conducting transactions. Our business model is a dynamic framework, diligently designed to elevate the well-being of all stakeholders. We employ strategic value drivers, ensuring customer centricity at every turn. By harnessing our diverse capital basket, we steer towards improved profitability and cash flow, fostering sustainable returns. This holistic approach leads to continuous growth, embodying our commitment to excellence and long-term success.

Outcomes

Strategic objectives

Manufacturing Facilities

- Strategic investment in technology upgradation
- Tactical locations
- Strong backward integration through PLI

Distribution Network

- Enhanced engagement
- Consistent policies, effective schemes
- Omni-channel presence

Brand Equity

- Brand building through consistent advertising
- ATL and BTL activities

Product Range

- Strong product portfolio
- Value-added products driving higher profitability



Scalability



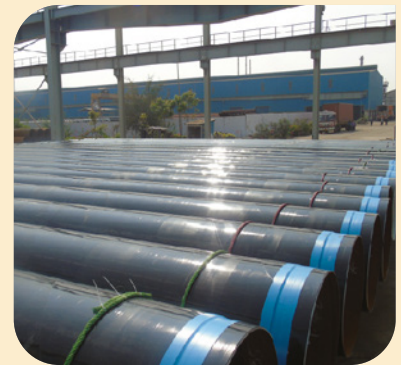
Diversification



**SUSTAINED GROWTH AND
IMPROVED PROFITABILITY**

Steel tubes and pipes

- Our Company reported a revenue of ₹ 6,242 crore in 2023-24, a slight dip from ₹ 6,452 crore in 2022-23
- Our total orders booked at the end of 2023-24 exceeded ₹ 800 crore
- Our EBITDA/MT for 2023-24 stood at ₹ 5,401
- We launched a 30" galvanised pipe in India and a 2" 5CT pipe for export markets
- We remain committed for exporting value-added products and expanding our geographical footprint
- We are expanding our operations at Hindupur
- We are setting up an ERW pipe mill for 18" up to 24" at our existing facilities with a capex of ₹ 75 crore
- Upgradation/ Modification of Cold Rolling plant at Bahadurgarh with an investment of ₹ 50 crore



Lighting and consumer durables

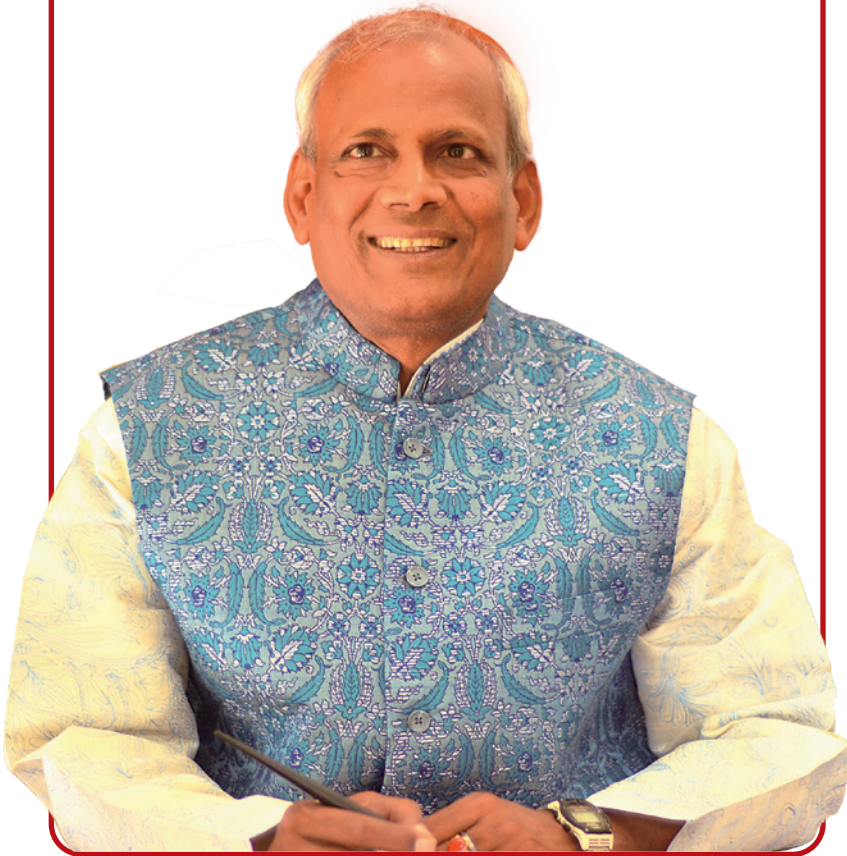
- We witnessed a significant YoY revenue growth of 20% in our professional lighting segment due to strong order inflow
- We clocked a YoY revenue growth of 20% in the home appliances business due to the addition of new product
- We experienced the continued decline of LED lighting bulb replacement cost, falling from 457 bps to approximately 302 bps
- We leveraged a remarkable growth in new-age smart LED products
- We intensified our advertising and marketing activities to enhance market share and brand visibility
- We undertook increased dealer and distributor engagement through various initiatives



Enduring Legacy. Creating Value.



As India continues to strengthen its economic foundations and expand its global footprint, the nation's future looks promising, marked by sustained growth, innovation, and increased global prominence.



Dear Shareholders,

As we stand on the threshold of our golden jubilee, I reflect with immense pride and gratitude on our company's remarkable journey. This annual report, titled '50 Years of Value Creation,' encapsulates our enduring legacy and the spirit of innovation that has guided us from our humble beginnings in 1973 to our current status as a global player in the lighting and steel industry.

Over these five decades, we have built a legacy rooted in resilience and adaptability. Starting with a modest manufacturing unit and a vision to provide high-quality products, we have strategically expanded and diversified, entering new markets and segments. Our transition to energy-efficient LED technology in the early 2010s allowed us to contribute to environmental sustainability while meeting the growing demand for greener solutions.

Our progress is attributed to the unwavering dedication of our employees, the trust of our customers, and the support of our stakeholders. As we honour our rich history, we remain focused on driving innovation and excellence, ensuring that the next 50 years are even more transformative and impactful. Together, we look forward to continuing this journey and building a legacy of growth, sustainability, and success.

From the outset, our journey has been defined by perseverance, empathy, and integrity. Starting with a single spark of ambition, we have expanded our footprint to over 50 countries, harnessed cutting edge technology to enhance lives, and

achieved a turnover of ₹ 7,809 crore in 2023-24. During this year, we successfully reduced debt by ₹ 400 crore in 2023-24, attaining a zero-debt status. This significant achievement highlights our robust financial management and commitment to long-term sustainability. Additionally, our Lighting and Consumer Durables business reported excellent profit growth in 2023-24, reflecting our strategic investments in technology and innovation.

Driving Growth in a Resilient Landscape

As we reflect on the past year, it is essential to acknowledge the global challenges that have shaped the economic landscape. The ripple effects of supply chain disruptions, the ongoing Russia-Ukraine conflict, and surges in inflation have tested the resilience of businesses worldwide. Despite these hurdles, the global economy has shown remarkable tenacity, maintaining steady growth.

Amid these global economic uncertainties, the Indian economy is currently experiencing robust growth, demonstrating resilience and strength. With a growth rate of 8.2% in 2023-24, this marks the third consecutive year of over 7% growth, highlighting the economy's strong performance. Increased public sector investment, a resilient financial sector, and substantial consumer demand drive this impressive growth.

Initiatives such as the Skill India Mission, Start-Up India, and Stand-Up India have been pivotal in fostering greater women's participation in the workforce, further propelling the economy's growth trajectory. These programmes have not only enhanced skill development and entrepreneurship but also contributed to a more inclusive and dynamic economic landscape.

As India continues to strengthen its economic foundations and expand its global footprint, the nation's future looks promising, marked by sustained growth, innovation, and increased global prominence.

Catering to the Aspiring Indian Consumer

India's middle class is the engine driving economic expansion and consumer demand. With increasing incomes, enhanced living standards, and a growing preference for quality, this demographic presents immense opportunities for growth. Surya Roshni is perfectly positioned to cater to the evolving needs of this dynamic segment, offering an array of innovative products that align with their aspirations.

The Indian government's robust focus on infrastructure development has set the stage for unprecedented growth. From the creation of smart cities to the expansion of highways and urban renewal projects, the demand for

essential materials and cutting-edge solutions is surging. Our steel and professional lighting solutions are not only fulfilling domestic demand but are also making a significant impact on the global stage. Surya Roshni is at the forefront of this transformation, contributing significantly through our high-quality steel and professional lighting solutions.

Surya Roshni's reach extends far beyond India's borders, with 30% of our revenue generated from exports. This international footprint is a testament to the global trust in our products and the efficacy of our export strategy. Our success in international markets is a reflection of our dedication to quality, innovation, and sustainability.

Our consumer-facing business is at the heart of embracing the aspirations of the modern Indian consumer. With an extensive range of high-quality products including consumer lighting, fans, and home appliances like food preparation and cooking devices, garment care, heating appliances, and climate control solutions, we are committed to enhancing everyday lives. Our PVC pipes and fittings further reflect our dedication to innovation and reliability, ensuring we meet the evolving needs of this dynamic demographic. As we move forward, our focus remains steadfast on contributing to India's infrastructure boom, enhancing the quality of life for millions, and creating sustainable value for all our stakeholders.





At Surya Roshni Limited, we are strategically positioned in the steel tubes and pipes market to capitalise on opportunities.

Our extensive portfolio of high-quality steel pipes and tubes caters to the evolving needs of India's infrastructure modernisation efforts.

Powering India's Infrastructure Growth

The Indian steel tubes and pipes market is poised for substantial growth, driven by robust demand across key sectors like oil & gas, water transportation, and construction.

At Surya Roshni Limited, we are strategically positioned in the steel tubes and pipes market to capitalise on opportunities. Our extensive portfolio of high-quality steel pipes and tubes caters to the evolving needs of India's infrastructure modernisation efforts. We play a critical role in supporting sustainable water management initiatives through our GI pipes, aligning with national programmes like the Jal Jeevan Mission and Atal Bhujal Yojana. In the oil & gas sector, our specialised products, including API and 3LPE coated pipes, meet vital transportation requirements, complementing India's push towards energy security and net-zero emissions.

Moreover, our professional lighting solutions are pivotal in shaping India's infrastructure growth, bringing functionality to every project. From illuminating bustling roadways and industrial spaces to enhancing the beauty of landscapes and façades, our lights not only ensure safety and efficiency but also elevate the aesthetic appeal of infrastructure.

Additionally, our commitment to quality and reliability positions us favourably amidst the market's shift towards organised players, enhancing our competitiveness and market leadership. Our proactive approach to adopting advanced technologies and sustainable practices ensures that we remain at the forefront of industry advancements,

ready to meet the increasing demands and contribute to India's growth story.

Embracing Environmental Stewardship

We are committed to reducing our carbon footprint and minimising waste generation across our manufacturing facilities. By transitioning key processes to natural gas and implementing energy efficient technologies such as gas-based generators, solar panels and VFD installations, we are pioneering green practices in our industry and thus strengthening ESG norms. Our rigorous waste management protocols and sustainable packaging initiatives further exemplify our commitment to environmental sustainability.

At every level of our operations, from management to plant activities, our teams are dedicated to implementing environmental best practices. Guided by our environmental experts, we continuously monitor and improve our energy, water, waste management, and air pollution control measures. This collaborative approach ensures that sustainability remains ingrained in our operational DNA.

Advancing through Innovation and Commitment

Looking ahead, our outlook remains robust and forward thinking. In the steel tubes and pipes market, we are poised to capitalise on growing demand across key sectors such as oil & gas, water transportation, infrastructure and exports. Our commitment to quality, innovation, and environmental stewardship positions us as a leader in meeting India's



evolving infrastructure needs. With strategic expansions and enhanced capabilities, we are confident in our ability to deliver sustainable value to our stakeholders.

Nurturing Talent

We foster a workplace culture that nurtures diversity, respects individual rights, and promotes equal opportunities for all. By investing in training and development, we empower our employees to achieve personal and professional growth, thereby strengthening our collective capabilities.

The well-being and safety of our workforce are paramount. Through comprehensive safety measures and regular audits, we ensure a secure working environment where our employees thrive. High levels of engagement and motivation drive our workforce initiatives, fostering an environment where innovation and excellence flourish.

Spreading Community Impact

Beyond our operational footprint, we are dedicated to positively impacting the communities we serve through our CSR arm, the Surya Foundation. Our initiatives in health, education, and skill development are tailored to meet evolving community needs, guided by ongoing engagement with diverse stakeholders. Projects such as personality development camps, tree plantation drives, and Swachhata Abhiyaan (cleanliness campaigns) are integral to our mission of fostering a brighter future for all.

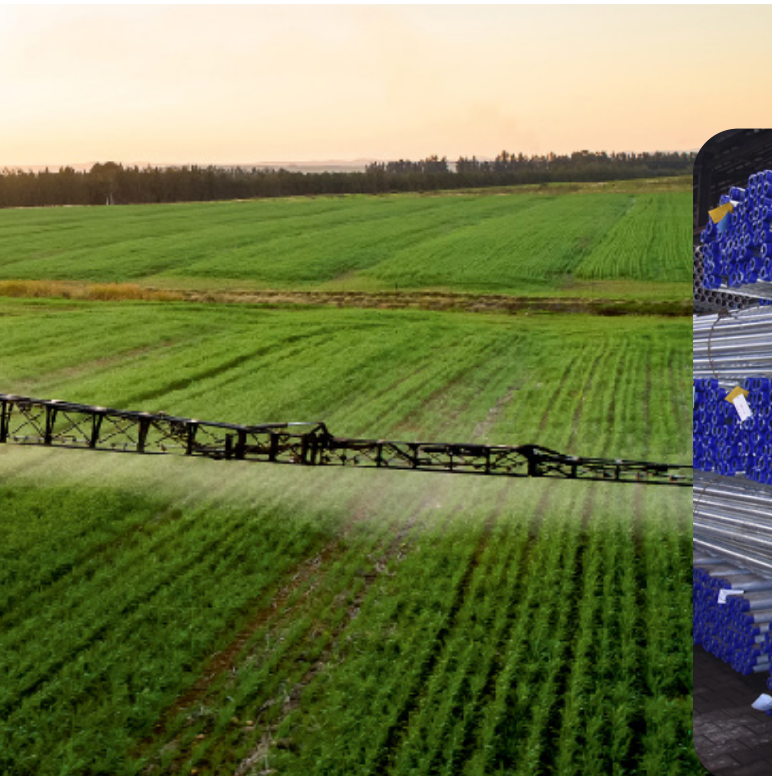
Our efforts also include practical training and support through Silai Kendras (sewing centres), beekeeping and dairy farming workshops, and sports tournaments. These activities address immediate needs while promoting sustainable development and community well-being. By investing in these diverse initiatives, we aim to make a meaningful difference and contribute to a thriving, inclusive society for future generations.

Note of Gratitude

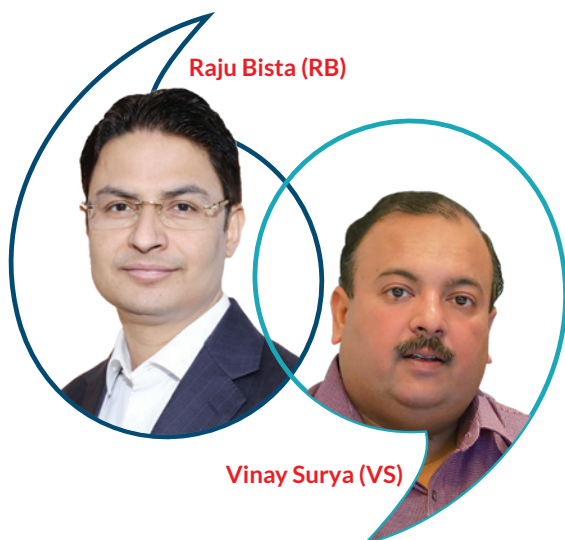
On behalf of the entire Board members, I would like to express my heartfelt gratitude to all our valued stakeholders. Your partnership, insights, and strong support have been crucial to our success. Together, we have achieved significant milestones and overcome challenges with resilience and determination. We sincerely appreciate your trust and remain committed to upholding the highest standards of integrity, transparency, and sustainability. As we enter the next phase of our journey, we eagerly anticipate continuing our collaboration and creating shared value for years to come.

Best Wishes,

Jai Prakash Agarwal
Chairman



Building on Strengths. Shaping the Future.



Raju Bista (RB)

Vinay Surya (VS)



Looking ahead, we remain committed to driving sustained growth and profitability through strategic investments and market expansions.

■ How would you describe the journey of 2023-24 for Surya Roshni?

RB: 2023-24 has been a period of notable progress for Surya Roshni. Throughout the year, we demonstrated our ability to navigate through a dynamic market landscape and maintain stable performance across our Steel Pipe and Lighting and Consumer Durables business verticals. Our strategic resilience and adaptive approach have enabled us to manage market fluctuations effectively. We are optimistic about the future and confident in our capacity to drive sustained growth and continue our trajectory of success.

VS: The fiscal year 2023-24 has been a defining period for Surya Roshni, marked by both significant accomplishments and strategic growth. We adeptly managed a complex market environment and competitive pressures, leveraging our resilience and strategic foresight to achieve strong outcomes. Our ability to swiftly adapt to changing dynamics and our dedication to operational excellence have underpinned our success. Looking ahead, we are enthusiastic about the opportunities that lie before us and are well-positioned for continued success.

■ What were the key highlights of Surya Roshni's financial performance in 2023-24?

RB: We maintained our topline and recorded an EBITDA of ₹ 586 crore, compared to ₹ 620 crore the previous year. There was a slight dip in EBITDA margins, primarily due to a significant decrease in the operating margin of our steel pipes business. However, this was somewhat offset by

improved margins in our lighting and consumer durables business. We registered a PAT of ₹ 329 crore in 2023-24, maintaining levels similar to those achieved in 2022-23. The introduction of new products in the premium category, has successfully enriched our product mix, further bolstering our market standing. In 2023-24, we become a Totally Debt Free Company with cash surplus of ₹ 65.81 crore.

VS: In 2023-24, we reported a total revenue of ₹ 7,809 crore, marginally down from ₹ 7,997 crore in the previous fiscal year. Despite the slight decrease in revenue, our focus on operational efficiency and strategic cost management enabled us to maintain a robust EBITDA of ₹ 586 crore, albeit lower than ₹ 620 crore in 2022-23. Our Profit Before Tax (PBT) remained stable at ₹ 445 crore, compared to ₹ 459 crore in 2022-23.

Improved capacity utilization, working capital optimization and cost rationalization enabled us to become a debt-free company, as we repaid our total debt of ₹ 400 crore in FY24. These financial metrics underscore our disciplined approach to navigating market challenges while sustaining profitability and operational stability.

■ How did both business segments, Lighting & Consumer Durables and Steel Pipes and Strips, perform during the year?

RB: In the Lighting and Consumer Durables segment, we experienced encouraging results in 2023-24. Overall sales grew by 2%, and EBITDA increased by 23%, reflecting improved operational efficiency and effective cost management. Our consumer durables, including fans, water

heaters, irons, kitchen appliances, and festival lighting products, posted double-digit growth, demonstrating high consumer satisfaction and market penetration. Our focus on design quality and manufacturing excellence significantly reduced warranty related costs for LED products, resulting in improved EBITDA margins from 7.9% to 9.6%.

In the Steel Pipes and Strips segment, we achieved good volumes despite challenging market conditions and the electoral season. Our strong presence in the API pipes segment and robust export performance helped mitigate the impact of declining steel prices, although there was a slight dip in sales revenues. Our EBITDA per ton stood at ₹ 5,401, affected by muted value-added product sales and inventory losses. Nonetheless, our strategic focus and resilience have positioned us well for future growth.

VS: Despite a challenging market environment, our focused efforts on enhancing operational efficiencies and implementing effective cost management strategies resulted in a commendable 23% growth in EBITDA to ₹ 150 crore, alongside a corresponding increase in Profit Before Tax (PBT) to ₹ 120 crore. Notably, our professional lighting segment achieved a remarkable 20% growth, driven by continuous innovations and strong market acceptance. The consumer durables category also demonstrated robust double-digit growth, underscoring the success of our strategic initiatives and expanded product offerings.

Our Steel Pipes and Strips segment exhibited resilience despite the downturns in steel prices throughout 2023-24. The segment's EBITDA per ton stood at ₹ 5,401, reflecting our operational efficiency amidst cost pressures. Our strategic emphasis on value-added products proved pivotal, with these products accounting for 45% of total sales. Additionally, we made significant strides in our sustainability efforts reinforcing our commitment to cost efficiency and environmental responsibility.

■ Looking ahead, what strategic plans does Surya Roshni have for its business segments?

RB: Moving forward, we anticipate continued growth in the Lighting and Consumer Durables industry, driven by rising consumer aspirations and increased government infrastructure spending. Our strong position in both B2C and B2B segments, along with our commitment to high quality, innovative products, will enable us to capitalize on these opportunities. We are investing in technology and product development and pursuing strategic market expansions to drive sustained growth and profitability.

In the Steel Pipes and Strips segment, we are expanding our operational capacity to increase monthly production by 12,000 to 15,000 tons to meet anticipated market demand. This expansion will enhance our ability to serve the growing needs in the water infrastructure and energy sectors. With the stabilisation of steel prices and increased government

focus on infrastructure development, we expect robust demand across our product lines. Our strong order book particularly in the oil & gas and water sectors, along with a solid export portfolio, underscores our financial health and operational efficiency.

VS: In 2024-25, our roadmap for the Lighting & Consumer Durables segment focuses on innovation, customer-centricity, and market expansion. We will introduce cutting-edge products like designer BLDC and energy efficient induction motor fans. Enhancing in-shop experiences and customer engagement will drive sales growth and bolster brand loyalty. Investments in technology, training, and market expansion will further strengthen our market position and sustain growth momentum.

For the Steel Pipes and Strips segment, our 2024-25 strategy includes expanding production capacities to meet rising market demands. New facilities in Bahadurgarh and Gwalior will add a combined capacity of 110,000 tons per annum, enhancing our operational capabilities. These expansions align with our commitment to sectors like oil & gas and water infrastructure. Operational optimisation, including stringent audits and vendor diversification, aim to maximise efficiency and mitigate risks. With steel prices stabilising and favourable market conditions, we are optimistic about leveraging these initiatives for sustainable growth and profitability.

■ In conclusion, what are your thoughts on the Company's journey through 2023-24 and your outlook for the future?

RB: Our Company has demonstrated resilience, agility and adaptability, with a focus on operational efficiency, quality, and innovation. These priorities have strengthened our market position and financial health. Looking ahead, we remain committed to driving sustained growth and profitability through strategic investments and market expansions. Our dedication to excellence and sustainability will continue to guide us in navigating the dynamic market landscape, ensuring we deliver value to our shareholders and stakeholders alike.

VS: As we conclude 2023-24, we reflect on a year of resilience, strategic advancements, and significant achievements across our Lighting & Consumer Durables and Steel Pipes and Strips segments. Our ability to navigate challenges and capitalise on opportunities highlights our operational strength and market leadership. Looking ahead, we are committed to delivering stakeholder value through innovation, sustainability, and operational excellence. With a clear strategic roadmap and a dedicated team, we are confident in sustaining growth momentum, driving profitability, and advancing towards industry leadership.

BOARD OF DIRECTORS

Moulding expertise into insightful guidance



Mr. J. P. Agarwal
Executive Chairman

Mr. Agarwal is the driving force behind Surya Roshni and responsible for shaping Company as one of the most reputed, trusted and successful entities in Indian business landscape. He has been honoured with the highly prestigious Padma Shri Award by the Government of India, acknowledging his significant contributions to strategic business endeavours.



Mr. Raju Bista
Managing Director

Mr. Bista is a young and dynamic leader. His discipline, dedication, visionary power and never-say-die attitude provide new dimensions and directions, enabling Surya Roshni scale new heights. He is the past President of ELCOMA and presently a Member of Parliament.



Mr. Vinay Surya
Managing Director

Mr. Surya is an M.B.A. from Swinburn University, Australia and possesses a vast experience of over 25 years in management, marketing, exports, commercial, financial and operational fields, with good knowledge of corporate governance, audit and administration.



Mrs. Urmil Agarwal
Director

Mrs. Agarwal has decades of experience with sound business acumen and understanding of businesses of the Company.



Mr. T. S. Bhattacharya
Independent Director

Mr. Bhattacharya, an Ex-MD of State Bank of India, holds an illustrious professional career in banking and financial sector in his possession.



Mr. S. S. Khurana
Independent Director

Mr. Khurana is an Ex-Chairman of Railway Board and Ex-officio Principal Secretary to the Government of India with vast experience in administration, finance, human resources and corporate governance.



Mr. Sunil Sikka
Independent Director

Mr. Sikka is a post-graduate in Management (FMS Delhi) and Ex-President of Havells (India) Limited and ELCOMA. During his tenure, he led multiple initiatives to accelerate growth in marketing of consumer electricals and lighting in India.



Ms. Suruchi Aggarwal
Independent Woman Director

Ms. Suruchi is a renowned and eminent practicing advocate in the Supreme Court of India, Delhi High Court and other courts.



Mr. Tekan Ghanshyam Keswani
Independent Director

Mr. Keswani is a postgraduate in management (FMS Delhi) and a fellow member of ICAI with over 45 years of experience in commercial, administration and financial fields.



Mr. Naresh Agarwal
Independent Director

Mr. Agarwal is an energetic and dynamic professional, holding rich experience of over three decades with deep-rooted knowledge of marketing and operations.



Mr. Kaustubh N. Karmarkar
Whole Time Director

Mr. Karmarkar commands extensive experience of over 24 years in the field of management and human resources and planning.

Paving the Way for Continued Success

We, at Surya Roshni, recognise that our long-term sustainability hinges upon the strength of our governance framework. Therefore, we cultivate robust corporate governance practices across all levels of the organisation to forge a path of sustainable prosperity. Our focus is on fostering accountability, awareness and equity, as we believe these values to be intrinsic to our operational culture. Through a unshakable commitment to upholding the highest standards of governance, we aim to secure our continued success and growth.

6

Independent Directors

7

Non-Executive Directors

4

Executive Directors

2

Women Directors

Board of Directors

The Board of Directors is entrusted with the fundamental objective of safeguarding the interests of shareholders, while actively pursuing growth opportunities within our core business. Collectively, the Board assumes responsibility for the governance of our Company, representing shareholders' interests and being accountable to them for ensuring long-term success. Oversight of financial performance, strategic direction, capital allocation, market exposure and overall risk management falls under the purview of the Board, ensuring alignment with the Company's objectives and values.

Board Committees

The Board Committees hold a pivotal role within our Company, tasked with reviewing and addressing specific concerns and impact areas. Supervised by the Board, these Committees ensure the execution of their responsibilities and are held accountable for their actions. The Chairman of each Committee provides the Board with a summary of discussions held during Committee Meetings. Additionally, the minutes of each Committee meeting are presented to the Board for review at regular intervals. Presently, our Board comprises six

Committees, each dedicated to overseeing different aspects of our operations and governance.

Audit Committee

The Audit Committee oversees our Company's financial reporting process and ensures the accuracy, adequacy and credibility of financial information disclosed to stakeholders.

Stakeholders' Relationship Committee

The Shareholders' Relationship Committee is responsible for addressing grievances raised by shareholders and other security holders. This includes matters such as the transfer or transmission of shares, issuance of duplicate share certificates and other related concerns.

Corporate Social Responsibility

The Corporate Social Responsibility (CSR) Committee formulates and recommends a CSR policy to the Board, outlining the activities to be undertaken by our Company in this regard. These activities typically encompass rural development projects and initiatives aimed at promoting healthcare. A detailed report on CSR activities forms a part of the Board Report and is included in Annexure IV.

Nomination and Remuneration Committee

The Nominations and Remuneration Committee drives the process of appointment, re-appointment and removal of directors and provides recommendations on the remuneration of directors, key managerial personnel (KMPs) and senior management personnel. Additionally, it conducts evaluations of the performance of the Board, its committees and individual directors and reviews the implementation and compliance of such evaluations.

Risk Management Committee

The Risk Management Committee oversees and monitors the overall risks to the operations of the organisation, comprehensively understanding potential threats and assessing the likelihood of their occurrence. This committee facilitates the implementation of appropriate actions to address the most likely threats and risks, ensuring the organisation's resilience and continuity.

Committee of Directors

The Committee of Directors ensures that all decisions are made in the best interests of the organisation and that their role is carried out effectively, upholding principles of governance and ethical conduct throughout the organisation.

Composition of Committees

Audit Committee

Mr. Tara Sankar Sudhir Bhattacharya,
Chairman; Independent

Mr. Surendra Singh Khurana,
Member; Independent

Mr. Sunil Sikka,
Member; Independent

Mr. Vinay Surya,
Member; Executive; Non-Independent

Stakeholder Relationship Committee

Mr. Sunil Sikka,
Chairman; Independent

Mr. Surendra Singh Khurana,
Member; Independent

Mr. Raju Bista,
Member; Executive; Non-Independent

Corporate Social Responsibility Committee

Ms. Suruchi Aggarwal,
Chairperson; Independent

Mr. Jai Prakash Agarwal,
Member; Executive; Non-Independent

Mr. Raju Bista,
Member; Executive; Non-Independent

Mr. Kaustubh N. Karmarkar,
Member; Executive; Non-Independent

Nomination and Remuneration Committee

Mr. Surendra Singh Khurana,
Chairman; Independent

Ms. Suruchi Aggarwal,
Member; Independent

Mrs. Urmil Agarwal,
Member; Non-Executive; Non-Independent

Risk Management Committee

Mr. Sunil Sikka,
Chairman; Independent

Mr. Kaustubh N. Karmarkar,
Member; Executive; Non-Independent

Mr. Vinay Surya,
Member; Executive; Non-Independent

Committee of Directors

Mr. Sunil Sikka,
Member; Chairman; Independent

Mr. Raju Bista,
Member; Executive; Non-Independent

Mr. Vinay Surya,
Member; Executive; Non-Independent

Key Managerial Personnel



Mr. B. B. Singal

CFO and Company Secretary

Mr. Singal is a highly qualified professional, holding credentials as a Chartered Accountant, Company Secretary and Cost Accountant. With an extensive career spanning over 29 years, he possesses expertise in strategic planning, profitability management, financial planning, budgeting, accounting, taxation, compliance and governance. His diverse skill set and wealth of experience make him a valuable asset in navigating complex financial landscapes and ensuring organisational success.



Mr. Jitendra J. Agrawal

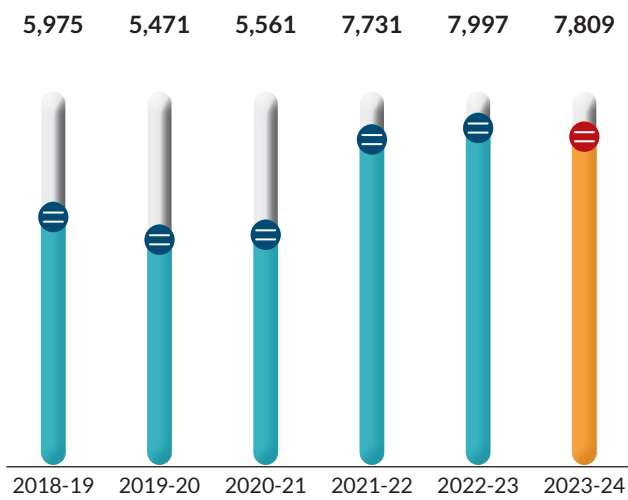
CEO - Lighting and Consumer Durables

Mr. Agrawal is a highly seasoned global business leader possessing over 29 years of diverse experience in managing various businesses. Before joining Surya, he served as the Senior Vice President at Luminous, a Schneider Electric company, overseeing their consumer electrical business for eight years. Prior to that, he spent 19 years at Philips Lighting, where he held the position of Senior Director. Mr. Agrawal's educational background includes a degree in Electrical and Electronics Engineering from Mangalore University, graduating in 1995. Additionally, he completed a Leadership Development Programme from The Wharton School, further enhancing his leadership capabilities.

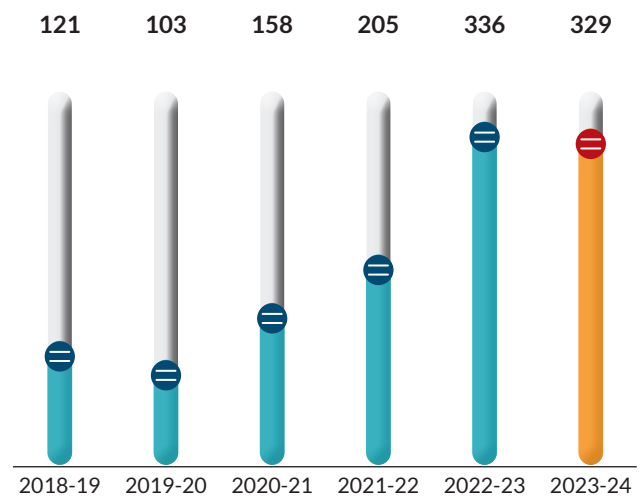
OUR KPI'S

Fuelling growth with prudent performance

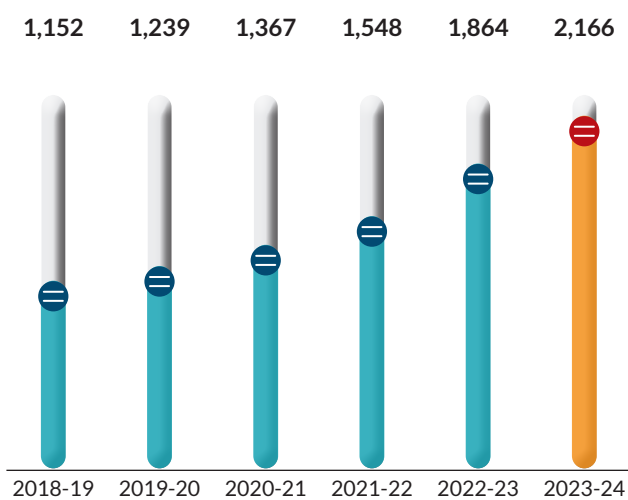
Revenue from Operations (₹ in crore)



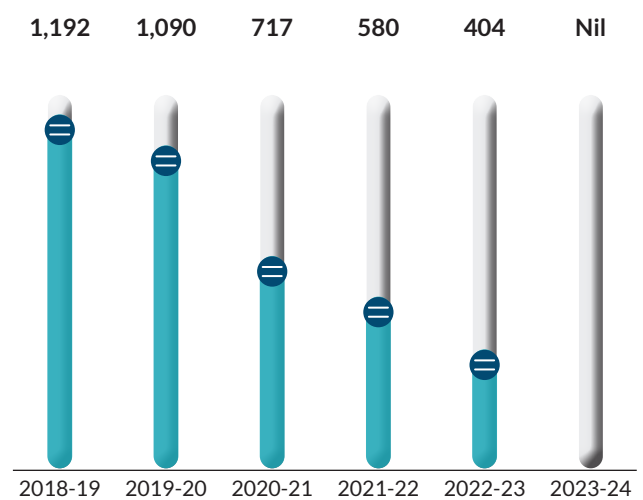
PAT (₹ in crore)



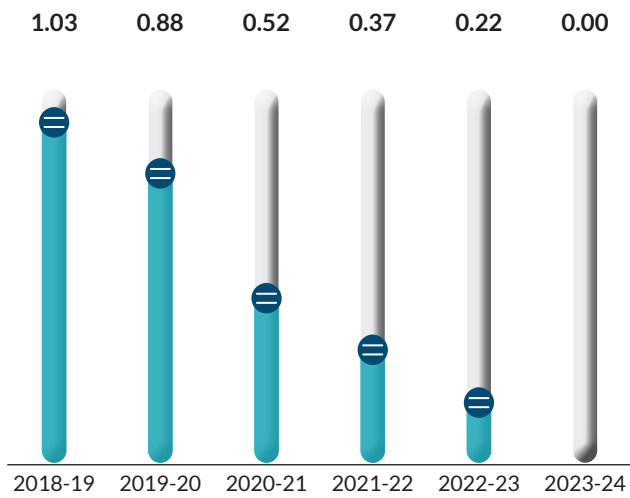
Net Worth (₹ in crore)



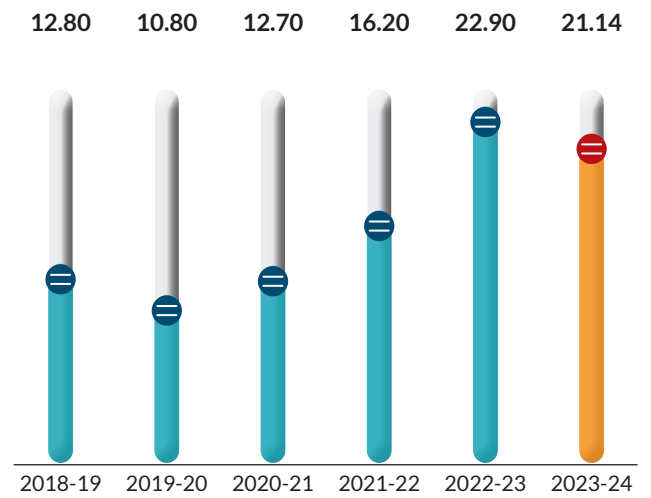
Debt (₹ in crore)



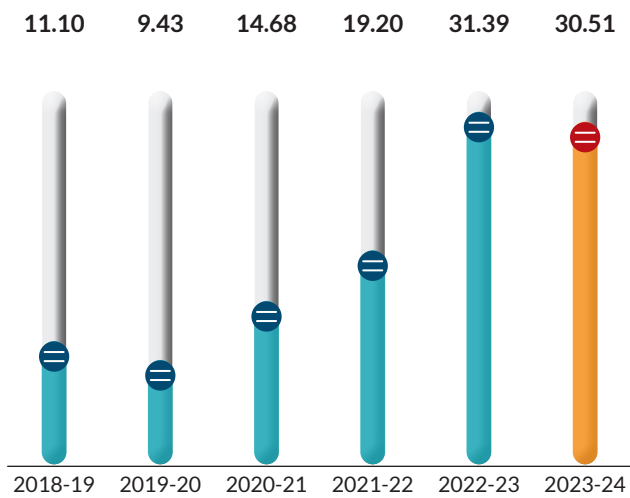
Debt Equity (X)



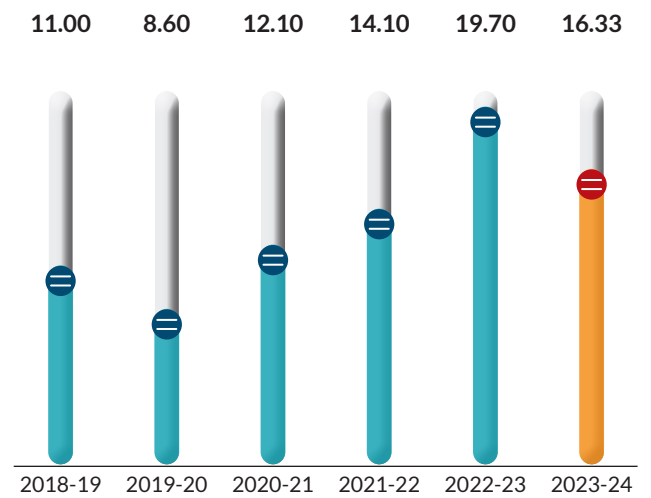
RoCE (%)



EPS* (₹)



ROE (%)



*The shareholders of the Company at the AGM of the Company held on 15th September, 2023 has approved sub-division of shares from ₹ 10/- each to ₹ 5/- as per the record date of 06th October, 2023. Therefore, effect of increase in number of shares is considered while calculating EPS in accordance with IND AS-33 'Earning per Share'

Amplifying Value with Strategic Approach

Steel Pipes and Strips



Technology Upgradation

Driving Value through Strategic Tech Investments

We persist in our pursuit of advancement and in alignment with this approach, we enhanced our capabilities with the installation of a top-of-the-line 3LPE coating plant from Selmer, Netherlands. Additionally, our latest large diameter section pipe facility in Gwalior, equipped with cutting-edge DFT technology, keeps our focus strong on innovation and excellence. These strategic investments lay the groundwork for enhanced quality standards and increased value creation.



Greater Share of Value-added Products

Accelerating Growth: API Pipes and Value-Added Exports

We prioritise API pipes and the expansion of value-added product exports as our strategic pathway to boost market share, margins and overall profitability. By harnessing the potential of these high-growth segments, we aim to garner greater traction in our market position and financial performance.

Diversify Mix

Diversifying Customer and Product Mix: A Shield Against Steel Price Volatility

We mitigate the impact of steel price fluctuations, by strategically broadening our customer and product portfolios. This proactive approach enhances our stability quotient and fortifies our resilience against market volatility.

Cost Efficiencies

Driving Efficiency: Continuous Improvement, Energy Savings and Enhanced Yield

We emphasise continuous process improvement, energy conservation and maximising yield as pivotal factors in achieving cost-effectiveness. By optimising these aspects, we enhance operational efficiency, while ensuring sustainable cost savings, driving our bottom line.

Brand Equity and Distribution Network

Brand Presence: Engaging Nationwide Dealers, Distributors, Retailers and Evolving Influencers

We promote active engagement with dealers, distributors, retailers and influencers across the country to honour our commitment to continuous brand development. Through these strategic partnerships, we aim to amplify our brand's reach, relevance and recall in the market, ensuring sustained growth and customer loyalty.

Lighting and Consumer Durables

Product Development

Adapting to Rapid Consumer Preferences: Delivering Premium Quality at High Speed

We uphold agility and the power of premium quality to tackle the fast-changing consumer preferences. Our commitment to swiftly align with evolving trends ensures that we meet and exceed customer expectations, while delivering products and experiences that speak volume of our focus on excellence.

Manufacturing Capabilities

Revolutionising LED Lighting Manufacturing: Automation, Speed, Scale and Integration

We take pride in our ability to establish one of India's largest manufacturing capacities for LED lighting with a focus on automation, rapid production, scalability and backward integration. This strategic approach enables us to meet market demands efficiently, while ensuring top-notch quality and innovation in every product.

Re-energising the Surya Brand

Catering to Modern Consumers: Expanding in LED Lighting and Consumer Durables

We aim to align with the preferences of contemporary consumers, while simultaneously expanding our footprint in the LED lighting and consumer durables sectors. Furthermore, we strive to drive innovation and capture significant market share in these thriving industries by understanding and adapting to the needs of the new age.

Distribution Network

Strengthening Distribution Networks: Embracing Omnichannel Strategies for Dealers, Distributors, Contractors, Developers and Architects

We place a strong emphasis on amping up our distribution networks by leveraging omnichannel strategies to cater to diverse stakeholders including dealers, distributors, contractors, developers and architects. By embracing multiple channels, we ensure seamless access to our products and services, building stronger relationships and maximising market penetration across all segments.



Boosting Advancement with Demand Stimulators



Steel Pipes and CR Strips

B2C – Trade Demand

Driving Economic Progress: Notable Advancements in India's Rural and Urban Sectors

We are witnessing a visible improvement in the Indian economy, where regional landscape is also getting the traction. For various sectors such as housing, irrigation and construction, there has been a substantial uptick, signalling a promising trajectory of growth and development. These positive trends reflect the nation's collective efforts towards fostering economic prosperity and improving livelihoods across the country.

Oil & Gas Sector, City Gas Distribution, Water

Government's Strategic Investments: Catalysing Growth through CGD, Smart Cities and Nal se Jal Initiatives

We are in the middle of a transformation, with the Government's focussed push on high investments in critical initiatives like City Gas Distribution (CGD), Smart Cities and Nal se Jal (Water for All), laying the groundwork for ushering a developed India. An anticipated investment of ₹ 5 lakh crore over the next five years reflects India's commitment to infrastructure development, sustainability and inclusive growth, promising significant socio-economic benefits for the nation.

Export Market

Steel Pipe Surge: Meeting High Demand Across Sectors and Global Regions

We gain from the robust demand the steel pipe industry is experiencing across diverse sectors, with major traction in regions like the Gulf, Europe and USA. The resurgence of the global economy and its strong growth outlook keeps the spotlight on the pivotal role of steel pipes in infrastructure development and industrial applications worldwide. This sustained focus presents significant opportunities for expansion and market leadership.

Infrastructure

Accelerating Infrastructure Development: Public and Private Sector Capital Expenditure

We benefit from the significant investment, undertaken by both the public and private sectors in infrastructure, with a particular emphasis on projects such as airports, metro systems, urban development, the Jal Jeevan Mission and river inter-linking. This concerted effort reflects a commitment to boosting India's transportation networks, urbanisation, water accessibility and environmental sustainability, driving comprehensive growth and development across the nation.



Lighting and Consumer Durables

Young Demographics

Elevating Lifestyles: Investing in Home Improvement for Emerging Trends

We observe that with improvement in standard of living, there exist a growing focus on enhancing living spaces through home improvement investments. This trend reflects a shift towards emerging lifestyles, where individuals seek to create personalised and functional environments to suit their evolving needs and preferences. By investing in home improvement, an individual enhances the aesthetic appeal of her home and amp up functionality, comfort and overall quality of life.

Consumer Lighting

Rapid Consumer Adoption: Extending Across India, Including Rural Areas

We tap the potential of accelerating consumer adoption of lighting solutions, spreading at a fast-forward pace across India, including the rural belt. This widespread uptake

underscores the increasing accessibility and relevance of products and services, reflecting evolving consumer preferences and aspirations nationwide. The swift adoption signifies a major shift in consumption patterns and highlights the growing importance of rural markets in driving economic growth and market expansion.

LED Professional Lighting

Empowering with Smart Integrated LED Lighting Solutions

We are pioneering smart integrated LED lighting solutions, harnessing the opportunities in sunrise sectors, including 'Housing for All', 'Smart Cities', street lighting, monumental lighting and industrial lighting. By deploying the potential of smart technology, our solutions illuminate spaces, optimise energy efficiency, enhance safety and contribute to sustainable urban development. Our presence in these critical areas reflects our commitment to driving innovation and shaping the future of lighting technology for a smarter and more connected world.

BRAND PROMINENCE

Creating Opportunities with Impeccable Branding

We, at Surya Roshni, passionately cultivate a competitive advantage by crafting a compelling brand narrative through strategic campaigns and initiatives. Our brand promotion efforts encompass a wide array of channels, including extensive TV and print advertisements, below-the-line (BTL) activities and impactful digital campaigns. With each endeavour, we etch our brand into the minds of consumers, ensuring lasting impact and sustained success.

Branding across Channels for 'Prakash Surya' and 'SURYA'



Consumer Lighting | Professional Lighting | Fans | Home Appliances | PVC Pipes | Steel Pipes

- Demonstrates a strong leadership position, with a major B2C contribution to the top-line, capitalising on a thriving presence since 1973
- Focuses on advertisements across TV, print and digital media, among others to build brand franchise
- Eyes value-added products and holds leadership position in ERW GI pipes in domestic market
- Benefits from established dealer and distributor network, strong presence in Tier II cities and rural India
- Participates in major industry events, dealer meets and engagement with channel partners

50 YEARS OF TRUST | DURABLE PRODUCTS | ASSURED QUALITY

*Terms & condition apply
TOLL FREE
1800 102 5657

consumercare@surya.in | www.surya.co.in | f surya x surya_roshni @ surya_roshni in surya-roshni

High-impact Brand Campaigns

SURYA

I enrich your life in a million ways

5Star Petal

Platina

Elevate your living, embrace enrichment - with Surya, where every product is a symphony of excellence!

LIGHTING | FANS | APPLIANCES

I am SURYA 50 TRUST

RELIABLE PRODUCTS ASSURED QUALITY

SURYA ROSHNI LIMITED
E-mail: consumercare@surya.in | www.surya.co.in | Tel.: +91-1147108000

Toll Free No: 1800 102 5657
[f/suryalighting](https://www.facebook.com/suryalighting) | [i/surya_roshni](https://www.instagram.com/surya_roshni)

SURYA

I am more than just lights,
I craft moments

Atal Setu Bridge, Mumbai

Platina

Slim Trim

Dazzle

Jagmag

Lights are the unsung storytellers of our spaces, crafting narratives of joy, comfort, and inspiration. With Surya, lighting goes beyond mere illumination; it becomes a companion in every cherished moment. From Professional Lighting that highlights the brilliance of bridges, temples, and roads to Consumer Lighting that adds warmth to family gatherings, it whispers stories of connection and care, illuminating both the grandeur of landmarks and the warmth of home.

Alpha Street Light Magna Plus Sports Flood Light Linear Facade Light Downlights LED Lamps & Batters

I am SURYA 50 TRUST

SURYA ROSHNI LIMITED
consumercare@surya.in | www.surya.co.in | Tel.: +91-1147108000 | [f/suryalighting](https://www.facebook.com/suryalighting) | [i/surya_roshni](https://www.instagram.com/surya_roshni)

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CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

STAKEHOLDERS ENGAGEMENT

Shaping Future with Shared Stake



Shareholders

Why We Engage

We maintain a transparent engagement with our shareholders, ensuring a clear communication of our Company's performance across all aspects. From strategic and financial performance to environmental, social and governance matters, we provide comprehensive insights to enable informed decision-making and foster trust among our shareholders.

Mode of Engagement

We keep the conversation flowing year-round and maintain transparency across all facets of our business. Our management team and Investor Relations (IR) teams conduct quarterly sessions with both current and prospective investors, ensuring shareholders are fully informed and engaged in our investment proposition, our performance in environmental, social and governance (ESG) aspects, as well as in our current financial performance. Furthermore, we prioritise providing timely responses to shareholder queries, staying true to our commitment to open communication and accountability.

Key Topics of Discussion

- Business strategy and execution plan
- Consistency in financial performance and returns
- Sound corporate governance
- ESG priorities and strategy

Our Response

- Undertaking focussed decisions and actions
- Ensuring strong delivery on financial performance
- Adhering to highest standards of transparency and integrity
- Constituting best-in-class Board with strong governance mechanisms
- Focussing on ESG with transparent and detailed disclosures



Customer

We prioritise honing our ability to swiftly adapt to the fast-evolving needs of our consumers, emphasising our commitment to consumer centricity. We recognise that delivering quality products and expanding our consumer base are pivotal to our journey towards sustainable growth.

We place immense focus on ensuring that our sales teams maintain frequent engagement with our focus customers and collect regular feedback. This allows us to gain a comprehensive understanding of our performance and identify new opportunities for growth. Additionally, we actively conduct market research to glean insights into emerging trends and evolving preferences, enabling us to stay ahead of the curve in meeting the dynamic needs of our consumers.

- Broad portfolio with ample choices across categories
- Responsible and inclusive marketing
- Value for money

- Working with the customer to get the most effective solution
- Increasing development spend
- Manufacturing and sourcing high-quality products and maintaining approved environmental standards
- Making products available at multiple price points and offering tangible value
- Creating product and technology roadmaps based on emerging trends



Our People

We view our workforce not just as employees, but as invaluable assets, who build the core of our operations. Their health, safety and overall well-being are of utmost importance to us. We place great emphasis on actively engaging our team members, ensuring that each colleague is fully committed to our shared vision and mission.

We believe in the effectiveness of communication from line managers to their respective teams. While town halls with senior management are a regular feature, we keep ensuring that messages are cascaded down and actively discussed within the teams. Furthermore, we diligently track the performance of all team members and provide personalised inputs to support their growth and enable them to excel in their roles.

- Health, safety and well-being
- Growth through learning and development opportunities
- Sense of belonging and purpose
- Diversity and inclusion

- Implementing smart recruitment methodologies
- Enhancing retention and succession planning
- Creating an engaging environment

We, at Surya Roshni, focus on what matters, recognising that engaging with our stakeholders is fundamental to our sustainable growth. We formulate layered strategies tailored to each stakeholder category, encourage a productive dialogue to identify their interests, address their concern and meet their expectations. This synergistic approach helps us build trust and create lasting bonds, advancing us forward in our collective journey towards shared prosperity.

 Supplier

We value our suppliers as integral partners within our supply chain, recognising their critical role in our operations and its sustainability. Our objective is to cultivate strong partnerships with them, working as a team towards mutual success. Utilising this collaborative approach, we aim to enhance the strength and reliability of our supplier base.

We conduct regular business reviews with our key suppliers to closely monitor their performance and gain insights into their challenges, issues and concerns throughout the year. These sessions enable us to maintain open communication channels and address issues, if any, promptly. Thus, fostering a synergistic and mutually beneficial relationship.

- Code of conduct
- Supplier performance
- Component shortages and mitigation and expedition

- Undertaking integrated business planning
- Initiating supplier training
- Consolidating supplier base with a focus on quality excellence
- Working with distributors to secure long-term demand for key components

 Our Environment and Communities

We stay committed to minimising our environmental footprint, promoting sustainability in all aspects of our operations. Additionally, we proactively interact with the communities we serve, aiming to build trust and initiating positive interventions across various areas including health, skill development and education.

We extend our focus in key areas, supporting local causes and addressing community issues through need-based impact-led interventions. Additionally, we remain dedicated to minimising our environmental impact and actively contribute towards environmental conservation efforts.

- Understanding concern areas from communities and creating a larger impact with the support of our employees
- Sharing our sustainability strategy with communities

- Annual reviews and checks
- Emission reduction plans and targets
- Water conservation practices
- Upliftment programmes for the marginalised



Making Progress with Nurturing Steps



We, at Surya Roshni, are deeply aware of the impact our business has on the environment and remain dedicated in conducting our operations with a strong sense of responsibility. We are committed to reducing emissions and minimising waste generation throughout our operations. From adhering to best practices in manufacturing processes to diminishing our reliance on packaging materials, we follow a multitude of measures to uphold our environmental stewardship.

Reusing, Recycling and Disposing

Plastic (including Packaging)

Our Company has implemented a robust system for managing plastic waste and multilayered packaging generated from our products. In accordance with Extended Producer Responsibility (EPR) regulations, we ensure that the recycling and disposal of reclaimed plastics, including packaging, are conducted in strict adherence to Central Government rules and the provisions of the Plastic Waste Management Rules.

To comply with EPR, we recycle the plastic packaging materials received with imported electronic components through registered recyclers.



E-waste

As a manufacturer, 23 recycle e-waste generated during the manufacturing of our lamps. Our on-site recycling facility ensures that we manage waste efficiently and responsibly. As a producer, we ensure the recycling of our end-of-life (EOL) products placed in the market through registered recyclers.

To further ensure the safe disposal of e-waste with minimal environmental impact, we have partnered with a Pan India-based agency authorized by the Pollution Control Board. This collaboration underscores our commitment to environmental sustainability and responsible waste management.



Reducing Green House Emissions

We want to set the standard for green business practices in our industry. Wherever possible, we look to embed sustainability initiatives at our sites to reduce our carbon impact.

- We transitioned from using fossil fuels such as furnace oil and HSD to cleaner natural gas for our glass shell manufacturing, aluminum cap production and lamp assembly operations
- We installed gas-based generator sets to enhance our power backup capabilities
- To improve energy efficiency, we replaced reciprocating compressors with more advanced screw-type compressors
- We undertook several energy-saving projects, including the installation of variable frequency drives (VFD) in blowers and the replacement of flat belts in combustion blowers
- We installed solar panels at some of our plants



Waste Management

As part of our deep commitment to environmental sustainability and operational efficiency, we have implemented a series of innovative initiatives over the past year. These efforts not only underscore our dedication to reducing our environmental footprint but also highlight our continuous pursuit of excellence in manufacturing processes. Below, we outline the key measures we have taken to enhance our energy efficiency and waste management practices.

- To manage mercury-containing waste lamps, we have installed a Lamp Recovery Unit (Bulb Eater) at our site, as permitted by the State Pollution Control Board under E-Waste Management Rules, 2016
- We recover waste materials such as glass cullet, phosphor powder, aluminum caps and mercury. The glass cullet is recycled in our glass furnace for manufacturing lamp shells. Aluminum caps are sold back to our aluminum strip supplier. Phosphor powder is reprocessed and reused in lamp manufacturing and other applications. The recovered mercury is redistilled and reused in lamp production



Cultivating Talent for Collective Prosperity



Our commitment to fostering diversity and inclusivity underpins our belief in the power of collective talent to drive success and innovation. We prioritise the well-being of our employees by providing support for their training and development, acknowledging cultural diversity and respecting their rights. We are dedicated to cultivating a fair working environment that promotes equal opportunities for all individuals. Our commitment to these principles underlines our belief in fostering a workplace where every employee feels valued, respected and empowered to succeed.

We, at Surya Roshni, passionately cultivate a vibrant, inclusive and secure environment where every individual can blossom and unleash their true potential. Our people form the foundation of our strength and nurturing this foundation is paramount to propel our Company forward. We firmly believe that by harnessing the skills, abilities and experiences of all, we can achieve remarkable business milestones and foster robust personal growth. In our journey to success, the prosperity of each individual is intricately intertwined with the prosperity of our collective vision.

3,247

Employee Base

Health and Well-being

We strive to ensure the safety and well-being of our employees with adept planning. We adhere strictly to industry regulations, implementing robust safety measures and providing comprehensive training. Regular audits help us promptly address any potential risks or hazards.

Engagement

We owe our success to our dedicated and competent workforce. We prioritise employee engagement through various initiatives, maintaining high motivation levels. By creating an inspiring work environment, we empower employees to achieve personal and organisational goals.

Learning and Development

We prioritise providing the right platform and resources for every talent to thrive professionally. Recognising employees' contributions, we implement annual training plans tailored to identified needs, empowering them for fulfilling career journeys.

Diversity and Inclusion

We endeavour to construct a diverse and inclusive organisation. Embracing a variety of experiences and perspectives enriches decision-making and business results. We cherish cultural distinctions and maintain equal opportunities in all employment procedures, ensuring impartiality in recruitment and career development regardless of demographics.

SOCIAL: COMMUNITY

Shaping Future with Engaging Initiatives



We, at Surya Roshni, script a journey towards a sustainable ecosystem through our dedicated CSR implementing agency, the Surya Foundation. Through strategic and need-based interventions in areas such as health, skill development and education, the Foundation is making a tangible impact on communities. To enhance efficacy, we continually evaluate community needs through ongoing engagements with diverse stakeholder groups. Together, we are shaping a brighter future for generations to come.

Our initiatives encompass a diverse range of activities aimed at community development and well-being. These include personality development camps, tree plantation drives in rural areas, sports tournaments, Silai Kendras (sewing centres), Swachhata Abhiyaan (cleanliness campaigns), blood donation camps, youth day, go-utpaad training camps, Dakshata Vargs (competency workshops), vatika teacher training camps and poshan abhiyan, among others. Through these endeavours, we strive to make a positive impact on society and contribute to its holistic growth.

₹ 6.37 crore

Amount Spent on CSR Activities in 2023-24



Blood Donation



Yoga Day



Volleyball Competition, Haryana



SHG Product Packing



Silai Training, Chhatisgarh



Plantation



Multilayer Farming, Madhya Pradesh



Jal Sanrakshan



Mini Personality Development Camp



Handicraft Training, Madhya Pradesh



Govt. Schemes Camp



Gram Gaurav Mela



Gauraiya Bachao



Gau Utpad Awadh



Eye Checkup



Ecobrik



Computer Training



Dakshata Varg



Book Distribution

Corporate Information

Registered Office

Surya Roshni Limited
Prakash Nagar, Sankhol,
Bahadurgarh - 124507 (Haryana)
Corporate Identity Number
(CIN): L31501HR1973PLC007543
Website: www.surya.co.in
Phone: 01276 - 241540
Fax: 01276 - 241886

Head Office

2nd Floor, Padma Tower - 1,
5, Rajendra Place, New Delhi - 110008
E-mail: cs@surya.in

Works – Steel Divisions

- Rohtak Road, Sankhol,
Bahadurgarh - 124507 (Haryana)
- Plot No. P-1 to P-20, Ghirongi, Industrial Area,
Malanpur, District Bhind (Madhya Pradesh)
- 57, Golapuram Industrial Area,
Hindupur, District Ananthapuram
(Andhra Pradesh) - 515201
- Survey No. 188,189 & 190/1,
Village Bhuvad Taluka Anjar,
District Kutchh (Gujarat) - 370130

Works – Lighting Division

- 7 k.m. Stone, Kashipur - Moradabad Road,
District Udham Singh Nagar,
Kashipur - 244713 (Uttarakhand)
- J-7, 8 & 9 Malanpur Industrial Area,
Malanpur, District Bhind (Madhya Pradesh)

Statutory Auditors

Ashok Kumar Goyal & Co.
Chartered Accountants

Cost Auditors

R. J. Goel & Co.

Bankers

1. State Bank of India
2. HDFC Bank Limited
3. Bank of Baroda
4. Union Bank of India
5. IDBI Bank Limited

Management Discussion and Analysis

Company Review

Surya Roshni (referred to as 'Surya Roshni' or 'the Company'), was founded in 1973 as Prakash Tubes Private Limited. Under the exemplary leadership of Mr. J. P. Agarwal it has evolved around a turnover of ₹ 7,800 crore presently. For fifty years, Surya has stood as a beacon of innovation, illuminating the path with pioneering advancements in lighting and steel.

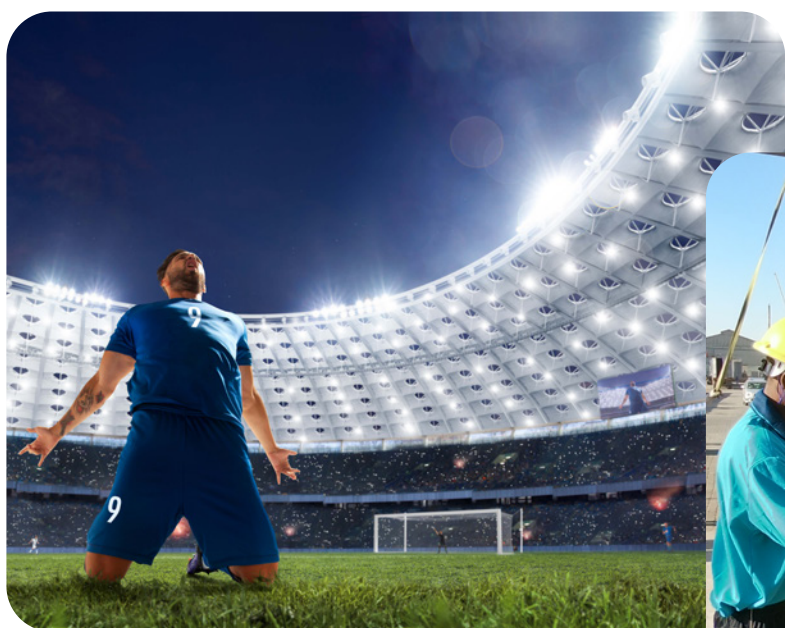
Starting as a steel pipe manufacturing unit in Bahadurgarh (Haryana), Surya Roshni expanded its portfolio by venturing into lighting product manufacturing in 1984. Later, in 2010, it further diversified into PVC pipes and expanded into consumer durables, such as fans and home appliances in 2014-15. The Company's brands, 'Surya' and 'Prakash Surya', are recognised for their exceptional quality and reliability and trusted not only across India but also in over 50 countries worldwide.

In the steel pipes and strips segment, Surya Roshni manufactures a diverse range of products used across agriculture, infrastructure, oil & gas, water and construction sectors. The Company's facilities are strategically located in Bahadurgarh (Haryana), Malanpur near Gwalior (Madhya Pradesh), Hindupur (Andhra Pradesh) and Anjar (Gujarat). A state-of-the-art 3LPE coating line was established at Anjar.

The Company holds the distinction of being India's largest manufacturer of GI pipes and the largest exporter of ERW pipes. The Company's oil & gas sector offerings have earned approval from the American Petroleum Institute (API).

In the lighting and consumer durables segment, Surya Roshni offers a wide range of products, including LED lamps, LED streetlights, LED battens, general lighting service (GLS) lamps and high-intensity discharge (HID) lamps. Guided by its vision of 'Lighting Every City Every Home', the Company has experienced remarkable growth, now ranking as the second-largest lighting manufacturing company in India. Surya Roshni's R&D facility in Noida is committed to driving innovation in the LED segment.

The Company's consumer durable business encompasses a variety of fans and home appliances, steadily broadening its footprint in the Fast-Moving Electrical Goods (FMEG) space. Surya Roshni's strong dealer and distribution network extends its reach to customers nationwide, especially in Tier-II, Tier-III cities and rural areas. Furthermore, this network creates value for stakeholders by leveraging strong brand equity, delivering quality products, fostering innovation, maintaining sound financials, ensuring operational efficiency and exercising prudent management practices.





Industry Structure and Developments

The Indian economy is currently experiencing robust growth, showcasing resilience amid global economic uncertainties. Projected to grow at 7.6% in 2023-24, this marks the third consecutive year of over 7% growth, highlighting the economy's strong performance. Additionally, this growth is underpinned by increased public sector investment, a resilient financial sector and substantial expansion in non-food credit.

India has solidified its position as the world's third-largest fintech economy, following closely behind USA and UK. This achievement, surpassing Hong Kong's claim to the fourth spot in global stock markets, signifies the confidence of both domestic and international investors, supported by sustained IPO activity. Initiatives like the Skill India Mission, Start-Up India and Stand-Up India have been instrumental in catalysing greater women's participation in human capital development, further bolstering the economy's growth trajectory.

With its well-established brand and diverse product range, Surya Roshni is strategically positioned to penetrate multiple sectors and markets. This allows the Company

to enjoy a significant advantage in terms of its growth potential. Its extensive presence in rural and semi-urban areas enables the Company to reach a wider customer base and expand its market share. Furthermore, with the growing emphasis on infrastructure development, particularly in agriculture, construction and water sectors, Surya Roshni is well-positioned to leverage these growth opportunities through its steel pipes and strips segment. Additionally, with the rising demand for energy efficient lighting solutions, the lighting and consumer durables segment holds significant growth potential. This is further aided by Surya Roshni's strong focus on research & development in the LED segment.

With Surya Roshni's strategic positioning across various sectors, markets and regions, the Company is poised to scale greater heights with strong growth in the future. As India progresses towards becoming a USD 5 trillion economy and beyond, Surya Roshni has the opportunity to align its growth strategies with the country's economic trajectory. This alignment can further enhance the Company's market position and drive sustainable growth.

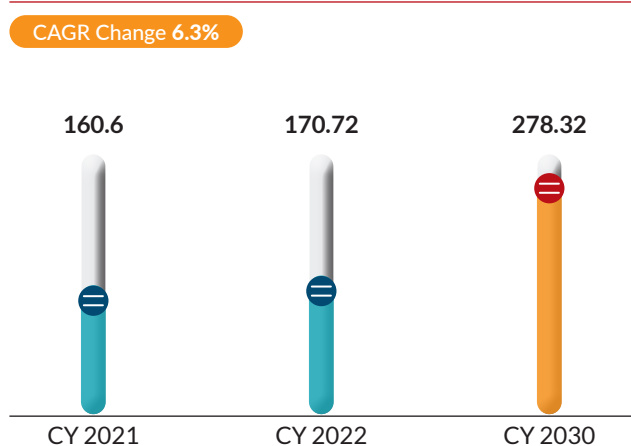
A) Steel Tubes and Pipes

Global Overview

Steel pipes are primarily used for transporting fluids, such as water, oil & gas and are manufactured using low-carbon and alloy steel. They play a crucial role in the downstream, upstream and midstream processing of petroleum and crude oil. Factors such as yield strength, ductility, pressure rating and inside diameter are pivotal in their selection.

Global steel pipes and tubes market was valued at USD 160.6 billion in 2021 and at USD 170.72 billion in 2022. It is projected to reach USD 278.32 billion by 2030, registering a CAGR of 6.3% during the forecast period (2023-30). The market is experiencing steady growth driven by rapid urbanisation and infrastructural development, particularly in emerging economies. Additionally, there is a rising focus on sustainable practices and the use of recycled materials across the globe, along with continuous technological advancements in manufacturing processes.

Global Steel Tubes and Pipes Market (USD billion)



The global steel pipe and tube market is experiencing significant growth due to various factors. Structural steel, considered a premier green construction material, is witnessing increased use and application, particularly in India, driven by sectors, such as oil & gas, water transportation, firefighting, construction, infrastructure and furniture. Despite challenges like fluctuating raw material prices, the ongoing crisis in Red Sea and Middle east, the steel pipe and tube market is expected to witness steady growth in the coming years. Furthermore, this growth will be driven by increasing demand and ongoing technological advancements.

(Source: <https://www.grandviewresearch.com/industry-analysis/steel-pipes-tubes-market#:~:text=The%20global%20steel%20pipes%20%26%20tubes,venue%20from%202024%20to%202030>).

<https://www.skyquestt.com/report/steel-pipes-and-tubes-market>

<https://www.imarcgroup.com/steel-tubes-market>

Indian Overview

The Indian steel pipes and steel tubes market has exhibited robust growth, with its size estimated at USD 32.88 billion in 2023 and projected to reach USD 37.69 billion by 2030, registering a CAGR of 6.43% during the forecast period. This growth is primarily propelled by the increasing demand for oil & gas, a thriving transportation sector and a resurgence in construction activities following the COVID-19 pandemic. Additionally, investments in research & development programmes aimed at fortifying production facilities are contributing to market expansion.

By volume, the market size was estimated at 6.98 million tonnes in 2023 and is expected to reach 7.66 million tons by 2030. The steel pipes and tubes industry contribute approximately 8% to the country's overall steel consumption. Stringent environmental regulations serve as a significant drivers of the market, prompting manufacturers to embrace eco-friendly measures and incorporate recycled materials to reduce their carbon footprint.

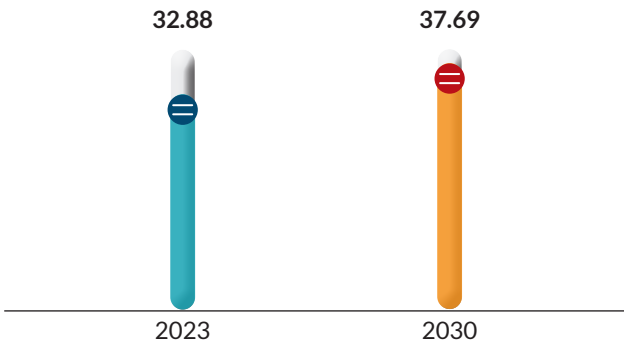
Moreover, the current Government's manifesto for the next term indicates a continued focus on various ongoing schemes and projects, which will continue to significantly contribute to the resurgence and growth of demand for steel pipes and related products. These include initiatives such as Housing for All, Jal Shakti Abhiyaan, Har Ghar Nal Se Jal, AMRUT, Namami Gange programmes, Jal Jeevan Mission and Swachh Bharat Mission, among others. The structural tubes sector is set to benefit significantly from India's infrastructure modernisation drive, particularly with the transition from Reinforced Cement Concrete (RCC) to structural tubes. Additionally, there will be a positive impact on the demand for API-grade metal, including SAW, ERW and DI Pipes, along with plastic pipes and tubes used in water and oil & gas transportation. These initiatives not only enhance the efficiency and sustainability of infrastructure projects but also present significant growth opportunities for the structural tube industry. However, the impact of geopolitical tensions on the industry can lead to supply chain disruptions and fluctuating steel prices. Therefore, businesses in the Indian steel industry need to adopt agile strategies to navigate these challenges effectively.



Indian Steel Tube and Pipe Market

(USD billion)

CAGR Change 6.43%



Application of Steel Tube and Pipe

(%)



- Construction and Building Materials | 68%
- Energy and Engineering | 10%
- Infrastructure | 9%
- Agriculture | 8%
- Automobile | 5%

(Source: <https://www.blueweaveconsulting.com/report/india-steel-pipes-and-steel-tubes-market>)



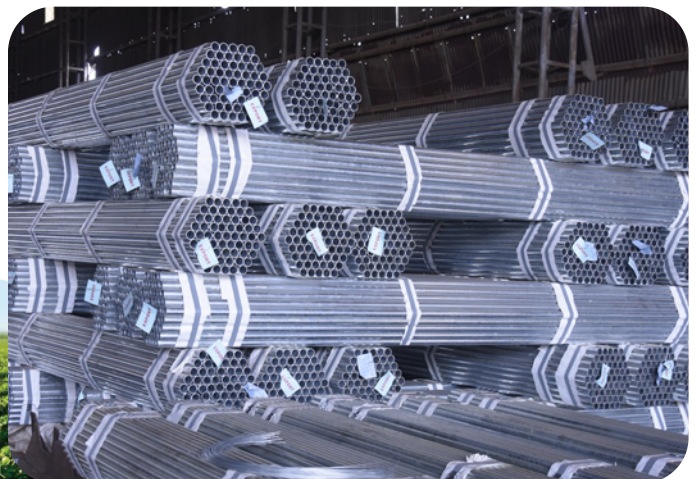
Opportunities and Growth Drivers

Water

India is experiencing an alarming water crisis. The country, despite its scarce water resources, is the world's largest user of groundwater, using more than both USA and China combined. The depletion of groundwater is a critical issue both within India and worldwide, with escalating warnings about its urgency. A United Nations report highlights that regions in the Indo-Gangetic basin have already exceeded critical levels of groundwater depletion. By 2025, the entire north-western region of India is expected to encounter critically low levels of groundwater availability.

Inefficient water management practices, such as wastage in irrigation systems and inadequate maintenance of water sources, significantly contribute to water scarcity. This could lead to a 6% loss in GDP by 2050. The current Government has initiated various sustainable water management initiatives to address these challenges. These include AMRUT, PMKSY, the Namami Gange Programme, Jal Shakti Abhiyan, the National Groundwater Management Improvement Scheme and the Atal Bhujal Yojana. Additionally, the Jal Jeevan Mission has successfully provided Functional Household Tap Connection (FHTC) to 14+ crore families, ensuring rural India has access to a safe and sufficient drinking water supply.

Leveraging opportunities within the water segment could prove highly beneficial for Surya Roshni. With the Company's existing capacities for GI pipes and robust presence in rural regions of India, it is well-positioned to capitalise on this growth potential.



(Source: <https://www.ispp.org.in/from-scarcity-to-sustainability-the-evolution-of-water-policies-in-india>/<https://www.climatecorecard.org/2023/09/india-has-16-of-the-global-population-but-only-4-of-total-water-resources-resulting-in-water-scarcity-in-many-regions/>
<https://www.climatecorecard.org/2023/09/india-has-16-of-the-global-population-but-only-4-of-total-water-resources-resulting-in-water-scarcity-in-many-regions/>
<https://www.deccanherald.com/opinion/editorial/indias-water-situation-is-alarming-2764822>)

Infrastructure

Infrastructure plays a crucial role in India's economic development and the country has made it a top priority through several initiatives and projects. Government initiatives like Gati Shakti, the National Infrastructure Pipeline (NIP) and the National Investment and Infrastructure Fund (NIIIF) aim to streamline infrastructure planning and funding. These initiatives not only intend to enhance roads, railways, airports, ports, mass transport and waterways but also facilitate their development.

As per the current Government's manifesto for the next term, the railways aim to enhance their infrastructure by adding over 5,000 kilometres of new track each year, alongside expanding the metro network. In the road sector, significant efforts are underway to strengthen the modern road connectivity ecosystem, focusing on enhancing 15,000 kilometres of access-controlled highways. Furthermore, these initiatives are anticipated to stimulate industry growth by attracting private investments and promoting the adoption of sustainable development practices.

Similarly, the Pradhan Mantri Awas Yojana has significantly improved the living conditions of over 4 crore economically weak families (garib parivar). This momentum is expected to persist, with a concerted effort to ensure that every economically disadvantaged family gains access to quality housing, aligning with inclusive development and poverty alleviation goals.

India has made remarkable strides in infrastructure development through partnerships with countries like Japan, facilitated by the Japan International Cooperation Agency

(JICA). Projects like the Delhi-Mumbai highway, the world's highest railway bridge and the UDAN scheme for aviation are anticipated to improve connectivity, reduce travel time and strengthen the supply chain sector. The interim budget allocation for 2024-25 reaffirms India's commitment to infrastructure development, with about USD 134 billion allocated to the sector. Surya Roshni is poised to meet the growing demand for steel pipes in infrastructure projects. The Company's high-quality steel tubes and pipes position it as a key player in India's infrastructure growth, thereby significantly contributing to the nation's development.

Oil & Gas

The oil & gas sector is a key player in India's economy, influencing decisions across various sectors. By 2024, the country's oil demand is projected to grow by 220,000 barrels daily, reaching 5.57 million barrels daily. Diesel is anticipated to drive this growth, fuelled by agriculture, construction and manufacturing activities. Moreover, there has been a rise in India's gasoline demand due to increased mobility levels. Looking ahead, OPEC projects that India's oil demand will rise by an average of 228,000 barrels per day in 2025, supported by healthy economic growth and steady manufacturing and business activities. The nation's economic trajectory is closely linked to its energy requirements, with forecasts suggesting a doubling of oil demand to 11 million barrels per day by 2045. Overall, the oil & gas sector's role in India's economy remains crucial, with strong growth expected in the coming years. To address energy security and achieve net-zero emissions by 2070, the Indian Government has proposed several measures. These include establishing coal gasification and liquefaction capacities, mandating the blending of compressed biogas



(Source: <https://www.ibef.org/industry/infrastructure-sector-india>
<https://www.nortonrosefulbright.com/en/knowledge/publications/ada6d415/when-it-comes-to-infrastructure-building-is-india-the-next-land-of-opportunity>
<https://www.india-briefing.com/news/india-infrastructure-growth-private-investment-scope-31079.html/>)

and providing financial assistance for biomass aggregation machinery. The consumption of LPG has increased, indicating a positive trend in economic activities. The current Government's ongoing initiative to provide piped natural gas connections has already reached over 1.1 crore households and will continue to expand across major cities and towns. This expansion will further drive capex across CGDs (City Gas Distribution) networks and utilities in alignment with the nation's regulatory objectives, thereby driving volume growth.

Surya Roshni, a leading player in the steel pipes market, is well-positioned to benefit from the growing demand for steel pipes in the oil & gas segment. The Company offers a range of products to meet this demand, including API, 3LPE coated and spiral pipes. Additionally, the Company has established itself as a premium provider of high-quality products to the City Gas Distribution (CGD) sector. Surya Roshni is experiencing consistent order flow in API pipes and other value-added products, particularly from the oil & gas, CGD and water transportation sectors.

(Source: <https://www.financialexpress.com/market/commodities-india-oil-demand-to-rise-4-2-on-year-in-2024-opec-3423138/>
https://www.ey.com/en_in/alerts-hub/2024/02/budget-2024-oil-and-gas-sector)

Automobile

In 2023, the Indian automobile industry continued its trend towards premiumisation in personal vehicles, despite facing supply chain shortages, especially in semiconductor chips. The industry posted impressive sales numbers, particularly during the festive season. At the COP27 launch event, the President highlighted India's potential as the world's fifth-largest and fastest-growing vehicle market, driven by emerging trends in electric vehicles (EVs) and zero-emission vehicles (ZEVs), which are attracting increased investment in the automotive industry. India has set a target to make zero-emission vehicles, including two-wheelers, three-wheelers, cars, vans and heavy-duty vehicles, the norm by 2030.

The Government's focus on sustainability is evident through initiatives like the PM-eBus Sewa Scheme, viability gap funding for offshore wind power projects and the rooftop solar programme (PMSY Scheme). These efforts reflect its commitment to sustainable development and reducing greenhouse gas emissions.

As per the current Government's manifesto for the next term, there is a push to position India as a global leader in the production and commercialisation of automobile and electric vehicle manufacturing. This goal will be pursued through various initiatives aimed at enhancing production and commercialisation. Additionally, the Government has

increased the budget allocation for the Production Linked Incentive (PLI) scheme to support the domestic production of futuristic vehicle technologies. India is also actively developing a comprehensive national infrastructure for EV charging to encourage the adoption of electric vehicles. Furthermore, there are positive indicators signaling growth in the automotive industry, emphasising the importance of boosting manufacturing and exports. Surya Roshni is well-positioned to serve the sector's specific requirements. The Company provides a narrow range of CR sheet offerings, tailored to suit the industry's unique needs. With the popularity of electric vehicles on the rise, Surya Roshni may consider exploring potential avenues for expanding its offerings within this segment.

(Source: <https://www.thehindubusinessline.com/economy/budget/budget-2024-auto-industry-welcomes-on-expansion-of-ev-ecosystem/article67801026.ece>)

Renewable Energy

The renewable energy industry in India is poised for substantial growth and transformation in the coming years. To reinforce its commitment to sustainable energy practices, the Government has introduced initiatives like the Green Hydrogen Mission and the International Solar Alliance. The upcoming budget holds significant importance for meeting these ambitious targets and positioning India as a key player in the global clean energy space. Industry expectations include concrete steps to boost the renewable energy sector, such as extending schemes like Production Linked Incentives (PLI) for renewable manufacturing and funding for battery-based storage systems. There is also anticipation for increased R&D funding for sustainable technology to unlock the potential of biofuels. Additionally, specific policy implementations are expected to accelerate India's transition to a gas-based economy, aiming for increased capital expenditure and production linked incentives for green initiatives. There is an expectation for measures to boost private sector investment in clean energy as part of



efforts to enhance India's transition to a gas-based economy. Moreover, India is projected to witness a significant increase in investments in renewable energy projects, amounting to around USD 16.5 billion in 2024. Furthermore, this surge in investments is in line with India's goal of achieving 500 GW of renewable energy capacity by 2030 and its commitment to reduce overall power generation capacity from fossil fuels.

With the growing trend of businesses and homeowners transitioning to renewable energy sources, the solar power industry is experiencing a significant boom. In this landscape, steel piping is poised to assume a pivotal role, presenting abundant business opportunities for the steel tube and pipe industry worldwide. The escalating demand for renewable energy fuels the need for steel pipes within the solar power sector.

Surya Roshni is at the forefront of meeting the requirements of the solar panel industry by offering GI pipes. These pipes not only provide essential structural support but also fulfil transportation needs, catering effectively to the evolving demands of the renewable energy market.

(Source: <https://energy.economicstimes.indiatimes.com/news/renewable/budget-2024-fueling-growth-for-the-renewable-energy-sector/107301040>)

Growing Organised Players

Customers are increasingly preferring organised players in the market due to their larger production capacities and stringent quality control measures. These companies have demonstrated their ability to adjust production volumes according to changing market demands, as seen during the COVID-19 pandemic. The growing dominance of the organised sector is expected to benefit companies like Surya Roshni as the share of unorganised and smaller players decreases. This shift is likely to enhance pricing power and margins, particularly in the ERW segment, which has historically been highly fragmented.

(Source: <https://tubepipeindia.com/tata-steels-tubes-division-aspires-to-grow-3x-by-2030/>)



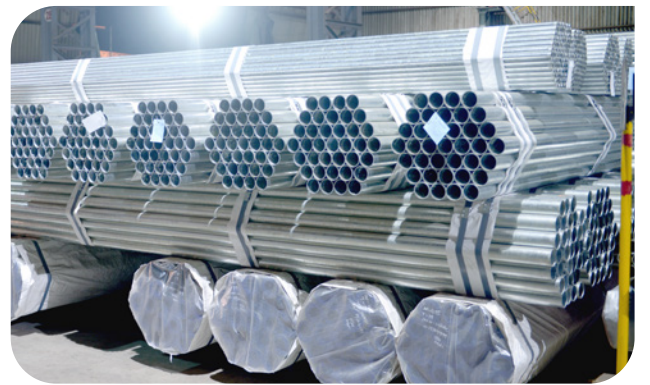
Exports

The export industry for steel tubes and pipes in India is witnessing significant growth, driven by high demand across various sectors and promising growth prospects in key markets like the Gulf region, Europe and USA. Projections suggest that the global steel pipe market will maintain steady growth, with values anticipated to reach USD 278.32 billion by 2030. This growth will be primarily fuelled by the increasing demand for oil & gas production to meet transportation requirements.

To capitalise on these opportunities, Surya Roshni has strategically expanded its presence in international markets. This includes the Middle East, Europe and the UK for infrastructure projects, as well as Australia and New Zealand for its fire-fighting construction and fencing segments. Additionally, the Company has secured approval to supply pipes in Canada.

India's emphasis on promoting domestic manufacturing through initiatives like 'Make in India' and 'Atmanirbhar Bharat' has positioned Surya Roshni favourably to capitalise on these trends.





B) Lighting and Consumer Durables

Lighting

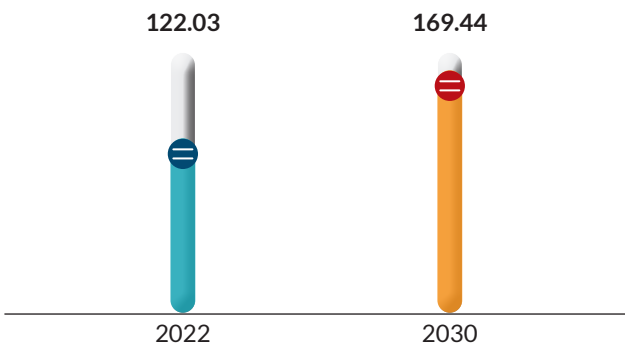
Global Overview

The global lighting market has been growing, with a value of USD 122.03 billion in 2022. It is further projected to reach USD 169.44 billion by 2030, with a CAGR of 4.4%.

Global Lighting Market

(USD billion)

CAGR Change 4.4%



This growth is fuelled by various factors, including the widespread adoption of LED lights. Valued for their energy efficiency and durability, LED lights have become a preferred choice for both residential and commercial applications. They offer a plethora of options in terms of wattages, colours and designs, catering to diverse illumination needs. Moreover, the off-grid solar sector is witnessing significant growth, with LEDs playing a crucial role in solar systems, serving millions of users worldwide.

In the construction industry, the demand for artificial lighting is driving market growth, particularly in developing regions like Asia-Pacific, Latin America, the Middle East and Africa. Increased construction activities, supported by Government initiatives to provide accommodation and ensure safety at construction sites, are boosting the demand for lighting equipment. Additionally, in the industrial sector, decorative lighting elevates the overall ambience and boosts employee satisfaction.

Furthermore, a noticeable trend towards intelligent lighting systems is driven by the necessity for energy efficient and cost-effective lighting solutions. These systems incorporate smart LED fixtures with built-in sensors that automatically adjust lighting levels according to natural daylight and occupancy.

(Source: <https://www.fortunebusinessinsights.com/industry-reports/lighting-market-101542>)

<https://www.technavio.com/report/professional-lighting-market-industry-analysis>)



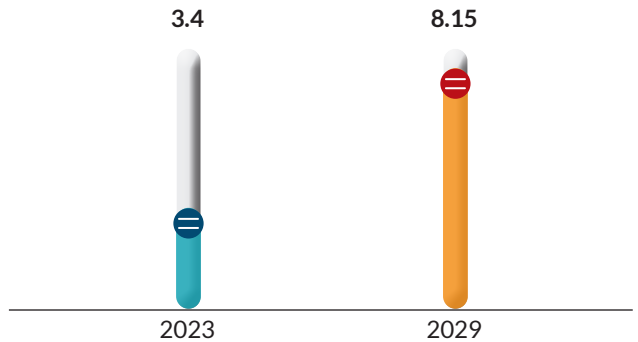
Indian Overview

The Indian lighting market is experiencing rapid growth, propelled by technological advancements and the increasing adoption of LED lighting. The market was valued at USD 3.4 billion in 2023 and is projected to reach USD 8.15 billion by 2029, clocking in a CAGR of 15.7%.

Indian Lighting Market

(USD billion)

CAGR Change 15.7%



LED lights are gaining prominence over traditional lighting solutions due to their energy efficiency and durability, making them increasingly popular for residential, commercial and outdoor lighting applications.

The shift towards LED lighting is further propelled by Government initiatives, such as the Street Lighting National Programme (SLNP) and the Unnat Jyoti by Affordable LEDs for All (UJALA) scheme. These initiatives aim to promote energy efficient lighting solutions and result in significant energy and cost savings for consumers.

Additionally, the commercial sector is witnessing a surge in demand for smart lighting solutions as businesses seek to minimise electricity expenses. Smart lighting systems, including smart LED bulbs, offer features like automated scheduling, customisable lighting options and energy efficient operation. These qualities make them an appealing

choice for commercial buildings, airports and smart city projects focussed on reducing both carbon footprints and operational costs.

(Source: <https://www.mordorintelligence.com/industry-reports/india-lighting-market>
<https://www.mordorintelligence.com/industry-reports/india-led-lighting-market/market-size>
<https://www.imarcgroup.com/indian-smart-lighting-market>
<https://www.clasp.ngo/report/net-zero-heroes/case-studies/lighting-a-billion-the-ujala-programs-transformational-impact-in-india/#:~:text=In%20response%2C%20the%20Indian%20government,of%20energy%2Defficient%20LED%20bulbs.>)

Consumer Durables

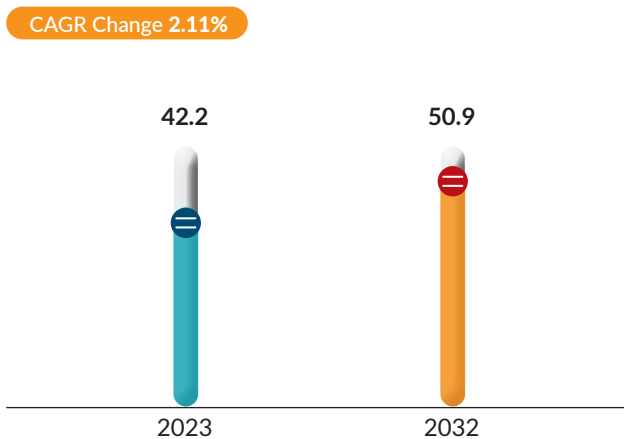
Fan

The fan industry in India is experiencing a resurgence in demand, fuelled by increased housing renovation activities in both urban and rural areas. As the festive season approaches, the industry anticipates even greater momentum. After witnessing nearly stagnant or slow growth in volumes over the past two fiscal years, the industry is now transitioning towards energy efficiency with star labelling.

The Indian fan market offers a wide array of choices, including ceiling fans, table fans, stand fans and wall fans. According to IMARC Group, in 2023, the ceiling fan market in India reached 42.2 million units, with expectations to grow to 50.9 million units by 2032, exhibiting a CAGR of 2.11% during 2024-32.

Indian Fan Market

(million units)



There is a growing demand for smart fans that offer additional features, such as lighting, decorative aesthetics, dust and noise control and antibacterial properties. This trend aims to appeal to both high-end and budget-conscious consumers. The market is primarily driven by rapid urbanisation, increasing the construction of new residential buildings. Government initiatives to expand housing projects and develop smart cities, improve electricity availability in rural areas and rising disposable incomes also contribute

significantly. However, the growing inclination towards alternate products like air conditioning systems and the intricate installation procedures linked with ceiling fans posed significant restraints for the market.

(Source: <https://www.imarcgroup.com/india-ceiling-fan-market#:~:text=Market%20Overview%3A,2.11%25%20during%202024%2D2032.>
<https://store.frost.com/analysis-of-the-indian-fans-market-forecast-to-fy2026.html>
<https://economictimes.indiatimes.com/industry/cons-products/electronics/indias-fan-industry-sees-green-shoots-in-demands/articleshow/103366419.cms?from=mdr>)

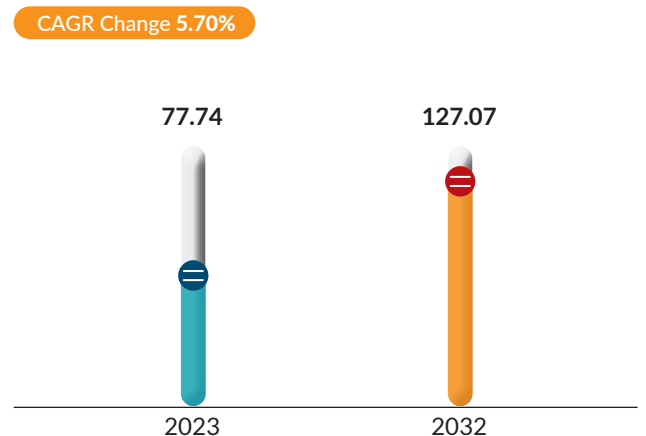


Domestic Appliances

The domestic appliances market in India has witnessed substantial growth, reaching a value of approximately USD 77.74 billion in 2023. This growth is forecasted to persist, with the market anticipated to clock in a CAGR of 5.70% between 2024 and 2032, ultimately reaching a value of USD 127.07 billion by 2032.

Indian Domestic Appliances Market

(USD billion)



The demand for home appliances is being driven by various factors, including improvements in the standard of living, rising disposable income and increasing urbanisation.

As consumers in India strive for convenience, they are increasingly seeking accessible home appliances to streamline everyday household chores, saving both effort and time. With growing purchasing power, consumers can now afford products that enhance their daily lives. Additionally, increasing urbanisation and improved rural connectivity are expected to further boost the demand for home appliances in both urban and rural areas.

This trend is supported by rising promotional activities and awareness campaigns highlighting the benefits of using home appliances, resulting in increased adoption across various segments. As a result, with a wide range of products available at varying price points, more consumers are investing in home appliances to elevate their overall quality of life.

(Source: <https://www.expertmarketresearch.com/reports/india-home-appliances-market>)

PVC Pipes

The PVC pipe market in India has experienced remarkable growth, with a market value estimated at USD 177.71 million in 2022. It is expected to register a significant CAGR of over 7.21% between 2023 and 2029. Moreover, this growth is driven by several factors, including the booming housing sector, Government tax incentives and more accessible financing options for homeowners.

Indian PVC Pipes Market

(USD million)

CAGR Change 7.21%



Government initiatives like 'Housing for All', 'AMRUT' and the 'Prime Minister Agriculture Irrigation Scheme' have significantly fuelled the demand for PVC pipes.

PVC pipes are highly favoured for their versatility, especially in plumbing and piping applications. This is due to their ease of transportation and ability to handle both hot and cold-water plumbing needs. The PVC pipe market in India reflects a trend towards innovation, sustainability and adaptability across diverse applications.

The demand for PVC pipes is expected to continue growing due to rapid urbanisation, infrastructure development and the adoption of advanced irrigation systems. This growth presents new opportunities for manufacturers and suppliers in the PVC pipe industry. It positions India's housing, infrastructure and agricultural sectors for tremendous exponential growth in the foreseeable future.

(Source: [https://www.blueweaveconsulting.com/report/india-pvc-pipes-market#:~:text=India%20PVC%20\(Polyvinyl%20Chloride\)%20pipes,USD%20269.85%20million%20by%202029](https://www.blueweaveconsulting.com/report/india-pvc-pipes-market#:~:text=India%20PVC%20(Polyvinyl%20Chloride)%20pipes,USD%20269.85%20million%20by%202029))

<https://www.openpr.com/news/3355660/innovative-pipe-solutions-india-pvc-pipes-market-forecast>

Heater

The Indian water heaters market, valued at USD 285.85 million in 2023, is expected to experience strong growth in the forecast period, with a projected CAGR of 7.15% through 2029. This market represents a thriving sector within the country's consumer electronics and appliances industry. Given India's diverse climatic conditions, the demand for water heaters is substantial, driven by the necessity of hot water for various applications, including bathing, cleaning and kitchen use.

The Indian water heater market offers a wide range of options, including tankless (instantaneous), storage tank, solar-powered and heat pump water heaters. Over the

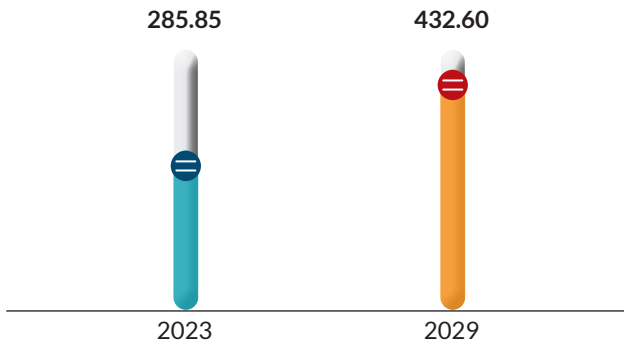


years, the market has witnessed steady growth driven by factors like rising urbanisation, increasing disposable incomes and growing awareness of energy efficient appliances. With a population exceeding 1.3 billion people, the market holds immense potential and is expected to expand further as more households embrace water-heating solutions.

Indian Room Heater Market

(USD million)

CAGR Change 7.15%



Source - India Room Heater Market Size, Share and Demand Forecast 2029 | BlueWeave (blueweaveconsulting.com)

Opportunities and Growth Drivers

Rapid Urbanisation

India's economic growth and development are driven by rapid urbanisation and the rise of the middle-income class. As more individuals migrate to urban areas and their purchasing power surges, the demand for consumer durables like electronics, appliances and household goods is on the rise. This trend presents a significant opportunity for companies in the consumer durables sector to offer innovative products and services tailored to the needs of urban consumers. However, it also brings forth challenges, including the imperative for infrastructure development to support the growing urban population.

Development of Rural Areas

The recent advancement in electrification coverage across rural India is set to positively impact the country's economic growth and overall development. With household electrification levels improving significantly, rural households now have access to basic necessities like lights, fans and other consumer appliances through schemes like the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya). This increased access to electricity is anticipated to drive demand for the consumer durables sector in rural India, presenting a significant opportunity for businesses. Additionally, the enhanced access to electricity is projected to boost economic activity and employment opportunities in rural areas.

Government Initiative

The Indian Government's proactive approach to using LEDs for street lighting and illuminating national monuments has positively impacted the lighting industry. These efforts aim to improve energy efficiency and enhance the visual appeal of historical sites and cities. As the Government continues its promotion of LED lighting technology, there is a growing demand for LED lighting solutions within the industry. This creates an opportunity for companies to offer innovative solutions for Government projects, subsequently boosting demand in both the commercial and residential sectors.

Surya Roshni, a leading player in the consumer lighting segment, has made significant progress in the professional lighting sector. This progress is attributed to the Company's customer-focussed approach and smart lighting solutions.

PLI Scheme

The Indian Government's Production-Linked Incentive (PLI) scheme for white goods marks a significant stride in bolstering the global competitiveness of Indian air conditioner and LED lighting manufacturers. Designed to foster a comprehensive component ecosystem for these industries and make India an integral part of the global supply chains, the scheme offers incentives to manufacturers meeting specified production targets. With a budgetary allocation of ₹ 6,238 crore over seven years, it is poised to boost local manufacturing, generate employment and attract targeted global investments.

(Source: <https://www.mordorintelligence.com/industry-reports/india-led-lighting-market>)



Operational Review

Steel Pipes and Strips

The steel pipes and strips division of Surya Roshni has established itself as amongst one of the top leader in the industry. The Company manufactures a diverse range of steel pipe products for various rapidly growing sectors, such as construction, infrastructure, oil & gas, water and agriculture. The division's state-of-the-art manufacturing facilities, located in Haryana, Gujarat, Madhya Pradesh and Andhra Pradesh, enable it to meet the increased demand and explore new opportunities. Marketed under the 'Prakash Surya' brand, these products are exported to more than 50 countries, with a significant share going to the Gulf Cooperation Council (GCC) nations. With a strong B2C presence, the division focusses on value-added products and has a well-established dealer and distributor network, particularly strong in Tier II and rural India. Additionally, participation in industry events like the Tube and Pipe Fair 2023 demonstrates Surya Roshni's commitment to technology and value enhancement, further strengthening its brand presence.



Particulars	2023-24	2022-23
Revenue (₹ crore)	6,241.78	6,451.89
EBITDA (₹ crore)	435.89	497.17
EBITDA per Ton	5,401	6,496
Cash Profit (₹ crore)	4,14.02	457.41
PBT (₹ crore)	325.42	368.86

Comprehensive Products Range

Product	Volume Share [#]	Market Position [*]	Applications
GI Pipes	28%	#1 High Growth in Exports	<ul style="list-style-type: none"> • Agriculture and irrigation • Casting and tubing • Water transportation/plumbing and pipelines • Green houses • Fire fighting • Street light poles • Solar panels
API/3LPE Coated Spiral Pipes	17%	Leading API Pipe Manufacturer	<ul style="list-style-type: none"> • Oil & Gas and Water Transportation • City Gas Distribution
Black Pipes	32%	Among Top 3	<ul style="list-style-type: none"> • Industrial infrastructure/construction works/fabrication • Road transportation – side structures/fencing (section pipe, sign boards) • Railways – platforms and metros • Airports structures • Smart cities infrastructure • River connectivity and interlinking • Door frames, window frames and furniture (section pipes) • Scaffoldings

Comprehensive Products Range

Product	Volume Share [#]	Market Position [*]	Applications
Hollow Section Pipes	12%	Leading Brand + High Growth + DFT Technology	<ul style="list-style-type: none"> Engineering and architectural structures Airport, metros, railways Urban development Electrical poles/telecom towers Solar structure Sign boards
CR Strips	11%	Serving Delhi - NCR Region	<ul style="list-style-type: none"> Auto Components Motor Stamping Cycle Rims Umbrella Tubes and Rips

[#] Volume share for the Financial Year ended 31st March, 2024

^{*} Market Position is as per Management View

Government Initiatives Driving Demand

- Har Ghar Nal se Jal
- Smart Cities and Pradhan Mantri Sahaj Bijli Har Ghar Yojna
- Housing for All
- Aatma Nirbhar Bharat Abhiyaan
- Pradhan Mantri Krishi Sinchai Yojana (PMKSY)
- Pradhan Mantri Jal Marg Yojana (PMJMY)
- Ude Desh Ka Aam Naagrik Regional Connectivity Scheme (UDAN-RCS)
- Atal Mission for Rejuvenation and Urban Transformation (AMRUT)



Product Offerings

Electric Resistance Welding (ERW Steel Pipes)

Surya Roshni ERW pipes find extensive use in various construction projects, including scaffolding, casing, bore well tubing and in industries, such as agriculture, water transportation, firefighting, irrigation and greenhouses. They are also utilised for long-distance transportation of liquids like water, gas, oil and chemicals, meeting all national and international quality standards.

Key Strengths

- Leads production of ERW GI pipes in India
- Exports ERW pipes extensively, holding a 60% market share
- Maintains a nationwide presence for GI Pipes, leading in South India and ranking in the top-three in North India
- Ensures a strong presence in the organised segment, demonstrating resilience in challenging industry conditions
- Possesses the ability to serve hilly regions, providing pipes for housing in Jammu & Kashmir, Uttarakhand and Himachal Pradesh, among others
- Manufactures value-added products, such as coated pipes, alkyd pipes, grooved pipes, red oxide primer pipes and heat-treated pipes
- Maintains a track record of delivering high-quality durable pipes to renowned industry players like IOCL, BPCL, BGRL, Gujarat Gas, MNGL and MGL
- Holds accreditation by major PMC committees like EIL and Mecon
- Exports to over 50 countries worldwide, including USA, Australia, Canada, Mexico, the Middle East, Europe and Africa



Key Strategies

- Commissioning a large-diameter section pipe facility (up to 300*300 mm) with Direct Forming Technology in Gwalior to enhance exports of hollow section pipes globally
- Increasing market share in Egypt for small gas paint pipes
- Emphasising export of value-added products like grooved pipes, 30*30 section pipes and blue painted hollow coated pipes
- Pursuing geographic expansion



API Pipes

Surya Roshni manufactures high-quality API pipes, including 3LPE, 3LPP and FBE (single and dual layer), with epoxy coatings for rust resistance and durability. Selmers in the Netherlands provided world-class 3LPE coating plant machinery. These pipes are used in the transportation of petroleum, natural gas, city gas distribution and water pipe. Additionally, the Government's focus on these high-growth areas will benefit the Company in the long run.

Key Strengths

- Produces a diverse range of pipes, including EN, BS, AUSTRALIA and ASTRA GRADE
- Utilises existing offline capacities post-expansion efficiently to achieve cost efficiencies and improved margins
- Boasts accreditations from major PMC, such as EIL and Mecon
- Holds certifications of ISO 9001, 14001 and 18001
- Possesses approximately 10% market share in oil & gas transmission pipes, including Cross Country Land Pipes and City Gas Distribution (CGD)
- Offers higher growth opportunities through water transmission.
- Equipped with world-class 3LPE Coating plant machinery from Selmers, Netherlands
- Installed 3LPE coating facilities covering 27,50,000 sq. mt (external coating)
- Maintains a strong order book for API Pipes
- One of the fastest-growing products of Surya Roshni
- Enjoys higher EBITDA/ton compared to other products
- Value accretive and contributes significantly to the profitability

Spiral Pipes

Surya Roshni manufactures spiral pipes ranging from 18" to 104" with a maximum thickness of 1' (25.4 mm). Internal and external pipe coatings are applied to pipes ranging from 4" to 64" in diameter. These pipes are used in water, infrastructure and oil & gas transportation. The 3LPE coating facility has increased utilisation levels of spiral pipes, particularly for the oil & gas segment, which requires the coating. Surya Roshni actively explores opportunities in the Middle East for larger-diameter API pipes.

Key Strengths

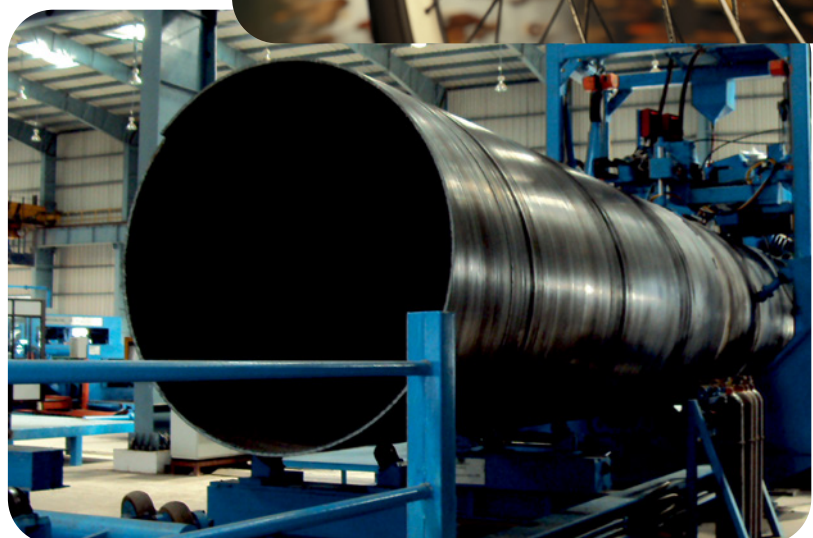
- Diverse product range
- Efficient utilisation
- Export readiness

Cold Rolled Steel Strips

Surya Roshni processes cold rolled steel strips (CR sheets), with a width of up to 720 mm and thickness of 0.3 to 0.6 mm, offering easy formability and a smooth, clean surface. The CR sheets are available in wide and narrow ranges, with the wide range used in downstream operations by large players and the narrow range catering to niche and customised requirements. The Company's narrow range CR sheets are utilised in the production of electrical stamping, which finds applications in motors, cycle and two-wheeler rims, automobile components, furniture, drums and barrels, umbrella ribs and tubes and various engineering applications.

Key Strategies

- Ensures consistent quality for the end-user segment
- Sales across Delhi-NCR and different markets of North India
- Leverages small order sizes for good returns, keeping the unit fully engaged throughout the year



Steel Pipes and Strips Capacities (P.A.)

9,25,000 MT

ERW Pipes

(Including GI Capacities of 3,60,000)

2,00,000 MT

Spiral Pipes

(Including Offline Capacities of 1,40,000 MT)

1,15,000

CR Sheets

3

LPE Coating Facilities

External: 27,50,000 Sq. Mtr.

3

LPE Coating Facilities

Internal: 11,00,000 Sq. Mtr.

36,000 MT

Section Steel Pipes-DFT

Transition towards Higher Margin

Volume Share

Product	2019-20	2020-21	2021-22	2022-23	2023-24
API and Spiral	11%	12%	18%	17%	17%
GI Pipes	35%	35%	33%	26%	28%
Black Pipes	24%	23%	24%	33%	32%
Section Pipes	19%	19%	13%	13%	12%
CR Strips	11%	11%	12%	11%	11%

EBITDA/MT (₹)

Product	2019-20	2020-21	2021-22	2022-23	2023-24
API and Spiral	7,143	7,630	9,136	12,134	10,495
GI Pipes	4,534	4,602	5,456	7,737	6,467
Black Pipes	2,023	2,216	2,884	5,021	4,488
Section Pipes	1,670	1,843	1,611	3,415	1,872
CR Strips	1,586	1,693	2,627	2,846	1,156

Key Developments of 2023-24

- Witnessing 6% volume growth in 2023-24, the steel pipes and strips segment demonstrated strong demand, albeit under 10% pricing pressure due to significant reduction in Steel prices and competitive market conditions.
- Thriving in the global market, Surya Roshni's steel currently boasts orders worth ₹ 800 crore particularly in the Oil & Gas, Water Sector and Exports, reflecting a good market presence.

Outlook

The Company's growing steel export business strengthens its positive outlook, driven by significant orders on hand. Additionally, the anticipated increase in the contribution of value-added products is expected to enhance the division's profitability. Overall, the division is well-positioned for sustained growth, supported by its strong market presence and emphasis on higher-value products.

Lighting and Consumer Durables

Lighting

Surya Roshni entered the lighting segment in 1984, evolving from a market leader in conventional lighting to a major player in LED lighting. The Company operates advanced manufacturing facilities in Kashipur (Uttarakhand) and Malanpur (Madhya Pradesh), along with a cutting-edge R&D centre, the Surya Technology & Innovation Centre (STIC), in Noida. The Company offers a wide range of products, including conventional lighting (GLS, tube lights) and energy efficient LED; lighting (LED bulbs, tube lights, battens, down-lighters and other luminaires) for the consumer segment. Additionally, Surya Roshni manufactures advanced smart LED products for various professional segments, such as street lighting, infrastructure, industry, office and retail.

Value Creation in Lighting

- Achieved consistent growth in sales volumes, revenues and profits
- Expanded the product portfolio with a strong market presence in the organised sector
- Introduced over 200 new products in the last three years.
- Established strong relationships with distributors, dealers and retailers, fostering high loyalty
- Developed a nationwide presence, particularly in semi-urban and rural areas
- Built a strong brand presence, recognised both in India and globally
- Implemented energy conservation initiatives, reducing overall energy consumption

Strategies: Winning in B2B - Façade Lighting Expanding Capabilities

- Strengthening the professional lighting team
- Developing a complete ecosystem with vendors
- Offering customised products tailored to client needs

Developing Products and Solutions

- Introducing integrated smart lighting solutions
- Providing a range of products for infrastructure, monument lighting, airports and bridges

Strengthening Customer Relationships

- Engaging in direct B2B projects
- Focused on delivering high-quality lighting solutions and services



Particulars	2023-24	2022-23
Revenue (₹ crore)	1,571.94	1,545.17
EBITDA (₹ crore)	150.42	122.34
Cash Profit (₹ crore)	148.24	117.25
PBT (₹ crore)	119.57	90.39

Production Capacity (P.A.)

90 million Pieces
LED Bulbs

3.60 million Pieces
LED Street Lights

10 million Pieces
LED Tubes and Fittings

200 million Pieces
GLS

Consumer Durables

Fans

Surya Roshni entered the fan category in 2014, achieving rapid success by reaching the ₹ 100-crore revenue mark faster than its competitors. The Company offers a diverse range of fan designs, including designer, BLDC, pedestal, wall, table, ceiling and industrial and domestic exhaust fans. Furthermore, Surya Roshni's product portfolio includes smart premium fans with features, such as anti-dust, anti-bacterial coatings, high air delivery and energy efficiency.

Strengths

- Leveraging a strong brand and distribution network
- Ensuring Pan-India presence for fans
- Facilitating a wide range of products catering to various needs

Home Appliances

Since entering the home appliance market in 2015, Surya Roshni has continued to provide value through its unique product offerings. The Company's product range includes water heaters, room heaters, coolers, dry irons, steam irons, juicer-mixer-grinders and induction cooktops.

Strengths

- Leveraging a strong brand and distribution network
- Offering a wide variety of products to meet diverse needs
- Establishing an ecosystem to capture fast-growing markets
- Maintaining market-leading product features and quality



The business caters to the needs of Indian consumers across six major product categories.

 Food Preparation	<ul style="list-style-type: none"> • Mixer Grinders • Juicer Mixer Grinders
 Kitchen Appliances	<ul style="list-style-type: none"> • Gas Cook Tops – Glass and Stainless Steel Bodies
 Cooking	<ul style="list-style-type: none"> • Induction Cook Tops • Aqua Kettles • Indi Cook Rice Cookers • Sandwich Makers • Pop-Up Toasters
 Garment Care	<ul style="list-style-type: none"> • Dry Irons • Steam Irons
 Heating Appliances	<ul style="list-style-type: none"> • Storage Water Heaters • Instant Water Heaters
 Climate Control	<ul style="list-style-type: none"> • Oil-Filled Radiators • Halogen Heaters • Quartz Heaters • Carbon Heaters • Room Coolers



Key Developments in 2023-24 Lighting and Consumer Durables

- Exhibited consistent growth, with a revenue increase of 1.7% YoY in 2023-24 while Professional lighting grew by 20% approximately.
- Experienced decent volume growth in various lighting categories, including LED, LED batten, downlighters, decorative lighting and solar lighting.
- The Company has invested in improving its product visibility through packaging, dummies and key product display at more than 20,000 key retailers. It also created innovative merchandise for creating brand shout-out from within more than 100,000 small electrical stores
- Demonstrated good growth aided by the successful introduction of some of the key categories like fans, water heaters, room heaters, iron, kitchen appliances and downlighters. Festival lighting products grew in double digits and delivered excellent performance in 2023-24.
- Greater thrust on advertising and marketing activities enhanced market share and brand visibility. Increased dealer and distributor engagement through various initiatives.

Outlook

Surya Roshni Limited projects a good growth in its Lighting division for FY 2024-25, even as it navigates some price erosion challenges. The Company continues to launch new products in this segment, adapting to the ever-evolving needs of its customers. Additionally, Surya Roshni anticipates strong performance in the Consumer Durables segment, assuming the Indian economy continues on its current growth trajectory.



Business Growth Enablers

Manufacturing Facilities: Steel Tube and Pipe

Location	Products
Anjar	ERW and Spiral Pipes (GI, Black, Section) and API Pipes with 3LPE Coating
Hindupur	ERW (GI, Black and Section), along with GP Pipes
Malanpur	ERW (GI, Black and Section) Section Steel Pipes – DFT
Bahadurgarh	ERW Pipes (GI, Black, Section), API Pipes, CR Strips and Sheets

The manufacturing plants are equipped with state-of-the-art machinery, including slitting lines, pipe mills, galvanising units, finishing machines and high-pressure hydro machines. These facilities are complemented by efficient handling facilities to streamline production processes. In mid-April 2022, the Company commissioned a large-diameter section pipe facility with Direct Forming Technology (DFT) in Gwalior, adding a capacity of 36,000 MTPA for new product categories. This new facility is expected to enhance the Company’s presence in domestic and export markets, particularly in the infrastructure and urban development sectors. Additionally, Surya Roshni is undertaking an expansion project in Hindupur, Andhra Pradesh, to manufacture GP and CR coils/pipes, ensuring the availability of these essential materials at competitive prices in the South Indian market and reducing dependency on external suppliers.



Manufacturing Facilities and R&D Centre of Lighting

Location	Products
Kashipur	<ul style="list-style-type: none"> LEDs (Lamps, Streetlights, Downlighters and Battens) HID T5 and Filaments MCPCBs Drivers
Malanpur	<ul style="list-style-type: none"> LEDs (Lamps, Streetlights and Decorative Lighting) Conventional Lights (GLS and FTL) Glass Shells Caps MCPCBs Drivers
Surya Technology & Innovation Centre (STIC) at Noida	<ul style="list-style-type: none"> Innovation Centre for Latest Lighting Trends Approved by DSIR and NABL Focus on In-House Development of LED Products

Our Core Strengths

Strong Brand: Surya Roshni has successfully elevated the visibility of its brands, namely ‘Prakash Surya’ for steel pipes and strips and ‘Surya’ for lighting products.

Wide Distribution: The Company’s products reach across India through robust dealer and distributor networks. These are supported by decentralised branches and depots to ensure quick deliveries.

Diversified Business and Presence: Surya Roshni offers a wide range of products in both verticals, available nationwide and exported to over 50 countries. This ensures long-term sustainability and helps mitigate risks.

Dynamic Team: The Company boasts a diverse team of leaders blending experience with youthful energy from various backgrounds. They transparently drive strategies that align with shared vision and goals.

Financial Performance Metrics

(₹ in crore)

Particulars	Standalone		Consolidated	
	For the year ended 31 st March		For the year ended 31 st March	
	2024	2023	2024	2023
Revenue from Operations	7,808.52	7,995.95	7,809.27	7,996.71
Other Income	13.78	5.22	13.89	5.35
Total Revenue	7,822.30	8,001.17	7,823.16	8,002.06
EBITDA	585.92	619.18	586.31	619.51
Finance costs	24.05	44.84	24.05	44.85
Cash Profit	561.87	574.34	562.26	574.66
Depreciation and amortisation expenses	117.27	115.41	117.27	115.41
Net Profit Before Tax	444.60	458.93	444.99	459.25
Tax Expenses	115.74	123.65	115.83	123.73
Net Profit After Tax	328.86	335.28	329.16	335.52
Other Comprehensive Income	(1.31)	(0.43)	(1.31)	(0.43)
Total Comprehensive Income	327.55	334.85	327.85	335.09
EPS (Basic in ₹)*	30.48	31.37	30.51	31.39
EPS (Diluted in ₹)*	30.22	30.81	30.25	30.83

*The Company has completed the sub-division of shares from ₹ 10/- each to ₹ 5/- each as per the record date of 6th October, 2023, as approved by shareholders at AGM of the Company held on 15th September, 2023. Therefore, effect of increase in number of shares is considered while calculating Basic EPS and Diluted EPS in above results and previous period figures are also restated for Basic EPS and Diluted EPS in accordance with Ind AS 33 'Earnings per share'

The Company maintained its leadership in the manufacturing of ERW GI Steel Pipes and continued to be one of largest Lighting manufacturing companies.

In the fiscal year under review:

- The revenue from the Company's operations was reported at ₹ 7,808.52 crore as compared to ₹ 7,995.95 crore in the previous year

- EBITDA reported at ₹ 585.92 crore as compared to ₹ 619.18 crore in the previous year
- Profit before tax stood at ₹ 444.60 crore as compared to ₹ 458.93 crore in the previous year
- Profit after tax stood at ₹ 328.86 crore as compared to ₹ 335.28 crore in the previous year

Key Financial Ratios

Particulars	Standalone		% Change	Consolidated		% Change
	2023-24	2022-23		2023-24	2022-23	
Debtors Turnover (Days) ^{\$}	34	34		34	34	-
Inventory Turnover (Days) ^{\$\$}	51	53	(3.77)	51	53	(3.77)
Interest Coverage Ratio ^{&}	24.36	13.81	76.39	24.37	13.81	(76.47)
Current Ratio [*]	3.06	1.92	59.38	3.06	1.92	59.38
Debt Equity Ratio ^{**}	-	0.22	(100.00)	-	0.22	(100.00)
Operating profit margin (%) [#]	7.33	7.74	(5.30)	7.33	7.75	(5.42)
Net Profit margin (%)	4.21	4.19	0.48	4.21	4.20	0.24
Return on Net Worth (%) [@]	16.34	19.69	(17.01)	16.34	19.67	(16.93)

^{\$} Debtors (including unbilled revenue and non-current receivables) / (Revenue from operations/365)

^{\$\$} Inventory / (Revenue from operations/365)

[&] Interest (Finance cost) / EBITDA

^{*} Current Assets / Current Liabilities

^{**} Debt (Working capital + Long Term Debts including Current maturity of long-term loans) / Equity

[#] Operating profit (excluding other income) / Revenue from operation

[@] Profit for the year / Average Net Worth

There were significant changes in the below mentioned financial ratios. The detailed explanations are as follows:

Interest Coverage Ratio improved due to substantial reduction in Interest cost with sustained earnings of current year.

Current Ratio improved due to substantial reduction in Current Liabilities in comparison to last year while no major change in Current assets.

Debt Equity Ratio reduced to Nil due to Debt free and Cash surplus.

Risk Management

Surya Roshni is deeply committed to ensuring effective risk management and has implemented a robust approach to achieve this objective. The Company continuously monitors and evaluates potential risks across its operations, developing strategies to mitigate these risks. Internal control systems are in place, tailored to the Company's size and stature. They ensure the protection of Surya Roshni's assets and the prevention and detection of fraud and errors. Additionally, these systems maintain accurate and comprehensive accounting records, producing trustworthy financial information.

Furthermore, Surya Roshni's internal control systems guarantee strict compliance with all applicable laws and regulations, fostering transparency and upholding ethical standards. By adopting this structured approach to risk management, the Company minimises potential risks and maximises value for its stakeholders.



Strategic Risk Management Goals

- Identifying current and future material risk exposures and ensuring they are appropriately mitigated and managed
- Protecting brand value through strategic control and operational policies
- Establishing a framework for the Company's risk management process and ensuring organisation-wide implementation
- Ensuring systematic and uniform risk assessment across different functions through the adoption of best practices
- Promoting a positive approach towards risk management and mitigation, ensuring sustainable business growth with stability

Risk Mitigation Framework

- Identification of risks under various categories (operational, financial, regulatory, technological and human resources)
- Assessment of risks in terms of impact severity and likelihood of occurrence
- Assignment of responsibilities
- Development of value-creating mitigation plans
- Monitoring and reporting

Surya Roshni has an established framework for identifying internal and external risks faced by the Company. These risks include financial, operational, sectoral and sustainability risks (particularly ESG-related risks). The Company ensures appropriate methodology, processes and systems are in place to monitor and evaluate these risks.

The business continuity plan (BCP) is a critical aspect of risk management, encompassing all risks that could affect Surya Roshni's operations. In compliance with regulations, the Company has constituted a Risk Management Committee, which has formulated an extensive Risk Management Policy aimed at developing a continuity device plan to manage disruptions. The Committee defines risk exposures, measures them and implements appropriate actions to control them. This enables timely assessment and management of risks in financial, operational and project-based areas.

Additionally, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board has established a Risk Management Committee. Moreover, this Committee has developed a comprehensive Risk Management Policy aimed at creating a business continuity plan to manage disruptions. Furthermore, Surya Roshni has implemented a mechanism where the Risk Management Committee defines risk exposures, measures them and implements suitable actions to control these risks. This approach enables the timely assessment and management of risks in financial, operational and project-based areas.

No risks were found that could lead to organisational failure. However, Surya Roshni remains prepared to address other potential risks. Here are some of the identified risks along with the corresponding mitigation measures:

Risk Type	Risk Definition	Risk Mitigation
Technology Risk	The ever-evolving nature of technology creates the risk of obsolescence, followed by higher, ineffective maintenance costs.	The Company puts in efforts to stay abreast and equipped with relevant and effective technological know-how for development of new products. This is backed by state-of-the-art R&D facilities that is maintained and upgraded from time-to-time.
Financial Risk	Risk arising from interest rate fluctuations.	The Company continuously tracks the changes in benchmark while monitoring and controlling the interest cost by using innovative financial products and utilisation of various facilities from banks linked to MCLR / alternate benchmark rates, reset clauses and pre-payment options.
Regulatory Risk	Non-compliance to stringent regulatory and environment norms may result in liabilities and loss of brand reputation.	The Company strictly complies with all statutes applicable to its operations. There are trained staff members entrusted with regulatory responsibilities which are monitored and reported at the highest levels. The Company also uses services of legal and regulatory consultants.
Forex Fluctuation Risk	The Company deals in exports / imports of products in business which are subjected to currency fluctuations.	For countering exposure to foreign exchange volatility, the Company has formulated a foreign exchange hedging policy to protect the margins in manufacturing and marketing on a fully hedged basis.
Human Resources Risk	Inability to retain the right skills and talent in the business can lead to labour unrest and / or hamper good industrial relations. Ultimately, hindering work and progress.	The Company strives to acquire, retain as well as train manpower to run its operations. Additionally, the Company periodically reviews its senior management team to ensure continuity in leadership.
Commodity Price Risk	Businesses that procure several commodities face increased risk, following price fluctuations that could lead to business losses.	In order to manage the commodity price risk, the Company nurtures flexible channels of supply to better absorb the sudden price change effects. Additionally, a comprehensive risk assessment framework helps to manage the risks and in building a portfolio of value-added products for lowering commodity price risk.
Marketing and Competition	Low EBITDA margins in certain business segments and Inadequate volume growth due to market competition leads to risk of sustained growth and profitability.	The Company has aggressive approach for Growth and diversification through Marketing meets and events for capturing market share and develop new markets for volume growth. Sustained efforts are made continuously for reduction of cost overheads and focus on value added products / SKUs with high margins.
Operational and Credit Risk	There is a risk of non-recovery / delayed recovery from debtors. Mechanism for fixing and adhering to the monetary credit limits requires strengthening.	The Company has strong and defined policies for fixing and changing Monetary Credit Limits and Standard Operating Procedures for consistent follow-up and legal action for defaulters. Further, Channel Financing facilities are availed for customers from major banks, without recourse.

The risk management group has implemented several steps to develop a robust Business Continuity Plan (BCP), including:

- Conducting a business impact analysis to identify the effects of business function and process disruptions
- Making decisions about recovery priorities and strategies

- Identifying and implementing steps to recover critical business functions
- Developing a continuity device plan to manage disruptions

Additionally, Surya Roshni has established a mechanism where the Risk Management Committee of the Board defines risk exposures, measures them and determines appropriate actions to control or minimise the risks.

Internal Control Systems

The Company maintains an efficient internal control system tailored to its size and business nature, an integral component of its corporate governance. An independent internal audit department oversees the evaluation and improvement of internal control and governance effectiveness, with a focus on operational and systems audits. This function is reinforced by recruiting seasoned professionals. The Internal Audit function reports to the Chairman of the Audit Committee to maintain its objectivity and independence. Moreover, the Audit Committee receives regular updates on significant internal audit findings, adherence to accounting standards, risk management and advancements in control systems. Additionally, it evaluates the adequacy and efficacy of internal audit inputs, offering recommendations to strengthen control mechanisms.

The Company has a comprehensive budgetary control system, subject to regular management reviews. Surya Roshni has a well-defined Management Information System, featuring clear organisational structures and authorisation levels for business transactions. The Company's internal financial controls are both adequate and operational, ensuring the orderly and efficient conduct of business. These controls include policy adherence, asset safeguarding, the prevention and detection of fraud and errors and the maintenance of accurate and comprehensive accounting records. Moreover, this process enables the Company to prepare reliable financial information promptly. Surya Roshni extends external audits to its branches and depots and specialised functions like taxation, ensuring the effectiveness of audit and control procedures.

Corporate Social Responsibility

Surya Roshni is committed fulfilling its role as a responsible corporate citizen and recognises the importance of promoting social development. The Company firmly believes that enhancing societal capacity is vital for achieving sustainable growth. Therefore, Surya Roshni focusses on societal well-being and ecological responsibilities as central pillars of its Corporate Social Responsibility (CSR) initiatives.

The Company's CSR policy, outlined in Annexure IV of the Board's Report, delineates its key objectives. Surya Roshni fulfils its CSR responsibilities through the Surya Foundation, engaging in various initiatives. These initiatives include the Rural Development Programme (Adarsh Gram Yojana Project), healthcare promotion (including preventive healthcare) and other projects specified under Schedule VII of the Companies Act, 2013.

Surya Roshni's CSR activities are diverse and include programmes like Swachhata Abhiyan, Teacher's Personality

Development Camp (TPDC), TPDC - MP and TPDC - Bhuj, among others. Through its dedicated CSR arm, the Surya Foundation, the Company prioritises health, skill development and education. In the past year Surya Roshni spent ₹ 6.37 crore on corporate social activities on a consolidated basis, amounting to not less than 2% of the average net profits over the preceding three financial years. Committed to fostering social development, the Company strives to create a positive impact on society, aiming to make a meaningful difference in people's lives.

Human Resources and Industrial Relations

Surya Roshni attributes its success to the diligent and dedicated individuals who create a positive work environment through their commitment and hard work. The Company places great importance on nurturing a dynamic workplace culture that emphasises performance and prioritises candidates and clients at the forefront. To attract, foster and retain top talent, Surya Roshni has developed an employee value proposition centred around growth. Moreover, the Company provides the necessary support to keep employees motivated and driven to achieve strategic objectives.

Furthermore, the Company acknowledges and rewards high-performing employees through its 'Surya Parivar' programme, an integral part of its rewards and recognition initiative. Surya Roshni has fostered positive industrial relations by promoting increased engagement with workers. To achieve this, the Company has introduced a range of initiatives, including both formal and informal communication channels and training forums. As of 31st March, 2024, Surya Roshni had a total of 3,247 employees on its direct payroll.

Cautionary Statement

This report contains forward-looking statements about the business, financial performance, capabilities and prospects of the Company. Statements regarding plans, intentions, expectations, beliefs, estimates, predictions, or similar expressions for the future are forward-looking statements. These statements should be considered in light of various risk factors and events that could cause actual performance to differ from what is anticipated in the Directors' Report and Management Discussion and Analysis Report. Such factors include, but are not limited to, the impact of changes in global oil and steel prices, technological advancements and domestic economic and political conditions. The Company cannot guarantee that the outcomes implied by these forward-looking statements will be realised. The Company disclaims any obligation to update the information provided herein.

BOARD'S REPORT

BOARD'S REPORT

To the Members,

The Board of Directors hereby submits the Fifty First (51st) report of the business and operations of the Company along with the audited financial statements, for the financial year ended 31st March, 2024. The Consolidated performance of the Company and its wholly-owned subsidiary has been referred to wherever required.

1. RESULTS OF OPERATIONS AND STATE OF AFFAIRS:

(₹ in crore)

Particulars	Standalone		Consolidated	
	For the year ended 31 st March,		For the year ended 31 st March,	
	2024	2023	2024	2023
Revenue from Operations	7808.52	7995.95	7809.27	7996.71
Other Income	13.78	5.22	13.89	5.35
Total Revenue	7822.30	8001.17	7823.16	8002.06
EBITDA	585.92	619.18	586.31	619.51
Finance Costs	24.05	44.84	24.05	44.85
Cash Profit	561.87	574.34	562.26	574.66
Depreciation and amortisation expenses	117.27	115.41	117.27	115.41
Net Profit Before Tax (PBT)	444.60	458.93	444.99	459.25
Tax Expenses	115.74	123.65	115.83	123.73
Net Profit After Tax (PAT)	328.86	335.28	329.16	335.52
Other Comprehensive Income	(1.31)	(0.43)	(1.31)	(0.43)
Total Comprehensive Income	327.55	334.85	327.85	335.09
EPS (Basic in ₹)*	30.48	31.37	30.51	31.39
EPS (Diluted in ₹)*	30.22	30.81	30.25	30.83

*The Company has completed the sub-division of shares from ₹ 10/- each to ₹ 5/- each as per the record date of 6th October, 2023, as approved by shareholders at AGM of the Company held on 15th September, 2023. Therefore, effect of increase in number of shares is considered while calculating Basic EPS and Diluted EPS in above results and previous period figures are also restated for Basic EPS and Diluted EPS in accordance with Ind AS 33 'Earnings per share'.

Standalone Financial Highlights:

During the year under review, inspite of challenging business environment world-wide, muted demand of high value-added products in pipes segment, the Company achieved much satisfied performance on account of better driven volume growth, coupled with better product mix, the revenue from operations of the Company stands to ₹ **7,808.52** crore in FY 2023-24 as compared to ₹ 7995.95 crore last year registered a slight dip of **(2.34)** % as compared to last year.

In-spite of significant reduction in prices across different grades of company products during the year, the EBITDA stands to ₹ **585.92** crore as compared to ₹ 619.18 crore reported last year, Profit before tax (PBT) stands at ₹ **444.60** crore as compared to ₹ 458.93 crore last year and Profit after tax stand at ₹ **328.86** crore as compared to ₹ 335.28 crore last

year, registered a slender fall of 5.37%, 3.12% and 1.91% in EBITDA, PBT and PAT over the last Financial year 2022-23.

The said sustained performances are based on the improvement in the operational performance supported by higher cost efficiency, better product mix and better contribution of Lighting business, thereby leading to sustained profitability and improvement in liquidity position.

With deeper market penetration in rural and semi-urban markets with diversified product profile, nationwide marketing network, established brand name, experienced management brings overall synergy and greater integration.

The Company's trusted brands backed by own production facilities and through adoption of latest technology, operational efficiency, excellent customer service and launch of innovative and diversified

BOARD'S REPORT (Contd.)

products in the market will add a fillip to the revenues with improved profitability in both the segments.

Consolidated Financial Highlights:

The Company has a sole wholly-owned subsidiary company namely **SURYA ROSHNI LED LIGHTING PROJECTS LIMITED**, which was incorporated as Special Purpose Vehicle (SPV). In the fiscal year under review, the revenue from operations of the Group is ₹ **7,809.27** crore as compared to ₹ 7,996.71 crore last year registered a slight fall of 2.34% EBITDA was ₹ **586.31** crore as compared to ₹ 619.51 crore last year registered a fall of 5.36%, Profit before tax stands at ₹ **444.99** crore as compared to ₹ 459.25 crore last year, decreased by 3.11% and Profit after tax stands at ₹ **329.16** crore as compared to ₹ 335.52 crore last year registered a trim fall of 1.90%.

TOTAL DEBT FREE: Through consistent efforts over the past few years, today, the Company have become a **Totally Debt Free Company** with cash surplus of ₹ **65.81** crore as on 31st March, 2024.

STEEL PIPES & STRIPS

The Steel pipes are primarily used for transporting fluids, such as water, oil, & gas and are manufactured using low-carbon and alloy steel. They play a crucial role in the downstream, upstream, and midstream processing of petroleum and crude oil. Factors such as yield strength, ductility, pressure rating, and inside diameter are pivotal in their selection.

India has become the world's 2nd largest Steel producer. Steel Pipe Industry continues to have a strong demand in traditional sectors such as construction, housing, transportation, agriculture, boring, firefighting, Infrastructure, Oil & Gas sector and river interlinking etc. Various steps have been taken by the Government of India to boost steel production, consumption and exports.

The Oil & Gas sector plays a pivotal role in India's economy, influencing decision-making across various sectors. The country's economic trajectory is intricately linked to its energy requirements, with forecasts suggesting a doubling of oil demand by 2045. As the oil & gas industry continues to evolve, steel has become even more effective and reliable due to advances in technology. Today, steel pipes are specifically designed for use in the oil & gas industry for transportation of crude oil, and natural gas.

The Government's initiatives like Gati Shakti, the National Infrastructure Pipeline (NIP), and the

National Investment and Infrastructure Fund (NIIF) aim to streamline infrastructure planning and funding. Moreover, they facilitate the development of roads, railways, airports, ports, mass transport, and waterways.

The Government's has also initiated various sustainable water management initiatives. These include AMRUT, PMKSY, the Namami Gange Programme, Jal Shakti Abhiyan, the National Groundwater Management Improvement Scheme, and the Atal Bhujal Yojana. Additionally, the Jal Jeevan Mission aims to provide Functional Household Tap Connection (FHTC) to every rural household, ensuring a safe and adequate drinking water supply in rural India.

Surya being the largest exporter of ERW pipes and largest producer of ERW GI Pipes in India. manufactures ERW Steel pipes (GI Black, Hollow Section), API & Welded pipes, Spiral, 3LPE Coated pipes & CR strips having wide applications of its products in Agriculture, Infrastructure, Oil & Gas and Construction sectors. The Company products are approved by API (American Petroleum Institute) for Oil & Gas sector.

The Company has established in the year 2010 its Anjar unit on 92 Acres are which is in close proximity to Kandla and Mundra port provides strategic advantage in exports and imports. The unit exports more than 70% of its production. The unit has successfully manufactured API 5L X - 70 PSL2 Grade pipe for Oil & Gas Industry. The Company has also established in the unit, world's one of the best 3LPE Coating facility having latest technology from Selmer, Netherland with an installed capacity of 27,50,000 Sq. mtr. for External and 11,00,000 Sq. mtr. Internal Coating for pipes ranging from 4" to 64" diameter.

With the established 3LPE Coating line, the Company is benefited by higher capacity utilisation of its existing Spiral and ERW API Pipes facilities with increase in the share of high value added pipes and achieve savings in logistic & coating charges. This shall further be leveraging the presence of the Company in the domestic as well as Global 3LPE Coated Steel Pipes for Oil and Gas (including CGD) sector, leading to further improvement in growth of the Company. The Company further plan to manufacture pipes of up to 130 inches, at its plant.

The state-of-art imported mill for manufacturing of Heavy Structural Hollow Square / Rectangular

BOARD'S REPORT (Contd.)

Section Steel Tubes (up to 300 * 300 mm) of sizes > 6 mm to 12 mm with Direct Forming Technology (DFT) set-up at Malanpur, near Gwalior (M.P.) with an installed capacity of 36,000 MTPA in April, 2022.

The DFT technology paves an innovative route of high tech designed methodology to produce ERW Structural Pipes and also enabled to improve company's value added offerings of large diameter heavy structural pipes at economies of scale. In Direct Forming Technology (DFT), company earlier manufacture pipes of 150*150 mm diameter and now have successfully undertaken trial to manufacture pipes of 132*132 mm diameter during the year. With the operation of the new technology (DFT), the Company will be immensely benefitted as good demand is foreseen from the domestic and export front to which it caters.

The wide acceptance of Company's steel pipe products is evident with its expanding market share and brand preference. As world-class quality products of the Company are being sold by 250 dealers and 21000 retailers across India and are also being exported to more than 50 countries across the globe namely UAE, Australia, Egypt, EU, Canada, U.S etc.

The Company, continue to maintain its supremacy in the domestic market and is now at par with all the leading Global pipe manufacturers in terms of supplying high quality of API line pipes with internal & external coating. Different types of coating like 3LPE, 3LPP, FBE (single & dual layer) and internal epoxy coating are carried to safeguard the pipe from rusting and also increases the life of the pipe. Different other pipes specifications such as EN, BS, AUSTRALIA & ASTRA GRADE are also manufactured by the Company.

The year under review has been characterised by notable market volatility, driven by heightened attention to inflation management, amid ongoing repercussions stemming from the Russia-Ukraine conflict, which has led to global economic slowdown. The Indian domestic market has largely remained decoupled, which has enabled us offset subdued export growth with healthy tailwinds in domestic demand. Despite an overall challenging economic environment, the segment reported a satisfied performance during the year.

The Revenue of the segment stands at ₹ **6,241.78** crore in 2023-24 as compared to ₹ 6,451.88 crore

during 2022-23 registered a slight fall of 3.26%, mainly on account of slowdown in demand of high-value added products, which was marginally offset by better sales in all other segments of pipes. The reduction in steel prices during the year was offset by a good volume growth of about 6% during FY 2023-24. However, with muted demand, the EBITDA was declined by 12.32% and stands at ₹ **435.88** crore in 2023-24 as compared to ₹ 497.17 crore in 2022-23. The EBITDA per ton stands to ₹ 5,401 in 2023-24 as compared to ₹ 6,496 per metric ton last year. The cash profit and Profit Before Tax (PBT) stands to ₹ **414.02** crore and ₹ **325.42** crore respectively as compared to ₹ 457.41 crore and ₹ 368.86 crore reported in 2022-23.

The order book particularly the value added products such as API coated pipes and exports continued to grow despite resurgence in export. The Company recently received EPD (Environmental Product Declarations) certification for all products, which is mandatory requirement for customers in export markets, especially in Europe. The Company also got registered during the year in the Neom city which is a new urban area planned by Saudi Arabia. The registration will enable the Company to supply its pipes for new city projects in the Neom – from where the Company is having active enquiries for supply.

The Company, have also introduced new diameter pipes ranging from 8 to 12 inches in addition to current offering of upto 6 inches pipes in the Middle East market. In addition to its existing market presence, the Company has successfully strengthened its foothold in the Canadian market for large-diameter section pipes, solidifying its position within this segment further.

CONCLUSION

The Steel pipes and strips performance during the year under review looks promising with higher contribution from value added products viz. API, GI Pipes and Exports, which will continue to drive improvement in EBITDA margins. The Company is well-positioned to leverage the ample opportunities. With the Company's existing capacities for GI pipes and robust presence in rural regions of India, it is well-positioned to capitalise on this growth potential.

Through continuous focus on value added product, cost optimisation, manpower cost, electricity, logistic and other manufacturing cost along with operating efficiencies, the growth pendulum of the segment witnessed in the positive direction. With Government

BOARD'S REPORT (Contd.)

thrust on projects like increasing the share of gas in energy mix, City Gas Distribution network, improved focus on domestic water segment, irrigation projects, 'Har Ghar Jal' scheme etc. will be benefiting the Company as it has immense infrastructure already built in terms of large scale manufacturing facilities and wide spread distribution network.

LIGHTING & CONSUMER DURABLES

The market for lighting fixtures and luminaires has undergone a significant transformation in recent years, as highly energy-efficient LED lights is increasingly popular choice for both residential and commercial use.

During 2023-24 the Company registered Consolidated Revenue from operations of ₹ **1571.94** crore as compared to ₹ 1,545.17 crore in 2022-23 an increase of 1.73%. The EBITDA and Cash Profit have registered a growth of **22.95%** and **26.43%** and stands to ₹ **150.42** crore and ₹ **148.24** crore respectively in 2023-24 as compared to ₹ 122.34 and ₹ 117.25 crore achieved in 2022-23. The Profit before tax stood registered an increase of **32.28%** and stands at ₹ **119.57** crore as compared to ₹ 90.39 crore achieved in 2022-23.

In-spite persistent price deflation which impacted revenue growth, company through its diligent cost actions ensure good growth in EBITDA margins. Professional Lighting and many categories in Consumer Durable space delivered excellent growth. Company introduced many new products around the year and continued working on quality, cost and supply chain excellence for existing products.

OVERVIEW, AND ACHIEVEMENTS IN 2023-24

LIGHTING

Surya Roshni ventured into Lighting in 1984, and has successfully transitioned over the last few years from being one of the clear market leaders in Conventional Lighting to becoming one of the leading LED Lighting player.

Surya is engaged in the manufacturing and sales of Conventional Lighting and energy-efficient LED Lighting (LED Bulbs, LED Battens, LED Tubes, Downlighters and other Luminaires) in the Consumer segment, and advanced Smart LED products for the Street Lighting, Infrastructure, Industry, Office and Retail Segments in the Professional segment. Façade Lighting and Solar Lighting are big growth areas for the Company.

Over the years, Surya is recognised as a trusted and experienced brand in both B2C and B2B categories. The Company has state-of-the-art manufacturing facilities at Kashipur (Uttarakhand) and Malanpur near Gwalior (Madhya Pradesh). It also has an advanced R&D Centre and NABL certified lab which is known as Surya Technology & Innovation Centre (STIC) at Noida.

Some of the key achievements for Lighting & Consumer Durables in 2023-24:

- Professional lighting grew approximately 20% and has a robust order book.
- Some of the categories like Fans, Water heater, Room heater, Iron, Kitchen Appliances, Downlighter, Festival lighting products grew in double digits and delivered excellent performance.
- With continuous work on design, Quality and manufacturing excellence, Cost related to warranty of LED Products has seen a significant reduction and is now one of the best in the industry.
- Both Lighting Plants met its productivity targets through numerous automation and improvement projects.
- Sales, Marketing activations and new products in all categories has supported in mix improvement of Premium portfolio.
- Greater thrust on advertising and marketing activities to enhance market share and brand visibility. Increased dealer and distributor engagement through various initiatives.
- Company has invested in improving its product visibility through packaging, dummies and key product display at more than 20,000 key retailers. Company also created innovative merchandise for creating brand shout-out from within more than 100,000 small electrical stores

The Company has won number of projects like NCRCT-RRTS Namoo Bharat Metro, DDA Vikas Minar, Atal Setu, Sanwariya Seth Temple, Sabarmati HSR Terminal Façade. We are now an approved make in most Central, State Government authorities, PSUs, EPCs and at many Electrical consultants.

PLI Scheme

The Indian Government's Production-Linked Incentive (PLI) scheme for white goods is a significant step towards enhancing the global competitiveness of

BOARD'S REPORT (Contd.)

Indian air conditioner and LED lighting manufacturers. The scheme provides incentives to manufacturers who meet certain production targets.

The objective of the scheme is to encourage companies to increase their production capacity and invest in research and development to design new and innovative products. This, in turn, is expected to boost local manufacturing and sourcing of components and create employment opportunities in India.

The Company's capex under the PLI scheme is ongoing as per schedule and as incremental criteria had been fulfilled, PLI scheme claim for the 1st Year period has been received. The Company remains committed to further bring down the cost, which will enable the Company to offer high quality products

Our investment towards PLI scheme has not only bolstered our competitive position, but also facilitated a successful integration of our operations, resulting in enhanced operating performance.

FUTURE PROSPECTS

STEEL PIPES & STRIPS

The Indian economy is currently experiencing robust growth, showcasing resilience amid global economic uncertainties. Projected to grow at 7.2% in FY 2023-24, this marks the third consecutive year of over 7% growth, highlighting the economy's strong performance.

The Indian steel pipes and steel tubes market has exhibited robust growth, with its size estimated at USD 32.88 billion in 2023 and projected to reach USD 37.69 billion by 2030, registering a CAGR of 6.43% during the forecast period. Indian economy, gradually become a preferred location for global manufacturing in medium to long term, shall make the Company more competitive considering its strong brand presence, Pan India operations and extensive dealer network mainly in rural and semi-urban areas.

India has become the global pipe manufacturing hub primarily due to the benefits of its lower cost, high quality and geographical advantages. The global accreditations and certifications that the Indian companies possess have made them preferred suppliers for many leading Oil and Gas companies in the world and particularly those in Middle East, North America, Europe and Canada.

Surya is the largest ERW GI pipe manufacturer and the largest exporter of ERW pipes in India. Surya continuously assess the requirement of its customers and develop the products accordingly. Surya has

good presence in Fire Fighting, Agriculture, Section and API pipes required for infrastructure, household plumbing uses and Oil & Gas sector.

The Company has also invested to modernise its existing cold rolling plant at Bahadurgarh facility. Once the process of modernisation completed in FY25, the production capacity of the Cold Rolled plant will have enhanced to 1,50,000 M.T per annum, thus attain better surface quality and shape of material and will also meet the closed thickness tolerance for some main segments like stamping, cycle rim and able to add some wider auto stacking stamping as per market requirements.

The Company, a leading player in the steel pipes market, is well-positioned to benefit from the growing demand for steel pipes in the oil & gas segment. The Company offers a range of products, including API, 3LPE coated, and spiral pipes, to meet this demand. Additionally, the Company has established itself as a premium provider of high-quality products to the City Gas Distribution (CGD) sector.

The Company continue to maintain positive export momentum of its value-added products, particularly API pipes, to various regions including Middle East, Europe, and Australia, despite facing geopolitical challenges. The Company intends to increase its market share in GP pipes by participating in the Government's 'Jal Jivan Mission'. Furthermore, the Company anticipates that there will be a demand for higher thickness and higher gauge material in India which in turn, will lead to a peak in demand for the DFT-based pipes in the coming period. In addition, the Company plans to cater to the 'inch-to-inch' pipes market in Canada and the US, resulting in incremental exports for the Company. Further, various schemes and projects which are held up on account of General elections 2024 will provide a big push and lead to the resurgence and growth of demand for steel pipes and related products.

Government Initiatives

The Central Government **Aatma Nirbhar Bharat Abhiyaan** provides ample emphasis to rural India, agriculture, manufacturing and exports. The growth in rural India is expected to be higher than urban in future. As company's major sale comes from rural, semi urban & from exports and therefore, going forward the segments of the Company shall bring healthy growth.

BOARD'S REPORT (Contd.)

"Har Ghar Jal" – Piped water for all

Surya remains optimistic on high attention from the policy makers on future availability of drinking water and expansion of the piped drinking water for all. By an estimate, India is home to 18% Global Human Population with approximately 4% of Global Fresh Water resources. The lack of access to potable water is a serious health risk for millions of people, especially in rural areas. The Government's efforts to provide piped water to every household under the 'Jal Jeevan Mission' is a positive step in this direction. Nonetheless, it is of critical importance to prioritise the sustainability of the water supply and avoid further burdening the already over-utilised water resources.

Approximately 14.67 crore (76.04%) rural households have tap water supply and rest 23.96% of households are targeted to have FHTC in 2024 which is approx. 4.62 Crore households. With the total estimated requirement of GI pipes envisaged under Jal Jeevan Mission scheme stands at approx. 15,00,000 M.T. for supplies till 2024, Surya, leading manufacturer of GI Pipes with capacity of 3.60 lakh M.T. will be immensely benefited due to its Pan India presence with the state of art plants which provide benefits with savings in logistic cost.

Surya Roshni is well-positioned to leverage the opportunities within the water segment. Its existing capacities for GI pipes and a robust presence in the rural regions of India are set to enable the Company chart a strong growth trajectory.

BRAND VISIBILITY

Looking to the brand image of "**Prakash Surya**", the demand & supply scenario in Indian markets, the Company manufactures a diverse range of steel pipe products for various rapidly growing sectors, such as construction, infrastructure, oil & gas, water, and agriculture. The state-of-the-art manufacturing facilities, located in Haryana, Gujarat, Madhya Pradesh, and Andhra Pradesh, enable it to meet the increased demand and explore new opportunities. Marketed under the 'Prakash Surya' brand, these products are exported to more than 50 countries, with a significant share going to the Gulf Cooperation Council (GCC) nations. With a strong B2C presence, the segment focusses on value-added products and has a well-established dealer and distributor network, particularly strong in Tier II and rural India. The Company's commitment to technology and

value enhancement, further strengthening its brand presence.

LIGHTING & CONSUMER DURABLES

In **Consumer Lighting**, the Company will continue its high growth momentum, and is focused on further improving its distribution and reach, across Urban, Semi-Urban and Rural India. There will be several New Product Launches, across LED Lamps, Battens and Downlighters, including Smart Lighting products. The new aged lighting and consumer durables also seen a healthy demand over years. The Company has successfully introduced a diverse range of new products, demonstrating its commitment to innovation and market expansion. This strategic move places the Company in a favourable and advantageous position to capitalise on these emerging trends and solidify its position in the market.

In **Professional Lighting**, the Company is further strengthening its Key Account Management, Projects and Design teams to drive a focused approach to its customers, and improve its project execution capabilities. There will be several New Product Launches, across segments, including sub segments where our market share is smaller. With private and government infrastructure expansion plans, this segment and this trend is expected to continue in FY25.

In **Consumer Durables**, within this segment, certain product categories experienced good growth, while others demonstrated relatively stagnant performance. However, Fans as a category is facing unique challenges because of the regulatory disruptions like mandatory labelling etc. However, the market acceptability of star labelled fans is finding good traction and we plan to continuously launch new products in this category. Within this segment, the Company has effectively unveiled a comprehensive assortment of novel products, thereby showcasing its unwavering dedication towards fostering innovation and augmenting its market reach.

With a very strong and trusted brand, consumer centricity and innovation at the core, strong focus on quality, extremely strong distribution, a wide product range across Lighting and Consumer Durables, aggressive and focused plans for the year, a capable and experienced Senior Management Team, disciplined Working Capital management and supportive Government initiatives like Aatmanirbhar Bharat and the PLI scheme, Surya is well placed for

BOARD'S REPORT (Contd.)

a great 2024-25. We are continuously training our personnel to boost productivity, increase quality in our operations team, and create a high-efficiency ecosystem backed by our backward integration and in-house research and development.

BRAND VISIBILITY

Surya reaches out to more than 300,000 retailers across the country. The Company has strategically allocated additional resources towards advertising and marketing initiatives in order to bolster its market share and strengthen its brand visibility.

RESEARCH AND DEVELOPMENT CENTRE

Surya Roshni has emerged as a prominent player in the Indian lighting industry. This journey towards becoming a market leader in the Indian lighting industry has been guided by strategic management, robust marketing strategies, efficient production processes, and a steadfast commitment to innovation in LED products and technologies. The pivotal role played by the Surya Technology and Innovation Centre (STIC) cannot be overstated in this success story.

STIC has been at the forefront of research and development, creating LED lights with cutting-edge features that set them apart in the market. The centre has allocated significant resources to mechanical, electronics and optical development, ensuring that the products meet the highest standards of manufacturing and quality. The expertise of the designers and engineers guarantees that company lights not only look impressive but also perform optimally.

The products designed and developed by STIC cater to both commercial and professional lighting segments, offering a wide range of indoor and outdoor solutions. The Company has developed luminaires with programmable drivers, smart controls for the luminaires and several other innovative features. The Company continuously working on developing smart products for both commercial and professional lighting segments to stay aligned with market trends.

The Company has received design registration for a Highbay Luminaire during the year which has been developed in-house. It gives credibility and confidence not only to the design team but also provides strong support to company's Marketing team.

The Company's commitment to quality is evident through its rigorous testing processes, including mechanical, electrical, and safety tests conducted before production. STIC boasts of NABL accredited Photometric and Electrical Testing Laboratories, equipped with state-of-the-art instruments for measuring light distribution, illuminance, luminous flux, colour temperature, colour rendering index and for performing Surge test, Immunity test, HV, IR, Leakage Current measurement, Switching Cycle Test, Thermal Test, Endurance test, Humidity test along with Ingress protection and Impact protection tests.

Furthermore, STIC has been recognised as an R&D Centre by the Department of Scientific & Industrial Research, Ministry of Science & Technology. This recognition is a testament to company's commitment to innovation and excellence.

In essence, STIC empowers Surya Roshni to deliver the most energy-efficient, safe, reliable, and eco-friendly lighting solutions. Through the unwavering focus on research, design, and development, company contribute significantly to a greener India and a brighter future.

OUTLOOK

During the year, the Company become larger and stronger with its continuous cost reduction, overhead rationalisation, value added products and creating demand for different applications of its products. With strong emphasis of Government on **Aatma Nirbhar Bharat Abhiyaan and Vocal for Local and PLI Scheme for LED Lighting Products / Components**, higher demand from agriculture, manufacturing, exports and from rural India is expected in future. As company's major sale comes from rural, semi urban & exports and therefore, going forward, both the segments of the Company shall be performing well. With both short term and long term strategies in place, the Company aligned its resources to the needs of the industry and customers to achieve its future goals.

Surya Roshni's strong dealer and distribution network has enabled the Company to reach customers across the country, particularly in Tier - II, Tier - III cities, and rural areas. It has consistently generated value for its stakeholders through its strong brand equity, robust quality, continuous innovations, sound financials, seamless operational efficiency, and prudent management.

BOARD'S REPORT (Contd.)

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

As per the provisions of Section 134(3)(l) of the Companies Act, 2013 (hereinafter referred as "the Act" in this report), no material changes or commitment affecting the financial position that have been occurred between the end of the financial year of the Company to which the financial statements relate to the date of this report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the year under review.

4. GENERAL RESERVES

The Company has transferred an amount of ₹ 34 crore out of profit for the year to General Reserve.

5. DIVIDEND

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) (hereinafter referred as "Listing Regulations" in this report), the Company has Dividend Distribution Policy which is available on the Company's website at the following link:

<https://surya.co.in/wp-content/uploads/2022/05/Dividend-Distribution-Policy.pdf>



The Board considering the Company's performance and financial position for the year under review, recommended a final dividend pay-out of ₹ 2.50 per equity share for the year ended 2023-24 subject to approval from the shareholders at the ensuing AGM and shall be subject to deduction of Income Tax at Source (TDS). This takes the total dividend pay-out for the current financial year to ₹ 5.00/- (including Interim Dividend of ₹ 2.50/-paid in November, 2023). The outflow on account of final equity dividend will be ₹ 27.20 crore.

6. BOARD MEETINGS:

Under the Law, the Board of Directors must meet at least four times a year, with a maximum time gap of 120 days between any two meetings to consider amongst other business, the quarterly performance

of the Company and financial results. The Board meetings of the Company are held during the financial year 2023-24 in compliance to the provisions of the Act and Listing Regulations.

During the last financial year, the Board met four times, on 27th April, 2023; 11th August, 2023; 2nd November, 2023 and 8th February, 2024.

For further details, please refer to the Corporate Governance Report.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Re-appointment of Director to Retire by Rotation:

As per Article 77(ii) of the Articles of Association of the Company, Mr. Raju Bista (DIN – 01299297) retire by rotation and, being eligible, offer himself for reappointment.

Re-Appointment

• Managing Director

The Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting on 11th August, 2023 has reappointed Mr. Raju Bista having DIN -01299297 as the Managing Director of the Company w.e.f. 11th August, 2023 for a period of 5 years, which was subsequently approved by the shareholders at the Annual General Meeting held on 15th September, 2023 as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

• Whole time Director

The Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting on 11th August, 2023 has reappointed Mr. Kaustubh Narsinh Karmarkar DIN -00288642 as the Whole-time Director of the Company w.e.f. 10th August, 2023 for a period of 5 years, which was subsequently approved by the shareholders at the Annual General Meeting held on 15th September, 2023 as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD'S REPORT (Contd.)

Re-Appointment of Independent Director for 2nd term.

The Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting on 11th August, 2023 has reappointed Mr. Sunil Sikka (having DIN -08063385) as an Independent Director for a second term of five consecutive years w.e.f 28th September, 2023 to 27th September, 2028, which was subsequently approved by the shareholders at the Annual General Meeting held on 15th September, 2023 as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Change of Key Managerial Personnel (KMPs)

As per the provisions of section 203 of the Companies Act, 2013, following officials as named below are Key Managerial Personnel of the Company during the year under review.

Name of the Official(s)	Key Managerial Personnel (KMPs)
Mr. Raju Bista	Managing Director
Mr. Vinay Surya	Managing Director
Mr. Bharat Bhushan Singal	CFO & Company Secretary
Mr. Jitendra J Agrawal	C.E.O – Lighting & Consumer Durables
Mr. Tarun Baldua [^]	Ex- ED & CEO – Steel Operations

[^]Resigned from the services of the Company and relieved on the close of business hours on 30th November, 2023.

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

All the Independent Directors of the Company have been registered in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). Further, in terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors have passed or were exempted to undertake online proficiency self-assessment test

conducted by the IICA. However, Mr. Naresh Agarwal, Independent Director appointed on 4th November, 2022 have to undergo proficiency self-assessment test within the prescribed time frame.

In the opinion of the Board, all independent directors possess strong sense of integrity and having requisite experience, qualification and expertise required for their role and independent of the management. For further details, please refer corporate governance report.

9. COMPOSITION OF AUDIT & OTHER COMMITTEES

The Audit Committee comprises of four Directors. The names along with categories of the members at the meeting was as follows:

Names of the Members	Director Identification No.	Category
Mr. TaraShankar Bhattacharya	00157305	Chairman : Independent – Director
Mr. Surendra Singh Khurana	02126149	Member : Independent – Director
Mr. Vinay Surya	00515803	Member : Managing Director
Mr. Sunil Sikka	08063385	Member : Independent – Director

All members of audit committee are financially literate and have accounting and related financial management expertise. Detailed information pertaining to the Audit Committee has been provided in the Corporate Governance Report.

Nomination and Remuneration Committee

The composition of the Committee is as follows:

Name	DIN	Position	Category
Mr. Surendra Singh Khurana	02126149	Chairman	Non-Executive, Independent
Mrs. Urmil Agarwal	00053809	Member	Non-Executive, Non-Independent
Ms. Suruchi Aggarwal	09501245	Member	Non-Executive, Independent

Detailed information pertaining to the Nomination and Remuneration Committee has been provided in the Corporate Governance Report.

BOARD'S REPORT (Contd.)

Remuneration Policy

Remuneration Policy as framed by the Committee and approved by the Board keeping in view the provisions of Section 178 of the Act and Regulation 19 read with Part D Clause A of Schedule II of Listing Regulations. The policy inter alia provides for the following:

- attract, recruit and retain good and exceptional talent;
- list down the criteria for determining the qualifications, positive attributes and independence of the directors of the Company;
- ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective, excellence in their performance;
- fulfil the Company's objectives and goals, including in relation to good corporate governance, transparency and sustained long term value creation for its stakeholders.

The said policy is available on the website of the Company and can be accessed at the following link:

https://surya.co.in/wp-content/uploads/2022/06/NRC-Revised-Policy_19.05.2022.pdf



Stakeholder's Relationship Committee

Composition / Name of Members and Chairperson

The Committee headed by Mr. Sunil Sikka (Non-executive – Independent Director) has the mandate to review and redress stakeholder grievances. The Composition of the committee is as follows:

Name	DIN	Position	Category
Mr. Sunil Sikka	08063385	Chairman	Non-Executive, Independent
Mr. Raju Bista	01299297	Member	Managing Director
Mr. Surendra Singh Khurana	02126149	Member	Non-Executive, Independent

Detailed information pertaining to the Stakeholder's Relationship Committee has been provided in the Corporate Governance Report.

Risk Management Committee

The Committee is, inter-alia, responsible to formulate the detailed risk management policy by identifying the internal and external risks faced by the Company including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risk, measures for risk mitigation, business continuity plan. The committee regularly review the methodology, processes and systems to monitor and evaluate risks associated with the business of the Company and proper implementation of the risk management policy. The committee kept updated the board of directors about the nature and content of its discussions, recommendations and actions to be taken.

Composition / name of members and chairperson

The Committee headed by Mr. Sunil Sikka (Non-executive – Independent Director) discharged the role and responsibilities as specified in Part C of Schedule II of the Listing Regulations as amended from time to time.

The Composition of the committee is as follows:

Name	DIN	Position	Category
Mr. Sunil Sikka	08063385	Chairman	Non-Executive, Independent
Mr. Vinay Surya	00515803	Member	Managing Director
Mr. Kaustubh N Karmarkar	00288642	Member	Whole-time Director
Mr. Tarun Baldua [^]	-	Member	ED & CEO (Steel Operations)

[^]Resigned from the services of the Company and relieved on the close of business hours on 30th November, 2023.

Detailed information pertaining to the Risk Management Committee has been provided in the Corporate Governance Report.

10. WHISTLE BLOWER POLICY (VIGIL MECHANISM) :

As per the provisions of Section 177(9) & (10) of the Act read with 4(2)(d)(iv) of Listing Regulations, the Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a Whistle Blower Policy (Vigil mechanism) wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct, actual or suspected fraud

BOARD'S REPORT (Contd.)

or violation of the Company's code of conduct or ethics policy to the nodal officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Company will oversee the mechanism through the Audit Committee and no personnel have been denied access to the Audit Committee. The Whistle Blower policy of the Company has been posted on the website of the Company at the following link: <https://surya.co.in/wp-content/uploads/2022/05/162928-whistle-blower-policy.pdf>



11. DIRECTORS RESPONSIBILITY STATEMENT – IN PURSUANCE OF SECTION 134(5) OF THE COMPANIES ACT, 2013 :

The Board of Directors of the Company confirm that:

- in the preparation of the annual accounts for the financial year ending 31st March, 2024, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgements 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 ending 31st March, 2024 and of the profit of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a "going concern" basis;
- the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Details in respect of frauds reported by auditors under section 143(12) of the Act:

During the year under review, no instances of any frauds were reported by the Statutory Auditors to the Audit Committee or the Board under section 143(12) of the Act.

12. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year, Company has a sole non-listed Indian Wholly-Owned Subsidiary namely SURYA ROSHNI LED LIGHTING PROJECTS LIMITED (CIN-U31200DL2019PLC344720) having an authorised capital of Rupees Five Crore and paid-up capital of Rupees Three Crore eighty five lakhs as a Special Purpose Vehicle (SPV).

A statement providing details of performance and salient features of the financial statements of the Subsidiary company as per Section 129(3) of the Act, is provided in AOC-1 as **Annexure I** to this Report. Further during the year under review, no company have become / ceased to be our Subsidiary / Joint Venture/ Associate Company.

In accordance with the provisions of the Act and Listing Regulations read with Ind AS-110- Consolidated Financial Statement, the consolidated audited financial statement forms part of the Annual Report.

13. ANNUAL RETURN:

As per the provisions of section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, a copy of Annual Return (2023-24) has been placed on the website of the Company and can be accessed at following link: <https://surya.co.in/investor-relations/investor-information/#annual-return/>



14. AUDITORS AND AUDIT REPORT:

STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Act, the members at the Annual General Meeting ("AGM") of the Company held on 21st September, 2022 had re-appointed M/s Ashok Kumar Goyal & Co, Chartered Accountants (firm registration No. – 002777N) as

BOARD'S REPORT (Contd.)

Statutory Auditors of the Company for the second term to hold office for five years from the conclusion of 49th AGM till the conclusion of 54th AGM.

The Statutory Audit Report for the year 2023-24 does not contain any qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors.

APPOINTMENT OF OTHER AUDITORS

COST AUDITOR

The Company has maintained accounts and records as specified under sub-section (1) of 148 of the Act read with Companies (Audit & Auditors) Rules, 2014.

Pursuant to Section 148 of the Act, the Board has appointed M/s R. J. Goel & Company (a Cost auditor firm) as Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2023-24. M/s R.J. Goel & Co., have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years. The Cost Audit Report of the Company for the Financial Year ended 31st March, 2024 will be filed with the MCA.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, appropriate resolution will form part of the Notice convening the AGM. The approval of the members is sought for the proposed remuneration payable to the Cost Auditors for the Financial Year ended 31st March, 2025.

SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s PI & Associates (PR No. 1498/2021), a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report for the financial year ended 31st March, 2024 is annexed herewith and marked as **Annexure II** to this report. The Secretarial Audit Report(s) is self-explanatory and does not contain any qualification, reservation or adverse remark.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Information on Conservation of Energy, technology absorption, foreign exchange earnings and outgo, is required to be given pursuant to the provisions of section 134 of the Act, read with the Companies

(Accounts) Rules, 2014 are annexed hereto and marked as **Annexure – III** and form part of this report.

16. DETAILS RELATING TO DEPOSITS

The Company has not accepted deposits under Chapter V of the Act. At the close of the year no amount is lying unpaid / unclaimed of any depositor for payment with the Company.

17. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year under review, there were no significant and material orders passed by the regulators or courts or Tribunals, which may impact the going concern status of the Company and its operations in future.

18. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

SURYA, Internal financial controls with reference to the financial statements are adequate and operate effectively and ensures orderly and efficient conduct of its business including adherence to its policies, safeguard its assets, prevent and detect frauds and errors, maintain accuracy and completeness of its accounting records and further enable it in timely preparation of reliable financial information. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

The Company is having an independent Internal Audit Department assisted by external professionals for assessing and improving the effectiveness of internal financial control with reference to financial statements and governance. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

As per the provisions of section 186(4) read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the Standalone Financial Statement (Please refer Note 6 and 46 to the Standalone Financial Statement).

20. RISK MANAGEMENT POLICY:

In line with the provisions of Section 134(3)(n) of the Act and Regulation 17(9) of Listing Regulations, the

BOARD'S REPORT (Contd.)

Risk Management Policy (referred to as RMP Policy) has already been formulated by the Risk Management Committee. The Policy aimed to develop an approach to make an assessment and management of the risks in financial, operational and project based areas in a timely manner. The main objectives of the Risk Management Policy are:

- To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimised and managed.;
- To protect brand value through strategic control and operational policies;
- To establish a framework for the Company's risk management process and to ensure company-wide implementation;
- To ensure systematic and uniform assessment of risks related with different functions of the Company;
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

Detailed information pertaining to the same has been provided in the Management Discussion and Analysis (MDA) to the Report and therefore not repeated, to avoid duplication.

21. CORPORATE SOCIAL RESPONSIBILITY POLICY:

To attain Company's Corporate Social Responsibility objectives, Board has constituted Corporate Social Responsibility Committee (referred to as "CSR Committee") as per the provisions of Section 135 of the Act.

Composition / Category / Name of Members and Chairperson

The Corporate Social Committee comprises of four Directors. The names along with categories of the members at the meeting was as follows:

S. No.	Name	Category	Designation
1	Ms. Suruchi Aggarwal	Chairperson	Independent Director
2	Mr. Jai Prakash Agarwal	Member	Executive Chairman
3	Mr. Raju Bista	Member	Managing Director
4	Mr. Kaustubh Narsinh Karmarkar	Member	Whole-time Director

During the last financial year two CSR Committee meetings were held on 27th April, 2023 and 11th March 2024.

To attain the objectives of Corporate Social Responsibility in a professional and integrated manner CSR Committee framed the Corporate Social Responsibility Policy of the Company in line with Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

"Surya Roshni Limited CSR Policy" framed as per the provisions of Section 135 and Schedule VII of the Act, describes and contains the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines, process and mechanisms for undertaking socially useful programmes for welfare and sustainable development of the community at large. The key objective is to eradicating hunger, poverty and malnutrition; Promoting health care; making available safe drinking water & Sanitation; Promoting education; enhancing vocational skills & livelihood enhancement projects; Women empowerment; Promoting of home and hostels for women and orphans; Reducing inequality faced by socially and economically backward groups; Animal welfare /animal care; Promoting Art & Culture; Contribution to Prime Minister Relief Fund; Rural development projects; and addressing environmental issues.

The detailed Corporate Social Responsibility Policy of the Company is available on the website of the Company at the following link: https://surya.co.in/wp-content/uploads/2023/08/Revised-CSR-Policy_27.04.2023-.pdf



The Company discharged its responsibilities mainly through Surya Foundation, a public trust, (a registered entity under Ministry of Corporate Affairs (MCA) vide Registration Number CSR00002663 for undertaking the CSR activities) established in 1992 with established track record of more than 30 years, to undertake CSR related activities.

The CSR projects or programs or activities undertaken by the Company as per the Company's CSR Policy in India only, which includes Rural Development Programme, Promoting Health Care including Preventive Health Care and any other project covered

BOARD'S REPORT (Contd.)

under Schedule VII of the Act. The CSR activities like personality development camp, Computer Training camp, Eye camp, Poshan Vatika, Go-Utpad Training Camp, Gram Gaurav Prog, Plantation of rural area, Sports tournament, Selai Kendra, Swastya Shiver etc. or any other activities covered under Schedule VII of the Act shall be carried on under '**Rural Development Programme**' (Adarsh Gram Yojana Project) and also undertake projects on Naturopathy, Health Camps under '**Promoting Health Care including Preventive Health Care**' and any other projects covered under Schedule VII of the Act. The Company prefer to take up projects for spending the amount earmarked for CSR at local areas and regions where the Company operates and on pan India basis.

During the year under review, Company spent ₹ 6.37 crore on corporate social activities being not less than two percent of the average net profits of the Company(s) made during the three immediately preceding financial years as required under the provisions of Section 135(5) of the Act. No amount was left unspent during the year under review on CSR activities.

Annual Report on Corporate Social Responsibility Activities of the Company for the financial year 2023-24 is annexed as **Annexure IV** to the Board's Report.

All expenses and contributions for CSR activities are made after approval from the Chairman of the CSR Committee, which are placed before the CSR committee. The Chairperson ensures that the expenses/contribution made are in compliance with the CSR Policy.

22. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the financial year ended 31st March, 2024, all the contracts or arrangements or transactions that were entered into with related party as defined under the Act, and Regulation 23 of Listing Regulations, were on an arm's length basis and were in the ordinary course of business. However, pursuant to Regulation 23(2) of Listing Regulations, prior approval of the Audit Committee was sought for entering into related party transactions.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company

had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions. Thus, disclosure in form AOC-2 is not required.

As per the requirements of section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Rule 6A of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Listing Regulations, revised policy on Related Party Transactions and also on dealing with Related Party Transaction has been framed, to ensure the proper approval and reporting of transactions between the Company and its Related Parties.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the following link:

https://surya.co.in/wp-content/uploads/2023/08/Revised-RPT-Policy_11.08.2023.pdf



Your Directors draw attention of the members to Note No. 49 to the Standalone financial statement which sets out disclosures on related parties and transactions entered into with them during the Financial Year under review.

23. PERFORMANCE EVALUATION:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause VII and VIII of Schedule IV of the Act and in compliance with Listing Regulations and other applicable regulations referred to as "Listing Regulations", Nomination and Remuneration Committee ("the Committee") has formulated "Nomination and Remuneration Policy" for performance evaluation of Independent Directors, Board, Committees and other Individual Directors.

As per the provisions of section 178(2) of the Act and Clause VII & VIII of Schedule IV of the Act read with Listing Regulations, Nomination and Remuneration committee carried out annual performance evaluation of Director's according to their roles and duties on the Board of the Company and in particular considered the following aspects -

BOARD'S REPORT (Contd.)

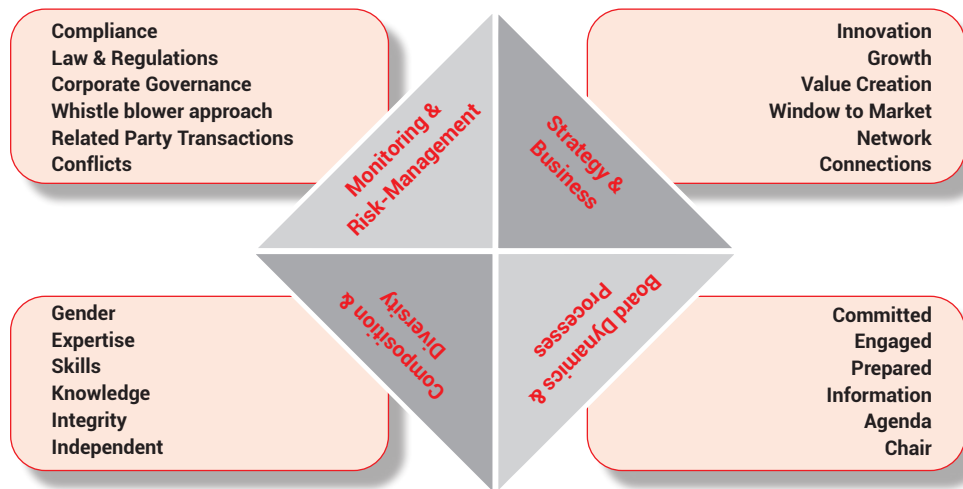
- The skills, relevant experience, expertise and personal qualities that will best complement the position;
- Potential conflicts of interest and independence;
- Detailed background information and performance track record;
- the ability to exercise sound business judgment;
- availability to attend Board and Committee meetings; and
- appropriate experience and/or professional qualifications.

The Company has devised a formal process for annual evaluation of performance of the Board, its Committees and Individual Directors including Independent Directors. The process provides that the performance evaluation shall be carried out on annual basis.

The performance and effectiveness of the Board can be measured by the following four dimensions as enumerated below:

- Quality of the monitoring and risk-management role
- Quality of strategic and other business related advice
- Board Dynamics and Board members' pro-active participation
- Board Composition and diversity.

The relevant matrix in respect to each dimensions are represented below:



A separate exercise was carried out to evaluate the performance of individual director including the Chairman and Non-Independent Directors and evaluate the Boards Performance, Board Committees performance by the Nomination and Remuneration Committee (NRC) and submit its recommendation for review at the Independent Directors meeting and performance of the individual independent directors by the Nomination and Remuneration Committee and submit its recommendation for review to the Board.

On the basis of the recommendation received from Nomination and Remuneration Committee in regard to performance evaluation of Non-Independent Directors including the Chairman of the Company and the Board

as a whole (including its Committees), Independent Directors at its meeting reviewed the -

- Evaluation of the Performance of the Non – Independent Directors and the Board as a Whole.
- Evaluation of the performance of the Board Committees including Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Committee of Directors.
- Evaluation of the Performance of the Chairman of the Company taking into account the views of Executives and Non-Executive Directors.

BOARD'S REPORT (Contd.)

- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The performance evaluation as carried out by the Nomination and Remuneration Committee and Independent Directors at their respective meetings were based on feed-back form received from Directors. Feed-back form carried a structured questionnaire prepared after taking into consideration various aspects of the Board's functioning and submit their report accordingly.

Based on the recommendations of the Nomination and Remuneration Committee, the Independent directors at their respective meetings held on 29th March, 2024 reviewed and evaluated the performance of Non-Independent Directors including the Chairman and further review and evaluate the Boards Performance, Board Committees performance and submit its report to the Chairman of the Company for assessment.

Pursuant to the provisions Section 134(3)(p) and Clause VIII of Schedule IV of the Companies Act, 2013 other applicable provisions of the Act and in compliance with the provisions of Regulation 17(10), 19 and 25(4) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017 on Guidance Note on Board evaluation (as amended), formal annual evaluation has been made by the Board after reviewing each and every parameter of Performance evaluation of Board as a whole, its Committees and that of every individual director (including Independent Directors) in detail and after taking into consideration the report submitted by the NRC and Independent Directors on performance evaluation, collectively submit Comprehensive Annual Evaluation Performance Report in regard to its own performance, its Committees viz. Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Committee of Directors and that of individual directors including its Chairperson, Managing Directors, Independent Directors and Non-independent directors accordingly. Directors expressed deep satisfaction with the entire performance evaluation process.

24. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

The Company has taken adequate steps to adhere to all the stipulations laid down in regulations 17 to 27, 46 and para C, D, E and F of Schedule V of Listing Regulations. A report on Corporate Governance is provided in **Annexure –V** and form part of this Report.

The Certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Listing Regulations read with Schedules, is attached to that report.

25. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As stipulated under the Listing Regulations, the Business Responsibility and Sustainability Report (BRSR) describing the initiatives taken by the Company from an environmental, social and governance perspective is enclosed and marked as **Annexure – VI**

26. BOARD DIVERSITY

The Company recognises and embraces the importance of a diverse Board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, industrial experience, age, ethnicity, gender which will help us to retain our competitive advantage. The Board as recommended by Nomination and Remuneration Committee has adopted the Board Diversity Policy which set out the approach to diversity of the Board of Directors.

27. GENERAL

i. EMPLOYEE STOCK OPTION SCHEMES

The Shareholders of the Company approved the SRL Employee Stock Option Scheme – 2018 for 8,00,000 ESOPs vide their Special Resolution dated 28th September, 2018 and **Surya Roshni Limited - Employee Stock Option Scheme – 2021** for 8,00,000 ESOPs vide their Special Resolution dated 19th June, 2021.

Disclosure with respect to Stock Options, as required under sub-rule 9 of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and under the specified Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat

BOARD'S REPORT (Contd.)

Equity) Regulations, 2021 ('the Regulations') as amended by Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available in the Notes to the Financial Statements and can also be accessed on the Company's website www.surya.co.in During the year, there has not been any change in the Company's Employee Stock Option Scheme. The scheme is in compliance with the Regulations.

Your Company's Secretarial Auditors PI Associates, certified the Employee Stock Option Schemes of the Company have been implemented in accordance with the Regulations and the resolutions passed by the Members in this regard.

ii. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has formed an Internal Committee to address complaints pertaining to sexual harassment in the workplace. The Company policy mandates prevention of sexual harassment and to ensure a free and fair enquiry process with clear timelines for resolution.

Your Directors state that during the year under review, there was no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

iii. As per the Listing Regulations, the compliance certificate from Managing Directors and Chief Financial Officer is given and marked as **Annexure – VII** to this report.

iv. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.- **Nil**

Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – **Nil**

v. During the year under review, the Company has made sub-division / stock split of its existing 1 (one) Equity Share of the face value of ₹ 10/- each fully paid up (ISIN – INE335A01012) into 2 (two) equity shares of the face value of ₹ 5/- each fully paid-up (ISIN – INE335A01020) and w.e.f. 6th October, 2023, the shares of the Company having ISIN – INE335A01020 are effectively traded at the Stock exchanges (BSE and NSE) where the shares of the Company are listed.

28. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) read with rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is enclosed as per **Annexure VIII**.

29. ACKNOWLEDGEMENTS

The Board places on record their appreciation for the continued support from Financial Institutions, Bankers, Central and State Government Bodies, Legal Advisers, Consultants, Dealers, Retailers, other Business Constituents and Investors.

The Board also wish to place on record once again, their appreciation for the contribution made by the workers, staff and executives at all levels, to the continued growth and prosperity of the Company. The overall industrial relations remained cordial at all the establishments.

for and on behalf of the Board of Directors

Place: New Delhi
Dated: 14th May, 2024

J P AGARWAL
Chairman
DIN- 00041119

ANNEXURE-I TO BOARD'S REPORT

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures.

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ in lakhs)

1.	Sl. No.	1
2.	Name of the Subsidiary	SURYA ROSHNI LED LIGHTING PROJECTS LIMITED (CIN –U31200DL2019PLC344720)
3.	The date since when subsidiary was acquired	21 st January, 2019
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
5.	Reporting currency and Exchange rate as on last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
6.	Share Capital	385.00 (38,50,000 Equity Shares of ₹10/- each fully paid-up)
7.	Reserve and Surplus	296.24
8.	Total assets	701.04
9.	Total liabilities	701.04
10.	Investments	-
11.	Turnover	1177.55
12.	Profit before Taxation	37.18
13.	Provision for taxation	9.35
14.	Profit after taxation	27.82
15.	Proposed Dividend	Nil
16.	Extent of shareholding (in %)	100% (Wholly-owned Subsidiary)

Notes: The following information shall be furnished at the end of the statement:

- Names of the subsidiaries which are yet to commence operations: Nil
- Names of the subsidiaries which have been liquidated or sold during the year: Nil

Part B Associate and Joint Venture

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Name of Associate or Joint Venture	Name1	Name2	Name3
1. Latest audited Balance Sheet Date	Nil		
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associates or Joint Ventures held by the Company on the year end No.			
Amount of Investment in Associate or Joint Venture			
Extent of Holding (in percentage)			
4. Description of how there is significant influence			
5. Reason why the associate / joint venture is not consolidated			
6. Networth attributable to shareholding as per latest audited Balance sheet			
7. Profit or Loss for the year			
i Considered in Consolidation			
ii Not Considered in Consolidation			

- Names of the associates or Joint ventures which are yet to commence operations: Nil
- Names of the associates or joint ventures which have been liquidated or sold during the year: Nil

J P Agarwal
Executive Chairman
(DIN-00041119)

Raju Bista
Managing Director
(DIN- 01299297)

Vinay Surya
Managing Director
(DIN-00515803)

B B Singal
CFO & Company
Secretary

Jitendra J Agrawal
CEO Lighting and
Consumer Durables

Place: New Delhi

Dated: 14th May, 2024

ANNEXURE-II TO BOARD'S REPORT

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

for the Financial Year ended 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Surya Roshni Limited
(L31501HR1973PLC007543)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Surya Roshni Limited (hereinafter called "the Company")**. The 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 for the financial year ended on 31st March, 2024 ("**Audit Period**").

Limitation of the Auditors

- (i) 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 the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder; and
- (ii) Based on the management representation, confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors Responsibility

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("**Guidance Note**") and Auditing Standards issued by the Institute of Company Secretaries of India ("**ICSI**"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (ii) 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 the Standards.

- (iii) Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness, and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgement, including assessment of the risk of material non-compliance whether due to error or fraud.
- (iv) 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 Board-processes and compliance-mechanism.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (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 and Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (as amended from time to time)
 - 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable during the audit period**)

ANNEXURE-II TO BOARD'S REPORT (Contd.)

- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable during the audit period**)
- 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; (**Not applicable**)
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable during the audit period**)
- h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; (**Not applicable during the audit period**)
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations, 2015').
- j. The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

It is further reported that with respect to the compliance of other applicable laws, we have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under general laws (including Labour Laws, Tax Laws, etc.) and as informed to us, there are no laws which are specifically applicable to the Company.

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

- (i) Secretarial Standards issued by the ICSI wherein the Company is generally complying with the standards; and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and Listing Regulations.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove

We further report that:

- (i) The Board of Directors of the Company was duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Independent Directors during the Audit Period. We noted that no changes took place in the composition of the Board of Directors of the Company.
- (ii) Further, the composition of all statutory committees was also in compliance with the Act and applicable Rules and Regulations.
- (iii) Adequate notice was given to all directors to schedule the Board Meetings, Statutory Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iv) The majority of decisions were carried through and there were no instances mentioned in the minutes where any director expressed any dissenting views.

We further report that in our opinion, the Company has, in all material respects, adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that no event occurred during the audit period which have had a major bearing on the Company's affairs.

**For PI & Associates,
Company Secretaries**

**Nitesh Latwal
Partner**

ACS No.: 32109

CP No.: 16276

Peer Review No.: 1498/2021

Date: 14th May, 2024

Place: New Delhi

UDIN: AO32109F000362978

Disclaimer:

This report is to be read with our letter of even date which is annexed as "Annexure A" which forms an integral part of this report.

ANNEXURE-II TO BOARD'S REPORT (Contd.)

Annexure-A

To,
The Members,
Surya Roshni Limited

Our Secretarial Audit Report of even date is to be read along with this letter:

- (i) Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) 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 sampling 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.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- (v) The compliance of the provisions of corporate and other sector specific laws as applicable on the Company, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on sampling basis.
- (vi) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,
Company Secretaries**

**Nitesh Latwal
Partner**

ACS No.: 32109

CP No.: 16276

Peer Review No.: 1498/2021

Date: 14th May, 2024

Place: New Delhi

UDIN: A032109F000362978

ANNEXURE- III TO BOARD'S REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 134(3) (m) read with Companies (Accounts) Rules 2014 and forming part of the Directors' Report for the year ended 31st March, 2024.

I. CONSERVATION OF ENERGY

Energy conservation dictates how efficiently a company can conduct its operations. Surya Roshni Limited has recognised the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient steps that strengthen the Company's commitment towards becoming an environment friendly organisation.

a) Energy conservation measures taken:

At Steel Pipes & Strips Segment – Bahadurgarh Unit:

- Installation of VFD in cyclone blowers of GI plant-2 (Motor-22 KW) & HT-6 water pump (Motor-11 KW).
- Modified the High Frequency welder with induction coil heating into Dual Type by incorporating contact system also with induction coil system the entire pipe body get heated whereas contact type welding only the edges are heated.
- Automation done for control the steam through the temperature controller and heat exchange installer to reduce the steam wastage and overheating.
- Automation of Gas burner firing system from manual to Automation at Nitrogen Furnaces.

At Steel Pipe Unit - Hindupur:

- Installed Solar Power Plant with a capacity of 1MW

At Steel Pipe Unit - Anjar (Gujarat-Kutchh):

- Installation of Energy Efficient New DG Set, Rating- 1010 KVA, 415V AC for standby power utilisation by selling of phased out 1525 KVA SKODA make DG set.
- Energy Audit conducted to explore the Energy conservation points. by that reliability of the plant will increase and energy consumption take place and load can be accumulating in case on requirement.

At Steel Pipe Unit - Malanpur:

- Saving of energy through installed VFD to minimised unloading time of compressor in Mill 1
- Saving of energy by arrested all air leakage points in the plant at identified locations and overhead lines and processing facilities.

- Insulate all the exposed hot surfaces with effective insulation material

At Malanpur Unit of Lighting Division:

- Saving of Electrical Energy 20KWh by optimisation of compressor powder against CFM requirements.
- Saving of electrical energy 1.5 KWh by installing energy efficient pump for DM water plant.
- Saving of electrical energy by 2.0 KW/day by replacing HPMV lamps to Led Lamps in DG Hall.
- Saving of electrical energy 3.0 to 5.0 KWh in man cooling blower of GLS by installation of VFD.
- Saving in electrical energy 5.0 KWh in flux cooling blower by installing Flat Belt drive system.
- Energy savings by utilising Solar and Propane
- Saving of Energy is achieved by installing air pressure boosters at Bare PCB plant and Cap Plant and thus reducing generation pressure.

At Kashipur Unit of Lighting Division:

- Saving of energy is achieved by replacement of ductable conventional A.C. with inverter ductable A.C. in New SMT area in PCB plant.
- Saving of energy achieved by replacement of old conventional window A.C with new split inverter A.C.
- Energy efficient water pump installed for soft water supply for lamp plant and thus saved energy.
- Optimisation of cooling tower fan for lamp plant (by replacement of 5.5 KW fan by 1.5KW).
- Replaced 12 H.P. water pump with 5 H.P. for Batten extrusion plant chiller with modifications in pipe lines to save energy.
- Saving of energy is achieved by improving power factor of Induction Motors.

b) Steps taken by the Company for utilising alternate source of energy:

Company is exploring options to use Solar Based Energy/Wind Power Energy as an alternate source of energy in future. Further, signed the Wheeling

ANNEXURE-III TO BOARD'S REPORT (Contd.)

Agreement with DISCOM and Trinethra Wind and Hydro Power Pvt. Ltd. for Additional 0.5MW Wind power to use Renewable Energy as an alternate source of Energy.

c) The Capital Investment on energy conservation equipment's:

Regular investment on energy conservation equipment's are made by the Company.

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Rules:

1. Research and Development (R&D)

a) Specific areas in which R&D carried out by the Company:

During the year under review, development / completion of products / projects in the field of energy efficient Light Sources and Luminaires & its application including LED Lighting System has been carried out.

b) Benefits derived as a result of above R&D:
Developed / modified energy efficient environment friendly lighting products.

c) Future Plan of action:

Research and Development activities in future at a modern, world-class, in-house Research & Development Centre in Noida is in the field of energy efficient Light Sources and Luminaires & its application including LED Lighting System.

d) Expenditure on R & D:

Capital Expenditure during the year is ₹0.18 crore & Revenue Expenditure is ₹3.39 crore

2. Technology absorption, adaptation & innovation:

a) Efforts, in brief, made towards technology absorption, adaptation & innovation:

Major initiatives are being taken to upgrade the various processes by making use of latest and better techniques. Efforts

are constantly being made to make the maximum use of the available infrastructure, at the same time innovating new techniques to bring about efficiency as well as economy in different areas. Employees are given appropriate training of and on the job, to enable them to achieve the planned performance.

b) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.

There were various benefits derived as a result of the efforts listed above, some of them included better utilisation of the available resources, product improvement and development, cost reduction, better overall efficiency.

c) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to exports, initiatives taken to increase export, development of new markets for products and services and export plans:

The Company continued to maintain its focus & avail of export opportunities based on economic considerations.

b) Total foreign exchange used and earned (₹in crore)

Used: 329.48 Earned: 1052.64

for and on behalf of the Board of Directors

Place: New Delhi
Date: 14th May, 2024

J P AGARWAL
Chairman
DIN – 00041119

ANNEXURE-IV TO BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES For the Financial Year 2023-2024

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

"Surya Roshni Limited CSR Policy" describes and contains the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines, process and mechanisms for undertaking socially useful programmes for welfare and sustainable development of the community at large. The key objective is to eradicating hunger, poverty and malnutrition; promoting health care; making available safe drinking water & sanitation; promoting education; enhancing vocational skills & livelihood enhancement projects; women empowerment; promoting of home and hostels for women and orphans; reducing inequality faced by socially and economically backward groups; animal welfare /animal care; promoting art & culture; contribution to Prime Minister Relief Fund; rural development projects; and addressing environmental issues.

2. COMMITTEE COMPOSITION:

The Corporate Social Responsibility Committee consist of four directors amongst whom, one shall be an Independent Director.

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Suruchi Aggarwal	Independent Director-Chairperson	2	2
2	Mr. Jai Prakash Agarwal	Executive Chairman	2	2
3	Mr. Raju Bista	Managing Director	2	2
4	Mr. Kaustubh Narsinh Karmarkar	Whole-time Director	2	2

3. WEB-LINK

The Composition of the Corporate Social Responsibility Committee, detailed Corporate Social Responsibility Policy of the Company and CSR Projects approved by the Board are available at the below mentioned link:

Composition of committee Web-link

<https://surya.co.in/wp-content/uploads/2022/10/Composition-of-Committees.pdf>



CSR Policy Web-link

https://surya.co.in/wp-content/uploads/2023/08/Revised-CSR-Policy_27.04.2023-.pdf



CSR Projects Undertaken during 2023-24 Web-link

<https://surya.co.in/wp-content/uploads/2024/03/CSR-Projects-FY-2023-24.pdf>



ANNEXURE-IV TO BOARD'S REPORT (Contd.)

4. IMPACT ASSESSMENT

Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is **Not Applicable** as the average CSR obligation of the Company is less than ₹10 crore in the three immediately preceding financial years of the Company.

(in ₹)

5. (a) Average Net Profit of the Company for last three financial years as per section 135(5) : **3,18,40,10,276**
 (b) Prescribe Amount of CSR expenditure (2% of Average) : **6,36,80,206**
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : **Nil**
 (d) Amount required to be set off for the financial year if any : **Nil**
 (e) Total CSR obligation for the financial year 2023-24 (b+c-d) : **6,36,80,206**

6. (a) Details of CSR amount spent against ongoing projects for the financial year 2023-24:

1	2	3	4	5	6	7	8	9	10	11		
Sl. No.	Name of the Project	Items from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the Project		Project duration	Amount Allocated for the Project (in ₹)	Amount spent in the Current Financial Year (in ₹)	Amount transferred to unspent CSR Account for the Project as per Section 135(6) (in ₹)	Mode of Implementation - Direct Yes/No	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration No.

Not Applicable

Details of CSR amount spent against other than ongoing projects for the financial year 2023-24

1	2	3	3a	4	5		6	7	8	
Sl. No	Name of the Project	Items from the list of activities in Schedule VII to the Act	Activity	Local Area (Yes/ No)	Location of the Project		Amount spent for the Project (in ₹)	Mode of Implementation - Direct Yes / No	Mode of Implementation - Through Implementing Agency	
					State	District			Name	CSR Registration No.
1	Adarsh Gram Yojna	Rural Development Project	Multi Layer Farming Training Programme	Yes	Madhya Pradesh	Bhind	6,05,61,468	No	Surya Foundation	CSR00002663
			Advance Training Camp Expenses For Volunteer	Yes	Haryana	Sonipat				
			Jhijholi Mela	Yes	Haryana	Sonipat				
			Blood Donation Camp	Yes	Andhra Pradesh	Sri Sathyasai				
				Yes	Haryana	Jhajjar				
				Yes	Madhya Pradesh	Bhind				
			Eye Camps	Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar				
Yes	Madhya Pradesh	Bhind								

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
				Yes	Uttarakhand	Udham Singh Nagar				
			Environment Day Exp	Yes	Andhra Pradesh	Sri Sathyasai				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar, Sonipat				
				Yes	Madhya Pradesh	Bhind, videsha , Sehore				
				Yes	Delhi	Delhi				
				Yes	Uttarakhand	Udham Singh Nagar				
				No	Uttar Pradesh	Barabanki, Basti, Lakhimpur Khiri, Hathras, Mathura, Lucknow Fatehpur, Hamirpur, Kanpur, Varanasi, Kaushambi				
				No	Rajasthan	Nagoure, Bikaner, Jaipur, Jodhpur				
				No	Chhattisgarh	Kabirdham, Rajnand Gaon				
			Government Scheme	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar				
				Yes	Madhya Pradesh	Bhind				
				No	Rajasthan	Jodhapur				
				No	Uttar Pradesh	Meerut, Mathura, Vanarasi				
			Naturopathy Camp	Yes	Andhra Pradesh	Sri Sathya sai				
			One Day Camp	No	West Bengal	Sillguri				
			Dakshita Varg Camp Expenses	Yes	Haryana	Sonipat				
			Go Utpaad Training Camp Expenses	Yes	Haryana	Sonipat				
			Hastshilp Training Programe	Yes	Madhya Pradesh	Bhind				
				No	Uttar Pradesh	Mathura				
			Distribution Items For SBO Expenses	Yes	Delhi	Delhi				

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
			Eco Brick Expenses	Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar				
				Yes	Madhya Pradesh	Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
				No	Rajasthan	Jodhpur				
				No	Uttar Pradesh	Meerut, Varanasi, Mathura, Gorakhpur, Lucknow				
			Self Help Group Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar, Sonipat				
				Yes	Madhya Pradesh	Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
			Jal Sangrakshan Abhiyan Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Gujarat	Kutch				
				Yes	Madhya Pradesh	Bhind				
			Swasthya Shiver Expenses	Yes	Haryana	Sonipat				
			Deen Dayal Dham Mela	No	Uttar Pradesh	Mathura				
			Long Training Camp Expenses For Volunteer	Yes	Haryana	Sonipat				
			Long Personality Development Training Camp Expenses	Yes	Haryana	Sonipat				
			Mini Kids Camp Expenses	Yes	Delhi	Delhi				
			Mini Personality Development Camp Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Haryana	Jhajjar, Bhiwani, Hissar, Sonipat				
				Yes	Madhya Pradesh	Bhind, Vidisha, Sehore, Raisen, Indore, Gwalior				
				Yes	Uttarakhand	Udham Singh Nagar				

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
				Yes	Gujarat	Aravalli, Kutch				
				Yes	Delhi	Delhi				
				No	Assam	Biswanath, Majuli, Kamrup (R)				
				No	Karnataka	Bidar				
				No	Manipur	Kangpokpi				
				No	Chhattisgarh	Kabirdham, Raipur, RajnandGaon				
				No	Rajasthan	Jaipur, Bikaner, Nagaur, Jodhpur				
				No	Uttar Pradesh	Hardoi, Lakhimpur Khiri, Lucknow, Bareilly, Mathura, Fatehpur, Hamirpur, Kanpur, Varanasi, Basti, Kaushambi, Gorakhpur, Meerut, Pilibhet				
				No	West Bengal	Darjeeling				
			Personality Development Camp Expenses For Volunteer	No	Maharashtra	Sambaji Nagar				
				No	Uttar Pradesh	Mathura				
				Yes	Haryana	Sonipat				
			Plantation Expenses At Village	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Delhi	West Delhi				
				Yes	Gujarat	Aravalli, Kutch				
				Yes	Haryana	Jhajjar, Hissar, Sonipat				
				Yes	Madhya Pradesh	Bhind, Vidisha, Sehore, Indore, Gwalior				
				Yes	Uttarakhand	Udham Singh Nagar				
				No	Chhattisgarh	Kabirdham, Raipur, Rajnand Gaon, Korba				
				No	Jharkhand	Ramgarh, Ranchi				
				No	Karnataka	Bidar				
				No	Odisha	Puri				
				No	Rajasthan	Jaipur, Nagaur, Jodhpur				

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
				No	Uttar Pradesh	Amethi Basti, Lakhimpur Khiri, Lucknow, Bareilly, Mathura, Gorakhpur, Fatehpur, Hamirpur, Hardoi, Kanpur, Varanasi, Meerut, Kaushambi				
			Poshan Vatika Abhiyan Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar				
				Yes	Madhya Pradesh	Sehore, Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
				No	Uttar Pradesh	Mathura, Meerut, Gorakhpur, Vanarasi, Lucknow				
			Social Work Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
			Sports Tournament Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Delhi	West Delhi				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Sonipat, Jhajjar				
				Yes	Madhya Pradesh	Bhind, Sehore				
				Yes	Uttarakhand	Udham Singh Nagar				
				No	Karnataka	Bidar				
				Yes	Rajasthan	Bikaner, Nagaur, Jodhpur				
				No	Uttar Pradesh	Amethi, Barabanki, Basti, Hardoi, Lakhimpur Khiri, Lucknow, Bareilly, Hathras, Mathura, Gorakhpur, Fatehpur, Hamirpur, Kanpur, Varanasi, Meerut, Kaushambi				
				No	West Bengal	Darjeeling				
				No	Chhattisgarh	Rajnand Gaon				

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
			Veterinary Camp	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Gujarat	Kutch				
				Yes	Haryana	Jhajjar				
				Yes	Madhya Pradesh	Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
			Teacher Personality Development Camp Expenses	Yes	Gujarat	Arravali				
				Yes	Haryana	Jhajjar, Sonipat				
				Yes	Madhya Pradesh	Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
			Watch for Student	Yes	Madhya Pradesh	Sehore				
				Yes	Gujarat	Aravali				
			Wall Clock Distribution For Adarsh Gram Yojana	Yes	Haryana	Sonipat				
			Track Suit Distribution	Yes	Gujarat	Aravali				
			Teacher Training Expenses	Yes	Madhya Pradesh	Sehore				
				Yes	Haryana	Sonipat				
				Yes	Gujarat	Kutch				
			Yoga Day Expenses	Yes	Andhra Pradesh	Sri Sathya sai				
				Yes	Haryana	Jhajjar, Sonipat				
				Yes	Madhya Pradesh	Bhind				
				Yes	Uttarakhand	Udham Singh Nagar				
				Yes	Gujarat	Kutch				
				No	Assam	Biswanath, Majuli, Kamrup (R)				
				No	Chhattisgarh	Kawardha				
				Yes	Delhi	West Delhi				
				No	Karnataka	Bidar				
				No	Maharashtra	Ramtek				
				No	Rajasthan	Jaipur				

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

1 Sl. No	2 Name of the Project	3 Items from the list of activities in Schedule VII to the Act	3a Activity	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the Project (in ₹)	7 Mode of Implementation-Direct Yes / No	8 Mode of Implementation-Through Implementing Agency	
					State	District			Name	CSR Registration No.
				No	Uttar Pradesh	Lakhimpur Khiri, Lucknow, Bareilly, Mathura, Gorakhpur, Kanpur, Varanasi, Meerut				
				No	West Bengal	Darjeeling				
2	Naturopathy	Promoting Health Care including Preventive Health Care	Promoting Health Care including Preventive Health Care	Yes	Delhi	Central Delhi	24,20,037	No	Surya Foundation	CSR00002663
3	Community Development	Promoting Education	Community Learning Centre-Police Line	Yes	Madhya Pradesh	Malanpur-Bhind	4,00,000	Yes	Not Applicable	Not Applicable
4	District Development	Rural Development Project	Development of District	Yes	Andhra Pradesh	Sri sathya Sai	3,00,000	Yes	Not Applicable	Not Applicable
Total							6,36,81,505			

- (b) Amount spent in Administrative Overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable : Nil
- (d) Total amount spent for the Financial Year (6a+6b+6c) : ₹ 6,36,81,505/-
- (e) CSR amount spent or unspent for the Financial year

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
6,36,81,505	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

- (f) Excess amount for set-off, if any:

Sl.No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	6,36,80,206
(ii)	Total amount spent for the Financial Year 2023-24	6,36,81,505
(iii)	Excess amount spent for the Financial year {(ii)-(i)}	Nil
(iv)	Surplus arising out of CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years {(iii)-(iv)}	Nil

ANNEXURE-IV TO BOARD'S REPORT (Contd.)

7. DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Sl. No.	Preceding Financial year	Amount transferred to unspent CSR Account for the Project as per Section 135(6) (in ₹)	Balance Amount Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(6)		Amount remaining to be spent in the succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2020-21	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	2021-22	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	2022-23	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total				Nil				

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year 2023- 24: **No**

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details):

Sl. No	Short particulars of the property or asset(s) (including complete address and location of the property)	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
Not Applicable				Nil	Not Applicable		

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). – **Not Applicable**

The Company had spent during the year an amount of ₹6,36,81,505 on corporate social responsibility (CSR) activities being not less than 2% of the average net profits of the Company made during the three immediately preceding financial years as required under the provisions of section 135(5) of the Companies Act, 2013. No amount was left unspent during the year under review on corporate social responsibility activities.

Suruchi Aggarwal
Chairperson
CSR Committee
DIN – 09501245)

Raju Bista
Managing Director
(DIN – 01299297)

Kaustubh N Karmarkar
Whole-time Director
(DIN – 00288642)

B B Singal
Chief Financial Officer
and Company Secretary

for and on behalf of the Board of Directors

Place: New Delhi
Dated: 14th May, 2024

J P AGARWAL
Chairman
DIN - 00041119

ANNEXURE-V TO BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance Philosophy

Corporate Governance is the creation and enhancement of long-term sustainable value for our stakeholders, comprising regulators, employees, customers, vendors, investors, and the society at large, through ethically driven business practices. The ethical values are the foundation of Company's governance philosophy which over the past 50 years of the Company's existence has become a part of its culture. Corporate Governance at Surya Roshni has been a continuous process and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. The essence of Corporate Governance lies in the maintenance of integrity, transparency and accountability in the management's higher risks. At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and Board. Company's commitment towards adoption of best corporate governance practices goes beyond compliance of the law and endeavours to embrace responsibility for corporate actions and impact of its initiatives on all stakeholders.

Your Company confirms the compliance of corporate governance requirements specified in Regulation 17 to 27 and clauses (a) to (z) of sub-regulation(s) 2 of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations), as applicable, with regard to corporate governance, the details of which are given below:

2. Board of Directors

a. Composition and Category of Directors as on 31st March, 2024

The Board consists of 11 Directors as on 31st March, 2024. The composition of the Board is in conformity with Regulation 17 of Listing Regulations. The day to day management of the Company was carried by 4 Executive – Non Independent Directors. Chairman is an Executive Director and the number of Independent Non-Executive Directors on the Board is more or equal to 50% of the Board strength at any point of time.

All Independent Non-Executive Directors possess the requisite qualification and are very experienced in their respective fields and further comply with the legal requirements for being "Independent". Neither Independent Directors nor their relatives do not have any pecuniary relationships or transactions either with the Company or its associate or with the promoters/management that may affect their judgment in any manner. The Independent Directors of the Company satisfied the definition of independent directors as provided in Section 149(6) of the Companies Act, 2013, referred to as "the Act" read with Regulation 16(1)(b) of Listing Regulations.

The Composition of the Directors on the Board, are summarised as below:

Total No. of Directors	11
Executive Chairman	Mr. Jai Prakash Agarwal
Managing Director	Mr. Raju Bista
Managing Director	Mr. Vinay Surya
Whole-time Director	Mr. Kaustubh Narsinh Karmarkar
No. of Independent Directors (Chairman being Executive)	6 (> 50% of Board Strength)
No. of Non-Executive Directors	7 (> 50% of Board Strength)

The names along with categories of the Directors on the Board, are given below:

Name of the Directors	Director Identification No.	Category of Directors
Mr. Jai Prakash Agarwal (Executive Chairman)	00041119	Promoter; Executive; Non-Independent
Mr. Raju Bista* (Managing Director)	01299297	Executive; Non-Independent
Mr. Vinay Surya (Managing Director)	00515803	Promoter; Executive; Non-Independent
Mr. Kaustubh N Karmarkar** (Whole-time Director)	00288642	Executive; Non-Independent
Mrs. Urmil Agarwal	00053809	Promoter; Non-Executive; Non-Independent
Mr. TaraShankar Bhattacharya	00157305	Non-Executive; Independent
Mr. Surendra Singh Khurana	02126149	Non-Executive; Independent
Mr. Sunil Sikka***	08063385	Non-Executive; Independent
Ms. Suruchi Aggarwal	09501245	Non-Executive; Independent
Mr. Tekan Ghanshyam Keswani	09773189	Non-Executive; Independent
Mr. Naresh Agarwal	00112365	Non-Executive; Independent

ANNEXURE-V TO BOARD'S REPORT (Contd.)

b. Attendance of each Director at Board Meetings held during the year 2023-24 and last AGM

The names of the Directors on the Board and their attendance at Board meetings during the year 2023-24 and at the last AGM are as under:

Name of the Director	Director Identification No. (DIN)	No. of Board Meetings attended during 2023-24	Last AGM attendance on September 15 th 2023
Mr. Jai Prakash Agarwal (Executive Chairman)	00041119	4	NO
Mr. Raju Bista* (Managing Director)	01299297	4	YES
Mr. Vinay Surya (Managing Director)	00515803	4	YES
Mr. Kaustubh N Karmarkar ** (Whole-time Director)	00288642	3	YES
Mrs. Urmil Agarwal	00053809	2	NO
Mr. TaraShankar Bhattacharya	00157305	4	YES
Mr. Surendra Singh Khurana	02126149	4	YES
Mr. Sunil Sikka***	08063385	4	YES
Ms. Suruchi Aggarwal	09501245	4	YES
Mr. Tekan Ghanshyam Keswani	09773189	4	YES
Mr. Naresh Agarwal	00112365	4	YES

* Re-appointed as the managing director of the Company w.e.f 11th August, 2023 for a period of five years which was subsequently approved by the shareholders at the Annual General Meeting held on 15th September, 2023.

**Re-appointed as the Whole-time director of the Company w.e.f 10th August, 2023 for a period of five years which was subsequently approved by the shareholders at the Annual General Meeting held on 15th September, 2023.

*** Re-appointed for a second term of five consecutive years w.e.f 28th September, 2023 to 27th September, 2028, as approved by the shareholders at the Annual General Meeting held on 15th September, 2023.

Information supplied to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to the officers of the Company. In addition to items required to be placed before the Board for its noting and/or approval, information is provided on various significant items.

In terms of quality and importance, the information supplied by the Management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the Listing Regulations.

Based on the recommendations of the Nomination and Remuneration Committee and Independent Directors at their meeting held on 29th March, 2024 reviewed and evaluated the performance of Non-Independent Directors including the Chairman and further review and evaluate the Boards Performance, Board Committees performance and submit its report to the Chairman of the Company for assessment. The Independent Directors of the Company at their meeting held on 29th March, 2024 expressed satisfaction on the quality, quantity and timeliness of flow of information between the Management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

Orderly succession to Board and Senior Management

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

c. Directorships and Committee Memberships in other companies as on 31st March, 2024

The names of the Directors and the details of chairmanship / directorships and committee memberships of each director in other companies as on 31st March, 2024 is given below:

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Name of the Director	Director Identification No. (DIN)	No. of Directorships held in other companies		No. of committee positions held in other companies/**		Name of the Listed Entity where the person is a Director and category of Directorship	
		Chairman	Director	Chairman	Member	Listed Entity	Category
Mr. Jai Prakash Agarwal (Executive Chairman)	00041119	-	-	-	-	-	-
Mr. Raju Bista (Managing Director)	01299297	-	-	-	-	-	-
Mr. Vinay Surya (Managing Director)	00515803	-	4	-	-	-	-
Mrs. Urmil Agarwal	00053809	-	1	-	-	-	-
Mr. Tara Shankar Bhattacharya	00157305	-	2	1	1	-	-
Mr. Surendra Singh Khurana	02126149	-	-	-	-	-	-
Mr. Sunil Sikka	08063385	-	2	1	2	Eveready Industries India Ltd.	Independent; Non-Executive
Mr. Kaustubh N Karmarkar	00288642	-	1	-	-	-	-
Ms. Suruchi Aggarwal	09501245	-	-	-	-	-	-
Mr. Tekan Ghanshyam Keswani	09773189	-	-	-	-	-	-
Mr. Naresh Agarwal	00112365	-	4	-	-	-	-

*Only the positions held in Audit Committee and Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the Listing Regulations.

**For the purpose of determination of limit of the Board Committees on which a director may serve in all public limited companies, whether listed or not are included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 are excluded.

None of the –

- Directors of the Company holds directorship in more than 7 listed entities and
- Independent Directors of the Company serves as an independent director in more than 7 listed entities.
- Whole-time Directors / Managing Director of the Company serves as an independent director in more than 3 listed entities.
- Directors of the Company were members in more than 10 committees or acted as Chairperson of more than five committees across all Public Companies whether listed or not in which they were Directors. (Audit Committee and the Stakeholders' Relationship Committee alone shall be considered for determination of limit)

d. No. of Board Meetings held in the financial year 2023-24 and dates on which held

Under the Law, the Board of Directors must meet at least once in a quarter and four times a year, with a maximum time gap of 120 days between any two meetings to consider amongst other business, the quarterly performance of the Company and financial results.

The Board meetings held during the financial year 2023-24 are in compliance of the provisions of the Act and Listing Regulations. During the last financial year, Board met four times, on 27th April, 2023; 11th August, 2023; 2nd November, 2023 and 8th February, 2024.

e. Disclosure of relationship between directors inter se.

None of the Directors of the Company except Mr. Jai Prakash Agarwal, Mrs. Urmil Agarwal and Mr. Vinay Surya have any inter-se relationship with other directors of the Company. Mr. Vinay Surya is the son of Mr. J P Agarwal and Mrs. Urmil Agarwal.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

f. Number of shares and convertible instruments held by Non- Executive Directors

As on 31st March, 2024, no shares or convertible instrument are held by any Non- Executive Director(s) of the Company except Mrs. Urmil Agarwal who is holding 5,84,162 equity shares of the Company.

g. Web link where details of familiarisation programmes imparted to Independent Directors is disclosed

A familiarisation programme for Directors was provided during the year to make them familiar with the Recent Amendments – SEBI (LODR) Regulations, 2015 (referred to as 'Listing Regulations'). Director on the Board of the Company expressed happiness over the same. The details of the familiarisation programme imparted to Directors was uploaded on the website of the Company at the following link:

<https://surya.co.in/wp-content/uploads/2024/03/Regulatory-Updates.pdf>

h. A chart or a matrix setting out the skills / expertise / competence of the Board of Directors.

Company Businesses / Segments	Core skills / expertise / competencies identified in the context of business(es) and sector(s)	Skills available with the Board	
<p>Steel Pipes & Strips Segment and Lighting & Consumer Durables Segment</p> <p>The Company is the largest exporter of ERW Pipes and largest manufacturer of ERW GI pipes in India under Brand "PRAKASH SURYA" and 3rd Largest in Lighting – Marketing under brand "SURYA".</p> <p>Company with strong foothold in energy efficient lighting, Professional LED Lighting also provides smart LED Lighting solutions</p>	<p>Surya, with strong brand equity, wide spread distribution network, strategic plant locations and professional management comprises of eminent Board of Directors bringing in knowledge, skills and experience from a variety of sectors in the following fields:</p> <ul style="list-style-type: none"> • Management • Operations • Sales and Marketing • Financial • Human Resources • Administration • Law • Branding & Advertisement • Corporate Governance • Business Sustainability • Community Service or • Other Disciplines 	<p>Mr. Jai Prakash Agarwal – Executive Chairman</p>	<p>Management, Operations, Sales & Marketing, Finance, Human Resources, Administration, Corporate Governance, Business Sustainability and Community Service.</p>
		<p>Mr. Raju Bista – (Managing Director)</p>	<p>Management, Operations, Sales & Marketing, Finance, Administration, Branding & Advertisement, Corporate Governance, and Community Service.</p>
		<p>Mr. Vinay Surya – (Managing Director)</p>	<p>Management, Operations, Sales & Marketing, Finance, Administration, Corporate Governance, Business Sustainability and Community Service,</p>
		<p>Mrs. Urmil Agarwal – (Director)</p>	<p>Management, Human Resources, Administration, Community Service and Corporate Governance.</p>
		<p>Mr. Kaustubh N Karmarkar (Whole time Director)</p>	<p>Human Resources, Administration, Community Service, Law, Business Sustainability and Corporate Governance.</p>
		<p>Mr. Tara Sankar Sudhir Bhattacharya (Independent Director)</p>	<p>Management, Finance, Operations and Corporate Governance.</p>
		<p>Mr. Surendra Singh Khurana (Independent Director)</p>	<p>Finance, Operations, Administration, Corporate Governance and Human Resources.</p>

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Company Businesses / Segments	Core skills / expertise / competencies identified in the context of business(es) and sector(s)	Skills available with the Board	
		Mr. Sunil Sikka (Independent Director)	Finance, Operations, Sales & Marketing, Administration, Branding & Advertisement, Corporate Governance. And Business Sustainability.
		Ms. Suruchi Aggarwal (Independent Director)	Law, Community Service, Corporate Governance, and Human Resources.
		Mr. Tekan Ghanshyam Keswani (Independent Director)	Finance, Operations, Corporate Governance and Business Sustainability.
		Mr. Naresh Agarwal (Independent Director)	Management Operations, finance, Administration and Corporate Governance.

i. Confirmation by the Board

In the opinion of the Board, the Independent Directors fulfil the conditions as specified in the Listing Regulations and as per the provisions of the Act and Rules & Schedules made thereunder and are independent of the management also in the opinion of the Board all such Independent Directors are persons of integrity and having requisite expertise and experience (including proficiency) required for their role.

j. Detailed Reasons for the resignation of an Independent Directors who resign before the expiry of their respective tenure: Not Applicable

3. AUDIT COMMITTEE

i. Terms of Reference

The Audit Committee is, inter-alia, responsible for overseeing of the Company's financial reporting process, reviewing the quarterly/half-yearly/ annual financial statements, reviewing with the management on the financial statements and adequacy of internal audit function, recommending the appointment / re-appointment of statutory auditors and fixation of audit fees along with reviewing and monitoring the auditor's independence and performance, reviewing the significant internal audit findings / related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operation.

The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The Committee discussed with the external auditors their audit methodology, audit planning and significant observations / suggestions made by them. The Committee also discussed major issues related to risk management, compliances and review the functioning of Whistle Blower Mechanism and approval of appointment of Chief Financial Officer.

In addition, the Committee has discharged such other role/function as envisaged under Regulation 18 read with Part C of Schedule II of Listing Regulations and the provisions of Section 177(4) of the Act.

ii. Composition / Category / name of members and chairperson

The Audit Committee comprises of four Directors as on 31st March, 2024. The names along with categories of the members at the meeting was as follows:

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Names of the Members	Director Identification No.	Category
Mr. TaraShankar Bhattacharya	00157305	Chairman : Independent – Director
Mr. Surendra Singh Khurana	02126149	Member : Independent – Director
Mr. Vinay Surya	00515803	Member : Managing Director
Mr. Sunil Sikka	08063385	Member : Independent – Director

All the members have extensive financial and accounting knowledge and background. The quorum for the Committee is two independent members. The Audit Committee meetings were attended by the heads of Finance and Internal Audit and the Auditors (including Cost Auditors) as invitees. The members held discussions with the Auditors during the meetings and the Committee reviewed the periodic unaudited and audited financial results of the Company before being considered and approved by the Board of Directors. Mr. B.B. Singal, CFO & Company Secretary, acts as the Secretary to the Committee.

iii. No. of Audit Committee Meetings and dates on which held / Attendance at Meetings.

During the financial year 2023-24, four Audit Committee meetings were held on 27th April, 2023; 11th August, 2023; 2nd November, 2023 and 8th February, 2024. The names along with categories of the members and the attendance of members at the meeting was as follows:

Names of the Members	Director Identification No.	Category	No. of Meetings Attended
Mr. TaraShankar Bhattacharya	00157305	Chairman : Independent – Director	4
Mr. Surendra Singh Khurana	02126149	Member; Independent – Director	4
Mr. Vinay Surya	00515803	Member : Managing Director	4
Mr. Sunil Sikka	08063385	Member; Independent – Director	4

All the members of the Audit Committee viz. Mr. Tara Shankar Bhattacharya, Mr. Surendra Singh Khurana, Mr. Sunil Sikka, and Mr. Vinay Surya were present in the 50th Annual General Meeting of the Company held on 15th September, 2023.

4. NOMINATION AND REMUNERATION COMMITTEE

i. Terms of Reference

The Nomination and Remuneration Committee is, inter-alia, responsible for:

- identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors and review its implementation and compliances;
- recommend the remuneration of the directors, key managerial personnel (KMP's) and senior management to the Board.
- Responsibility for administering the Employee Stock Option Schemes of the Company.

In addition, the Committee has discharged such other role/function as envisaged under Regulation 19 read with Part D Clause A of Schedule II of Listing Regulations and the provisions of Section 178 of the Act.

ii. Composition/name of members & chairperson/ Meetings and Attendance during the year

The composition of the Committee is as follows:

Name	DIN	Position	Category	No. of Meetings Attended
Mr. Surendra Singh Khurana	02126149	Chairman	Non-Executive, Independent	3
Mrs. Urmil Agarwal	00053809	Member	Non-Executive, Non-Independent	3
Ms. Suruchi Aggarwal	09501245	Member	Non-Executive, Independent	3

ANNEXURE-V TO BOARD'S REPORT (Contd.)

The scope of the Remuneration Committee also includes finalising the remuneration packages of Senior Management Personnel, KMPs and Executive Director(s) of the Company and recommend the same to the Board of Directors. Mr. B. B. Singal, CFO & Company Secretary, acts as the Secretary to the Committee.

During the financial year 2023-24, three meetings of the Committee were held on 11th August, 2023, 2nd November, 2023 and 29th March, 2024. The attendance of the members at the meeting was shown above:

iii. Performance evaluation criteria for Independent Directors

As per the provisions of section 178(2) of the Act and Clause VII & VIII of Schedule IV of the Act read with Listing Regulations, Nomination and Remuneration Committee carried out annual performance evaluation of Independent Directors' according to their roles and duties on the Board of the Company and in particular considered whether Independent Directors shall -

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
9. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
10. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
11. strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
12. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
13. strive to attend the general meetings of the Company;
14. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
15. keep themselves well informed about the Company and the external environment in which it operates;
16. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
17. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
18. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
19. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
20. act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

21. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

A structured questionnaire formed key part of the evaluation process for reviewing the functioning and effectiveness of the Board. The evaluation process focused on various aspects of the Board and Committees functioning such as structure, composition, quality, board meeting practices and overall Board effectiveness. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

PERFORMANCE EVALUATION:

As per the provisions Section 134(3)(p) read with Clause VIII of Schedule IV of the Act and other applicable provisions of the Act and in compliance with the provisions of Regulation 17(10), 19 and 25(4) read with Part D of Schedule II of Listing Regulations read with SEBI Circular on Guidance Note on Board evaluation, formal annual evaluation has been made by the Board after reviewing each and every parameter of Performance evaluation of Board as a whole, its Committees and that of every individual director

(including Independent Directors) in detail and after taking into consideration the report submitted by Nomination and Remuneration Committee (NRC) and Independent Directors on performance evaluation, collectively submit Comprehensive Annual Evaluation Performance Report in regard to its own performance, its Committees viz. Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Committee of Directors and that of individual directors including its Chairperson, Managing Directors, Whole-time Director, Independent Directors and Non-Independent Directors accordingly and express deep satisfaction.

The Board was satisfied with the professional expertise and knowledge of each of its Directors. All the Directors effectively contributed to the decision making process by the Board. Further, all the Committees were duly constituted and were functioning effectively. The Board also expressed its satisfaction in relation to the provision of supporting documents to the Board enabling it to assess the policy & procedural requirements for proper functioning of the Company. The Board expressed its satisfaction with the decision making and decision implementing procedure followed by it.

5. STAKEHOLDER'S RELATIONSHIP COMMITTEE

a) Composition / name of members and chairperson

The Committee headed by Mr. Sunil Sikka (Non-executive – Independent Director) review and redress shareholder grievances at regular intervals and to look at the enhanced scope of activities as modified by Securities Exchange Board of India (SEBI) under the Listing Regulations in the interest of stakeholders which includes-

- To take utmost care that grievances (if any) of the shareholders be redressed expeditiously and promptly.
- To review adherence to the service standards adopted by the Company in respect of various services rendered by the Company Registrar & Share Transfer Agent.
- To review measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices to stakeholders,
- To review measures for effective voting rights to shareholders through e-voting platform.

The composition of the Committee along with attendance at the meeting is tabulated below. The Committee met 1 time during the year on 5th March, 2024

Name	DIN	Position	Category	No. of Meetings Attended
Mr. Sunil Sikka	08063385	Chairman	Non-Executive, Independent	1
Mr. Raju Bista	01299297	Member	Managing Director	1
Mr. Surendra Singh Khurana	02126149	Member	Non-Executive, Independent	1

The quorum for the Committee is two members. The minutes of the Committee were placed before the Board.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

- b) **Name & Designation of Compliance Officer** (CFO & Company Secretary) : Mr. B.B.Singal
c) **Number of shareholders' complaints received upto 31st March, 2024** : 02
d) **Number of complaints not solved to the satisfaction of the shareholders** : Nil
e) **Number of pending complaints at the end of financial year 2023-24** : Nil

5A. RISK MANAGEMENT COMMITTEE

a) **Brief description and terms of reference:**

The Committee is, inter-alia, responsible to formulate the detailed risk management policy by identifying the internal and external risks faced by the Company including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risk, measures for risk mitigation, business continuity plan. The committee regularly review the methodology, processes and systems to monitor and evaluate risks associated with the business of the Company and proper implementation of the risk management policy. The committee kept updated the board of directors about the nature and content of its discussions, recommendations and actions to be taken.

b) **Composition / name of members and chairperson / meetings and attendance during the year**

The Committee met 2 times during the year on 25th August, 2023 and 20th February, 2024. The composition of the Committee along with the attendance at the meetings is as follows:

Name	DIN	Position	Category	No. of Meetings Attended
Mr. Sunil Sikka	08063385	Chairman	Non-Executive, Independent	2
Mr. Vinay Surya	00515803	Member	Managing Director	2
Mr. Kaustubh N Karmarkar	00288642	Member	Whole-time Director	2
Mr. Tarun Baldua [^]	-	Member	ED & CEO (Steel Operations)	1

[^]Resigned from the services of the Company and relieved on the close of business hours on 30th November, 2023.

Name and Designation of Compliance Officer : Mr. B. B. Singal (Chief Financial Officer & Company Secretary)

Name of Chief Risk Officer : Mr. Nitin Sahai (Chief Internal Auditor)

5B. SENIOR MANAGEMENT

Particulars of Senior Management including the changes therein during the Financial Year 2023-24

S. No	Name	Designation	Changes, if any
1	Mr. Bharat Bhushan Singal	Chief Financial Officer (CFO) & Company Secretary	
2	Mr. Jitendra J. Agrawal	Chief Executive Officer (CEO)- Lighting and Consumer Durables	
3	Mr. Tarun Kumar Baldua	Ex- Executive Director and CEO – Steel Operations	Resigned w.e.f. 1 st December, 2023
4	Mr. Vasu Mitra Pandey	Chief Operation Officer- Lighting	
5	Mr. Kumar Gaurav Jain	Chief Operation Officer - Steel	
6	Mrs. Puja Surya	Executive Director – PVC	

6. DETAILS OF REMUNERATION TO ALL DIRECTORS

a) **Pecuniary Relationships and criteria of making payments to Non-Executive Directors:**

None of the Non-Executive Directors of the Company have any pecuniary relationship or transactions with the Company.

However, sitting fees shall be paid to all Non-Executive Directors for attending the meetings of the Board of Directors and Committees thereof within the prescribed limits as may be determined by the Board including the reimbursement of expenses incurred for attending the Board and Committee Meetings in accordance with the provisions of the Act, Listing Regulations and the Articles of Association of the Company, from time to time.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

- b) The details of remuneration / sitting fees paid to the Executive Directors/Non- Executive Directors during the financial year 2023-24 are as under:

(₹ in crore)

Name	Director Identification No. (DIN)	Salary	Perquisites & Allowances	Commission	Bonuses, Stock Options, Pensions	Sitting Fees (excluding GST)
Mr. Jai Prakash Agarwal (Executive Chairman)	00041119	4.680	Nil	13.338	Nil	N.A.
Mr. Raju Bista (Managing Director)	01299297	4.364	Nil	6.669	Nil	N.A.
Mr. Vinay Surya (Managing Director)	00515803	3.409	Nil	6.669	Nil	N.A.
Mr. Kaustubh N Karmarkar@ (Whole-time Director)	00288642	1.539	Nil	Nil	0.940	N.A.
Mrs. Urmil Agarwal	00053809	Nil	Nil	Nil	Nil	0.0305
Mr. Tara Shankar Bhattacharya	00157305	Nil	Nil	Nil	Nil	0.0700
Mr. Surendra Singh Khurana	02126149	Nil	Nil	Nil	Nil	0.0840
Mr. Sunil Sikka	08063385	Nil	Nil	Nil	Nil	0.1015
Ms. Suruchi Aggarwal	09501245	Nil	Nil	Nil	Nil	0.0675
Mr. Tekan Ghanshyam Keswani	09773189	Nil	Nil	Nil	Nil	0.0500
Mr. Naresh Agarwal	00112365	Nil	Nil	Nil	Nil	0.0500

Name	DIN	Other Performance Linked Incentives	Performance Criteria	Service Contracts	Notice Period	Severance Fees (in ₹)
Mr. J P Agarwal	00041119	N.A.	N.A.	5 years from 1 st January, 2022 (i.e. upto 31 st December 2026)	6 Months	Nil
Mr. Raju Bista (Managing Director)	01299297	N.A.	N.A.	5 years from 11 th August, 2023 (i.e. upto 10 th August, 2028)	6 Months	Nil
Mr. Vinay Surya (Managing Director)	00515803	N.A.	N.A.	5 years from 26 th October, 2021 (i.e. upto 25 th October, 2026)	6 Months	Nil
Mr. Kaustubh N Karmarkar @ (Whole-time Director)	00288642	N.A.	N.A.	5 years from 10 th August, 2023 (i.e. upto 9 th August, 2028)	3 Months	Nil

@Of the total 20,000 ESOPs granted under SRL Employee Stock Option Scheme – 2018 on 29th October, 2020, Kaustubh Narsinh Karmarkar, has exercised 10,000 options in the financial year 2022-23 and the balance 3200 options of ₹10/- each and remaining 6800 options of ₹10/- each converted into 13,600 options (post-split w.e.f. 6th October, 2023) of ₹5/- each, which is also exercised by him during the financial year ended 31st March, 2024.

7. GENERAL BODY MEETINGS

- a) Location and Time, where last three Annual General Meetings held

The last three Annual General Meetings were held at the following location and time:

Date & Time	Location
16 th September, 2021 at 11.00 a.m.	Video Conferencing ('VC')
21 st September, 2022 at 12.00 noon	Video Conferencing ('VC')
15 th September, 2023 at 12.00 noon	Video Conferencing ('VC')

ANNEXURE-V TO BOARD'S REPORT (Contd.)

b) Special Resolutions passed in the previous three Annual General Meetings

Date of AGM	Details of Special Resolutions passed, if any
16 th September, 2021	Consent for Mortgage of Properties for Term Loan/Working Capital limit u/s 180(1)(a) of the Companies Act, 2013.
21 st September, 2022	Consent for Mortgage of Properties for Working Capital limits u/s 180(1)(a) of the Companies Act, 2013. Increase in remuneration of Shri Vinay Surya (DIN – 00515803) as Managing Director for the rest of his tenure in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
15 th September, 2023	Consent for Mortgage of Properties for Working Capital limits u/s 180(1)(a) of the Companies Act, 2013. Reappointment of Mr. Sunil Sikka (DIN – 08063385) for the Second term of five consecutive years from 28 th September, 2023 to 27 th September, 2028 as Independent Director in compliance with the provisions of the Companies Act, 2013

c) Special Resolutions passed last year through Postal Ballot – Details of Voting Pattern

Two special resolutions were passed on 26th December, 2023 by the members of the Company through postal ballot (conducted through remote e-voting only) as per the provisions of Section 108 and 110 of the Act ("Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of General Circular Nos. 14/2020 dated 8th April, 2020, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and Listing Regulations, as amended from time to time. The voting pattern details of such above referred resolutions as passed through Special Resolutions on 26th December, 2023 are as follows:

Special Resolution on 26th December, 2023

i) Approved increase in remuneration payable to Mr. Jai Prakash Agarwal (DIN-00041119), Executive Chairman

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68514488	65338430	95.3644	65338430	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68514488	65338430	95.3644	65338430	-	100.0000
Public-Institutions	E-Voting	6035412	4518961	74.8741	659792	3859169	14.6005	85.3995
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6035412	4518961	74.8741	659792	3859169	14.6005
Public- Non Institutions	E-Voting	34268048	5434793	15.8597	5423392	11401	99.7902	0.2098
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		34268048	5434793	15.8597	5423392	11401	99.7902
Total		108817948	75292184	69.191	71421614	3870570	94.8593	5.1407

Result : Special Resolution Passed with requisite majority

ANNEXURE-V TO BOARD'S REPORT (Contd.)

- ii) **Approved increase in remuneration payable to Mr. Vinay Surya (DIN-00515803), Managing Director of the Company**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68514488	65338430	95.3644	65338430	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		68514488	65338430	95.3644	65338430	-	100.0000
Public-Institutions	E-Voting	6035412	4518961	74.8741	659792	3859169	14.6005	85.3995
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6035412	4518961	74.8741	659792	3859169	14.6005
Public- Non Institutions	E-Voting	34268048	5432207	15.8521	5420879	11328	99.7915	0.2085
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		34268048	5432207	15.8521	5420879	11328	99.7915
Total		108817948	75289598	69.1886	71419101	3870497	94.8592	5.1408

Result : Special Resolution Passed with requisite majority

- d) **Person who conducted all the above Postal Ballot exercises:**

Mr. Ankit Singhi, partner of PI & Associates (FRN: P2014UP035400), D-38, South Extension Part-1, New Delhi – 110 049, acted as scrutiniser had conducted the postal ballot (conducted through remote e-voting only). The Company had completed the dispatch of Notice by e-mail on 23rd November, 2023 of the aforesaid resolutions passed on 26th December, 2023. In accordance with the MCA Circulars, no physical copy of the Notice of Postal Ballot was dispatched to the Members, accordingly Company was not required to provide the facility of voting through physical Postal Ballot in terms of above referred MCA Circulars.

- e) **Procedure for Postal Ballot**

The notices containing the proposed resolutions and explanatory statement were sent to the shareholders by email in accordance with General Circular No. 14/2020 dated 8th April, 2020, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as the 'MCA Circulars'). The e-voting period was for 30 days from dispatch of notice.

The Scrutiniser submitted the report to the Company within due timeline(s) and voting results were announced within due timeline(s). For e-voting, the Company is having agreement with National Securities Depository Limited ('NSDL') for providing e-voting facility to its members. Under this facility, members are provided an electronic platform to participate and vote on the resolutions to be passed through Postal Ballot.

As on the date of this report, no business is proposed to be conducted through postal ballot.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

8. MEANS OF COMMUNICATION

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically. The Company has complied with filing submissions with BSE through BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.

A separate dedicated section under "Investors", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public. These financial results are normally published in the leading financial, national and regional newspapers (i.e. Business Standard/Economic Times and are also displayed on website of the Company i.e. www.surya.co.in along with official news releases, if any. All other vital information's are also placed on the website of the Company.

9. GENERAL SHAREHOLDER INFORMATION

a)	AGM: Date, Time & Venue	:	To be decided by the Board		
b)	Financial Year	:	1 st April, 2023 to 31 st March, 2024		
c)	Dividend payment date	:	The dividend if declared by the members of the Company will be paid within 30 days of the Annual General Meeting.		
d)	Listing on Stock Exchanges	:	The securities of the Company are listed on the following Stock Exchanges:		
			<table border="1"> <tr> <td>The Stock Exchange, Mumbai Rotunda Building, Dalal Street, Fort, Mumbai – 400 001.</td> <td>The National Stock Exchange of India Ltd. Exchange Plaza, Bandra- Kurla Complex, Bandra, Mumbai – 400 051.</td> </tr> </table>	The Stock Exchange, Mumbai Rotunda Building, Dalal Street, Fort, Mumbai – 400 001.	The National Stock Exchange of India Ltd. Exchange Plaza, Bandra- Kurla Complex, Bandra, Mumbai – 400 051.
The Stock Exchange, Mumbai Rotunda Building, Dalal Street, Fort, Mumbai – 400 001.	The National Stock Exchange of India Ltd. Exchange Plaza, Bandra- Kurla Complex, Bandra, Mumbai – 400 051.				

The Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2023-24 and 2024-25

e) Stock Code

	National Stock Exchange (NSE)	The Stock Exchange Mumbai (BSE)	ISIN
Equity Shares- Symbol / Code (₹10/- paid-up)	SURYAROSNI	500336	INE335A01012 (upto 5 th October, 2023)
Equity Shares- Symbol / Code (₹ 5/- paid-up)			INE335A01020 (from 6th October, 2023 onwards)

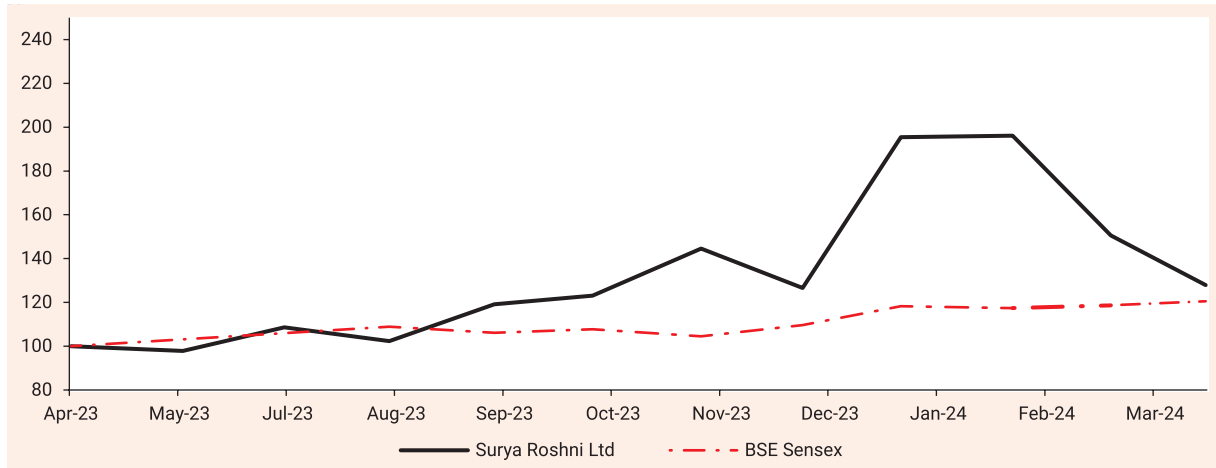
f) Market Price Data:

MONTH	NSE		BSE	
	HIGH (₹)	LOW (₹)	HIGH (₹)	LOW (₹)
April, 2023	413.500	328.950	414.000	327.000
May, 2023	427.500	374.700	428.500	375.000
June, 2023	467.450	379.800	467.375	379.375
July, 2023	442.550	384.425	442.325	384.200
August, 2023	491.800	364.525	491.500	364.325
September, 2023	577.000	472.925	577.450	472.750
October, 2023*	600.600	450.800	600.000	457.250
November, 2023	588.950	483.200	588.400	483.050
December, 2023	781.050	487.200	781.250	488.000
January, 2024	841.650	734.450	841.500	734.650
February, 2024	795.350	580.000	795.000	580.100
March, 2024	612.050	467.550	610.500	467.150

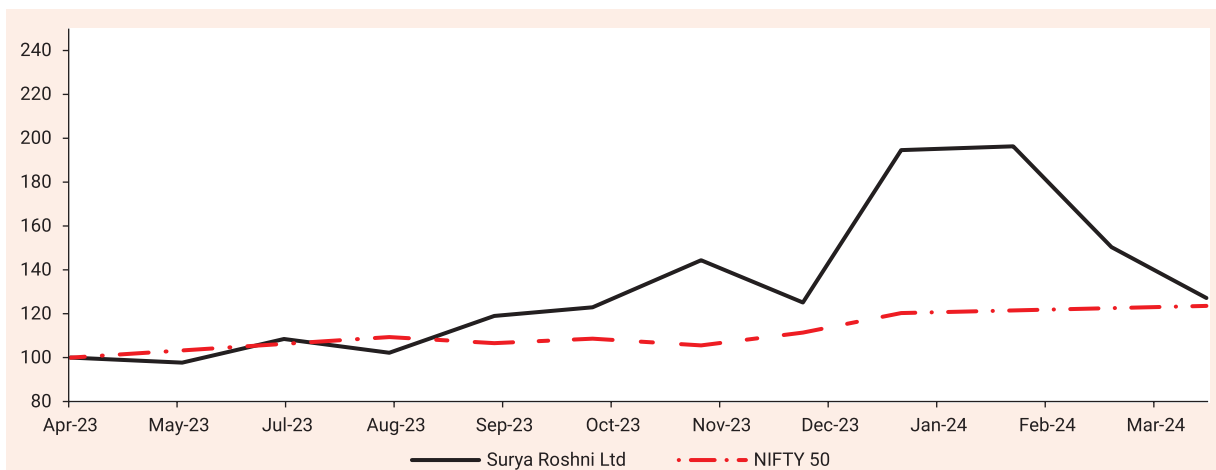
*On account of sub-division / stock split of its existing 1 (one) Equity Share of the face value of ₹10/- each fully paid up into 2 (two) equity shares of the face value of ₹5/- each fully paid-up w.e.f. 6th October, 2023 the High and Low prices for the FY 2023-24 prior to the split period are re-stated accordingly.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

g) Performance in comparison to BSE SENSEX



Performance in comparison to NSE Nifty



- h) **Suspension of trading during the year (if any)** : **NIL**
- i) **Registrar** : **MAS Services Limited**
 (Common for both Physical and Electronic share registry) : T-34, 2nd Floor, Okhla Industrial Area,
 Phase – II , New Delhi – 110 020
Tel. : (011) 2638 7281/ 82 / 83
Fax : (011) 2638 7384
E-Mail : info@masserv.com
investor@masserv.com

j) Share Transfer System

Pursuant to the amendment in the Listing Regulations and subsequent notification(s) issued by SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI had issued a Press Release clarifying that the said amendment does not prohibit an investor from holding shares in physical form. However, any investor who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. SEBI had fixed March 31, 2021, as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode only.

ANNEXURE-V TO BOARD'S REPORT (Contd.)

In addition to that, as per the amendments to the Listing Regulations effective from January 24, 2022 and SEBI's Circular dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal / Exchange of securities certificate; (d) Endorsement; (e) Sub-division / Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition. In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

The Company seeks to ensure that all transmission/transposition, etc., if any, are approved for registration within the stipulated period. Pursuant to Regulation 40 (9) & (10) of Listing Regulations, 2015, certificate on yearly basis have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

k) Distribution of Shareholding

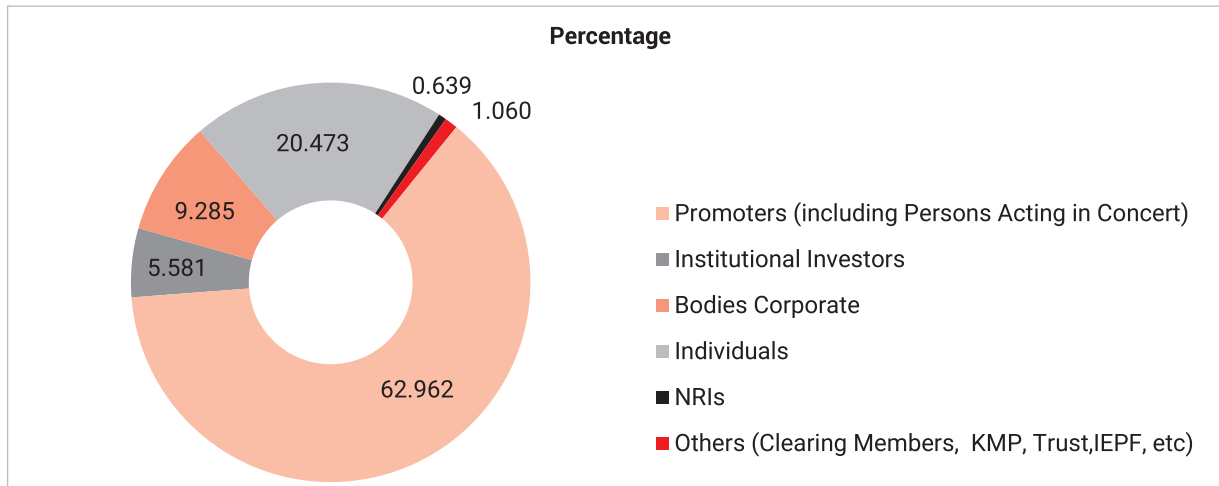
Share Holding of Nominal Value of ₹	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1 - 5000	49,977	93.523	61,32,426	5.636
5001 - 10000	1,612	3.016	23,77,468	2.185
10001- 20000	911	1.705	26,26,078	2.413
20001- 30000	298	0.558	14,79,670	1.360
30001- 40000	118	0.221	8,37,831	0.770
40001- 50000	117	0.219	10,77,393	0.990
50001- 100000	178	0.333	25,44,691	2.338
100001 & Above	227	0.425	9,17,42,391	84.308
TOTAL	53,438	100.000	10,88,17,948	100.000

Shareholding Pattern as at 31st March, 2024

Category	No. of Shares held	% age of Paid-up Capital
Promoters (including Persons Acting in Concert)	6,85,14,488	62.962
Institutional Investors	60,72,775	5.581
Bodies Corporate	1,01,03,590	9.285
Individuals	2,22,78,341	20.473
NRIs	6,94,956	0.639
Others - Clearing Members	1,35,138	0.124
Key Managerial Personnel (KMPs)	18,980	0.017
Directors and their relatives	7,100	0.007
Trust	4,80,348	0.441
IEPF A/c	5,12,232	0.471
TOTAL	10,88,17,948	100.00

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Graphical Representation of the Shareholding



- l) **Dematerialisation of Shares & Liquidity** : The Company has obtained electronic connectivity with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for demat facility (ISIN: INE335A01020). As on 31st March, 2024, 10,83,80,446 equity shares, being 99.60% of the Company's total paid-up equity shares had been dematerialised.
The shares of company are regularly traded at NSE & BSE.
- m) **Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date & likely impact on equity** : Nil
- n) **Commodity price risk or Foreign Exchange risk and hedging activities** : Please refer to Management Discussion and Analysis Report for the same.
- o) **Plant Locations**
- Steel Pipes & Strips Units :**
- Prakash Nagar, Sankhol, Bahadurgarh, Haryana – 124 507.
 - Plot No.P-1 to P-20, Ghirongi Industrial Area Malanpur Dist. Bhind, (M.P)
 - Golapuram Industrial Area, Hindupur, Dist. Anantpur (A.P)
 - Survey No. 188,189 & 190/1 Village-Bhuvad Taluka – Anjar, Dist.-Kutch Anjar – (Bhuj) Gujarat -370130
- Lighting Units** : 7 km Stone, Kashipur-Moradabad Road, Kashipur – 244713 (Uttarakhand)
- J-7,8 & 9, Malanpur Industrial Area, Malanpur, Distt.Bhind (M.P).
- p) **Address for correspondence :** **Chief Financial Officer & Company Secretary**
Surya Roshni Limited
Padma Tower –I, 5 Rajendra Place, New Delhi – 110 008.
Tel. - (011) 47108000
Fax - (011) 25789560
E-Mail - cs@surya.in
investorgrievances@sroshni.com
- q) **Credit Ratings obtained along with any CARE A1+ for Short term Bank Facilities**
revision: thereto for all debt instruments. CARE AA- for Long term Bank Facilities
ICRA A1+ for Short term Bank facilities /Commercial Papers

ANNEXURE-V TO BOARD'S REPORT (Contd.)

The details of the credit ratings are available on the website of the Company in the Investor section- Financial Tab and can be accessed at <https://surya.co.in/investor-relations/financials/#credit-ratings/>.



During the year ended 31st March, 2024 there was no change in the above ratings.

10. OTHER DISCLOSURES

- a. The senior management has made disclosures to the board relating to all material financial and commercial transactions. There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The Company has formulated a policy on dealing with the Related Party transactions for determining the Material Related Party Transactions and necessary approval of the Audit Committee and the Board of Directors were taken whenever required in accordance with the policy. Such policy is available on the website of the Company and can be assessed at www.surya.co.in
- b. The Company has complied with all applicable requirements prescribed by the regulatory and statutory authorities including Stock Exchanges and SEBI during the preceding three financial years on all matters related to capital market and no penalties / strictures in this respect had been imposed on the Company, further NSE vide its letter NSE/LIST/SOP/0927 dated 13th September, 2023 has waived off the entire fine of ₹7.70 lakhs as imposed by NSE vide their letter Ref. No. NSE/LIST/SOP/SURYAROSNI dated 13th April, 2021 for delayed compliance of Regulation 17(1) dealing with composition of Board of Directors caused due to COVID 19 Pandemic during the first half of the Financial year 2020-21. Earlier BSE had already approved the Company's waiver of fine application on merits and had not imposed any fine.
Further, NSE vide its letter NSE/LIST/DEBT/126403/2023 dated 14th August, 2023 has issued an advisory letter of precaution for future and waived off the a fine of ₹ 7.03 lakhs as imposed by NSE vide their letter NSE/LIST-SOP/DEBT/R-0175 dated 5th December, 2022 for
- c. delayed disclosure in compliance of Regulation 57(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which pertained to Commercial Papers during the period between February, 2021 to June, 2021.
- c. Personnel of the Company have direct access to the management as the Company has established Vigil Mechanism for directors and employees to report concerns about unethical behaviour, actual fraud or suspected fraud or violation of the Company's code of conduct or ethics policy. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy was duly posted on the Website of the Company at the following link: https://surya.co.in/wp-content/uploads/2022/05/162928_whistle-blower-policy.pdf
- d. The Company has complied with all mandatory requirements.
- e. **Web link where policy for determining 'material' subsidiaries is disclosed** : The policy for determining material subsidiaries has been posted on the website of the Company at the following link: https://surya.co.in/wp-content/uploads/2022/05/144606_Policy-for-Determining-Material-Subsidiary.pdf
- f. **Web link where policy on dealing with related party transactions:** The Company has formulated a policy on dealing with the Related Party transactions for determining the Material Related Party Transactions and necessary approval of the audit committee and the Board of Directors were taken whenever required in accordance with the policy. The details of Related Party Transaction Policy are disseminated on the website at the following link: https://surya.co.in/wp-content/uploads/2023/08/Revised-RPT-Policy_11.08.2023.pdf

ANNEXURE-V TO BOARD'S REPORT (Contd.)

- g. **Commodity price risks and commodity hedging activities:** Please refer to Management Discussion and Analysis Report for the same
- h. **Utilisation of funds raised through Preferential Allotment or qualified institutions placements:** Not Applicable
- i. **Certificate from Company Secretary in Practice in respect of Directors Disqualification:** A Certificate from Anjali Yadav & Associates, Practising Company Secretary Firm dated 29th April, 2024 confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such other Statutory Authorities.
- j. **Acceptance of Recommendations of the Board Committees:** No recommendations or submissions of any committee as constituted by the Board has been turned down by the Board of Directors during the financial year 2023-24.
- k. **Total Fees paid to Statutory Auditor for services rendered during the financial year 2023-24:** The total fees of ₹ 0.34 crore had been paid / payable to M/s Ashok Kumar Goyal & Co., Chartered Accountants Firm having Registration No. 002777N for all the services rendered by them in respect of its services to the Company during the financial year 2023-24 on consolidated basis.
- l. **Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**
- | | |
|--|-------|
| a) Number of complaints received upto 31 st March, 2024 | : Nil |
| b) Number of complaints disposed of during the financial year | : Nil |
| c) Number of complaints Pending at the end of the financial year | : Nil |
- m. The Company and its subsidiary have not given loans and advances in the nature of loans to firms/companies in which directors are interested.
- n. Details of material subsidiaries including the date and place of incorporation and the name and date of appointment of its statutory auditors. **Not Applicable**

11. COMPLIANCES OF CORPORATE GOVERNANCE REQUIREMENTS

Company has complied all the requirements of Corporate Governance Report as envisaged in sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations during the financial year 2023-24.

12. ADOPTION OF CORPORATE GOVERNANCE DISCRETIONARY REQUIREMENTS

Company has adopted the following Discretionary Requirements of Corporate Governance during the financial year 2023-24:

- Separate Posts of Chairman and Managing Director
- Reporting of Internal Auditor directly to the Audit Committee.

13. DISCLOSURES OF COMPLIANCES OF CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied all the mandatory requirements of Corporate Governance Report as specified in Regulation 17 to 27, Regulation 46 of the Listing Regulations during the financial year 2023-24.

Disclosure with respect to transfer of shares to IEPF suspense account as per the provisions of section 124 (6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended)

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Year	Total No. of Shareholders at the beginning of the year	Outstanding Shares in IEPF demat suspense account at the beginning of the year*	Total No. of Shareholders whose shares are transferred to IEPF demat suspense account during the year	Total No. of Shares transferred to IEPF suspense account during the year	Total No. of Shareholders who approached the Company for transfer of shares from IEPF suspense account during the year	No. of Shareholders to whom shares were transferred from IEPF Suspense Account during the year	No. of Shares Transferred from IEPF Suspense Account during the year	Aggregate No. of shareholders in demat suspense account lying at the end of the year	Outstanding Shares in demat suspense account lying at the end of the year	Voting Rights Frozen
2023-24	2,115	4,80,298	134	33,232	20	6	1,298	2,243	5,12,232	Nil

*On account of sub-division / stock split of its existing 1 (one) Equity Share of the face value of ₹10/- each fully paid up into 2 (two) equity shares of the face value of ₹5/- each fully paid-up w.e.f. 6th October, 2023, the shares in the IEPF transferred / claimed are re-stated for the FY 2023-24

Dealing with Corporate Benefits (in terms of securities accruing) and Voting Rights on such Shares: Corporate benefits in terms of securities accruing on such shares viz. split shall already been transferred in accordance with provisions of Section 124(5) and 124 (6) of the Act and rules made thereunder.

Disclosure with respect to demat suspense account / unclaimed suspense account

Aggregate No. of Shareholders at the beginning of the year	Outstanding Shares in demat suspense account at the beginning of the year	No. of Shareholders who approached the Company for transfer of shares from suspense account during the year	No. of Shareholders to whom shares were transferred from suspense account during the year	Aggregate No. of Shareholders lying at the end of the year	Outstanding Shares in demat suspense account lying at the end of the year	Voting Rights Frozen
Nil	Nil	Nil	NIL	NIL	NIL	N.A

Disclosure of certain agreements binding on the Company as disclosed under clause 5A of paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations : Nil

SURYA CODE OF CONDUCT

The Board Members and Senior Management personnel have affirmed their compliance with the code of conduct. The Code of Conduct has already been posted on the website of the Company. The Chairman, Managing Directors and CEOs has certified that the Board Members and senior management personnel have complied with the code of conduct and the same is placed before the Board. The declaration to this effect signed by the Chairman, Managing Directors and CEOs is appended below:

DECLARATION

We hereby confirm that all the Board Members and senior management personnel of the Company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended 31st March 2024 in terms of clause D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

J P Agarwal
Chairman
DIN -00041119

Raju Bista
Managing Director
DIN -01299297

Vinay Surya
Managing Director
DIN – 00515803

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place: New Delhi
Date: 14th May, 2024

ANNEXURE-V TO BOARD'S REPORT (Contd.)

Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members

Surya Roshni Limited

1. The Corporate Governance Report prepared by Surya Roshni Limited ("the Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("applicable criteria") with respect to Corporate Governance for the year ended 31st March, 2024. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificate for special Purposes and the Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
7. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

8. Based on the procedures performed by us as referred in paragraph 6 and 7 and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31st March, 2024, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

9. This certificate 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.
10. This certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate

Place: New Delhi
Dated: 14th May, 2024

For Ashok Kumar Goyal & Co.
Chartered Accountants
Firm Registration No. 002777N
CA. Ashok Kumar Goyal
Partner, FCA
Membership No. 017644
UDIN: 24017644BKEKEZ2841

Annexure VI to Board's Report

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT



SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sl.no	Required information	
1	Corporate Identity Number (CIN) of the listed entity	➤ L31501HR1973PLC007543
2	Name of the listed entity	➤ SURYA ROSHNI LIMITED
3	Year of incorporation	➤ 17 th October, 1973
4	Registered office address	➤ PRAKASH NAGAR, SANKHOL, BAHADURGARH - 124507 (HARYANA)
5	Corporate address	➤ PADMA TOWER - 1, 2 nd FLOOR, 5 RAJENDRA PLACE, NEW DELHI - 110 008
6	Email	➤ cs@surya.in
7	Telephone	➤ 011-47108000
8	Website	➤ www.surya.co.in
9	Financial year for which reporting is being done	➤ 2023-24
10	Name of the Stock Exchange(s) where shares are listed	➤ BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE)
11	Paid-up capital	➤ ₹ 54,40,89,740 (10,88,17,948 equity shares of ₹ 5/- each)
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	➤ Bharat Bhushan Singal (CFO & Company Secretary) Telephone: 47108000 (Extn. 610) and Email: cs@surya.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	➤ The disclosures under this report are made on a standalone basis
14	Name of the assurance provider	➤ No
15	Type of assurance obtained	➤ Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. no	Description of main activity	Description of business activity	% of turnover of the entity
1.	Steel Pipes & Strips	1) Steel Pipes & Tubes 2) Cold Rolled (CR) Strips	80%
2.	Lighting & Fixtures Electrical Consumer Durables PVC Pipes	Lighting Products - Professional Luminaires and Consumer Luminaires Fans, Small Domestic Home Appliances and Water Heaters	20%

17. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. no	Product/service	NIC code	% of total turnover contributed
1.	Steel Pipes and Tubes	24106	72.85
2.	Cold Rolled Strips	24105	7.08
3.	Lighting Products	27400	20.07

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	6	1 corporate office in New Delhi and 28 branches across PAN India	35
International	Nil	Nil	Nil

19. Markets served by the entity:

a. Number of locations



b. What is the contribution of exports as a percentage of the total turnover of the entity?

15%



c. A brief on types of customers

The Company is the largest ERW GI Pipe manufacturer and the largest exporter of ERW Pipes in India, exporting to 50+ countries across globe, including USA, Australia, Canada, Mexico, the Middle East, Europe and Africa.


IV. Employees

20. Details as at the end of financial year:

a. Employees and workers (including differently abled):

Sl. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
 EMPLOYEES						
1	Permanent (D)	2,072	2,052	99.03	20	0.97
2	Other than permanent (E)	458	453	98.91	5	1.09
3	Total employees (D + E)	2,530	2,505	99.01	25	0.99
 WORKERS						
4	Permanent (F)	1,175	1,175	100.00	-	-
5	Other than permanent (G)	4,326	3,789	87.59	537	12.41
6	Total workers (F+G)	5,501	4,964	90.24	537	9.76

b. Differently abled employees and workers:

S. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
 DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2	Other than permanent (E)	NIL	NIL	NIL	NIL	NIL
3	Total differently abled employees (D + E)	NIL	NIL	NIL	NIL	NIL



S. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)





DIFFERENTLY ABLED WORKERS

4	Permanent (F)	4	4	100	0	0.00
5	Other than permanent (G)	5	5	100	0	0.00
6	Total differently abled workers (F+G)	9	9	100	0	0.00

21. Participation/inclusion/representation of women:

	No. and percentage of females		
	Total (A)	No. (B)	% (B/A)
 Board of Directors	11	2	18.18%
 Key Management Personnel	2	0	0

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	2023-24 (Turnover rate in current FY)			2022-23 (Turnover rate in previous FY)			2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
 Permanent employees	12.77	5.13	12.75	12.65	-	12.65	11.89	16.37	11.93
 Permanent workers	7.33	-	7.33	5.70	-	5.70	6.21	-	6.21

V. Holding, subsidiary and associate companies (including joint ventures)

23. (a) Name of holding/subsidiary/associate companies/joint ventures

S. no	Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/ associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
1.	Surya Roshni LED Lighting Projects Limited	Subsidiary	100	No

VI. CSR details








24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No): **Yes**

(ii) Turnover - ₹ 78,08,51,90,379/-

(iii) Net worth - ₹ 19,99,85,85,376/-

VII. Transparency and disclosure compliances

25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	2023-24 (Current financial year)			2022-23 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
 Communities	Yes	Nil	Nil	N.A.	Nil	Nil	N.A.
 Investors (other than shareholders)	Yes	Nil	Nil	N.A.	Nil	Nil	N.A.
 Shareholders	Yes	2	Nil	Resolved	2	Nil	Resolved
 Employees and workers	Yes	Nil	Nil	N.A.	Nil	Nil	N.A.
 Customers*	Yes	4,05,922	Nil	Resolved	3,40,801	Nil	Resolved
 Value chain partners	Yes	Nil	Nil	N.A.	Nil	Nil	N.A.
 Others-please specify	N.A.	None	None	N.A.	None	None	N.A.

* Number includes only grievances/escalation.



The Company is committed to encourage openness, promote transparency and reporting improvements without fear of rebuttal. The organisation is committed to creating a culture that encourages high standards of ethics and upholds decent and safe working conditions for the entire workforce. Grievance redress policy will be access on the website of the Company at the link: <https://surya.co.in/investor-relations/corporate-governance/#policies/>

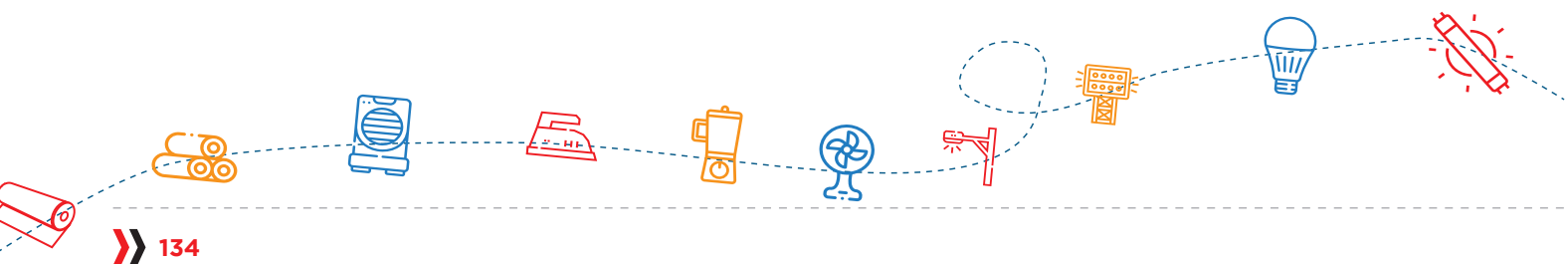
1. Communities, while interacting during the community engagement programmes, can report their grievances.
2. Investors and stakeholders can correspond with the Company by sending an Email to: investorgrievances@sroshni.com
3. Employees and workers can report any grievance by sending an Email to their respective unit HR Heads or to the HR Director at: ved@surya.in
4. Consumers can report grievances through the CRM system at <https://crm.surya.in> through the WhatsApp BOT (+91 9643300819), the Surya helpline number (1800 102 5657) or through a mobile Android application.
5. Value chain partners can reach us through our website: www.surya.co.in



Customer service and satisfaction are the focus areas of Surya Roshni, and we truly believe in providing the best service to our customers. We aim at minimising instances of customer complaints and grievances through proper service delivery and review mechanism and to ensure prompt redressal of customer complaints and grievances. Surya Roshni has established a structured grievances redressal mechanism. We are committed to encouraging openness, promoting transparency and reporting improvements without fear of rebuttal. Surya Roshni follows 'Zero Tolerance' Policies w.r.t. non-compliance and is committed to creating a culture that encourages high standards of ethics and upholds decent and safe working conditions for workforce. The Company has a Vigil mechanism, whereby one is free to report complaints/violations of laws, rules, regulations, or unethical conduct, and actual or suspected fraud to the nodal officer. The Company will oversee the mechanism through the Audit Committee. Please refer point 5 of Corporate Governance Report as form part of this Annual Report for detailed information on grievance redressal.

26 Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.



S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	 Brand Reputation	 Risk	Given that Surya Roshni is a household name and provides products and services to millions of customers, any undesirable customer experience could result in the loss of customers or even reputational loss.	Listening to customers and driving continuous transformation to provide them with a frictionless experience is what Surya Roshni has always strived for. For a better customer experience, Surya Roshni has appropriately addressed their grievances. Customer experience is enhanced by offering products and services, which meet the needs of customers, as well as adopting to innovative technology solutions to provide a seamless and an on-the-go customer journey through its better services and innovative lighting products.	Negative Loss of reputation can result in loss of the customer, thereby adversely impacting the businesses of Surya Roshni.



S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	 Business Ethics	 Risk	<ol style="list-style-type: none"> 1. Helps in risk management 2. Important in enhancing long-term value with stakeholders 3. Critical in the successful running of the Company 	<p>The Company is committed to adhering to the highest standards of ethical, moral and legal conduct for business operations. In order to maintain these standards, the Company has formalised the 'Code of Conduct' for Directors as well as all employees of the Company. This lays down the principles and standards that govern the actions of the employees in the course of the Company's business. It covers all dealings with vendors, customers and other business partners. Any actual or potential violation of the Code, however insignificant or perceived as such, would be a matter of serious concern for the Company. All such policies are communicated to employees on their joining. The Company conducts its relationships and dealings in business, and otherwise, under the Code of Conduct. It mainly focusses on five values i.e. Personal Leadership, Courage, People Development, Innovation and Execution Excellence. The Company has in place, different mechanisms for receiving and dealing with complaints from different stakeholders. The Company has established a vigil mechanism for employees, Directors and vendors to report concerns about unethical behavior and actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy facilitates employees and vendors to report without fear, any wrongdoings or unethical or improper practice. There is a separate Stakeholders Relationship Committee for shareholder grievances. The Company has an exclusive Email id for redressal of investor grievances. Investors can Email at: investorgrievances@sroshni.com to lodge their complaints. The Company has an exclusive Email: consumercare@surya.in for consumer care. Consumers can lodge their complaints/ suggestions/feedback accordingly. In order to address workplace-related issues, the senior management team has periodic interactions, with employees at different locations. The Managing Director regularly receives feedback from employees across the country through specially instituted mechanisms.</p>	<p>Positive: Compliance with relevant regulatory requirements reflects the Company's commitment towards responsible business practices</p> <p>Negative: Non-compliance with regulatory requirements may affect the Company's image and impact its business continuity in the long term.</p>

S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	 Energy Efficiency	 Risk and Opportunity	<p>Risk: Energy management has been identified as a key material issue under Climate change and environmental risk. Climate Change and Environmental risks are addressed to emphasise on the Company's climate consciousness and its contribution towards mitigation action plans against climate change</p> <p>Opportunity: Comprehensive resource management plans in alignment with the Company's environment conservation strategy will highlight the Company's commitment for improving environment preservation and its contribution towards climate change mitigation action plans.</p>	<p>The Company focusses on four major areas related to climate change i.e. energy conservation, water conservation, use of renewable energy and waste minimisation. The Company's Environment, Health and Safety (EHS) Policy covers all employees and stakeholders across all manufacturing units. In lighting manufacturing processes, high-energy consumption equipment had been replaced with cost-effective energy efficient equipment. The Company regularly monitors the operations and capacity optimisation of pumps, motors and cooling tower operations, to take corrective actions. The Company is contributing towards the global environment by complying with ISO Certification i.e., ISO 9001, ISO 14001 & OHSAS 18001 under the Integrated Management System, in each and every process of the Company. The Company regularly assesses various environmental risks associated with its activities and its probable impact. The purpose of this procedure is to establish and maintain procedures for identifying environmental/hazard aspects of activities. The manufacturing units have embraced initiatives on clean technology and energy efficiency. Innovative technologies have been implemented to reduce the impact on the environment. The Company has installed a solar panel at its manufacturing facilities at Bahadurgarh, and Malanpur Steel Plant and will be installing solar panels at all its other manufacturing units in times to come. In the longer term, the Company aims to reduce CO₂ emissions and generate energy at a lower cost at its factories in India. This is in-sync with the Company's approach towards building a sustainable ecosystem through efficient energy consumption and optimum utilisation of natural resources such as solar power and wind energy. Furthermore, this project will also enable significant operating cost-savings for the Company such as lower energy loss, reduced electricity bills and maintenance costs.</p>	<p>Positive: The Company's focus on strengthening climate and ESG specific initiatives bolsters long-term value creation and enables the Company to effectively respond to rising stakeholder demands</p> <p>Negative: Lack of robust initiatives and action plans to contribute to ESG awareness and climate change could adversely impact business operations and lead to workforce disruption.</p>

S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	 Human Rights Practices	 Risk	<p>Risk: The absence of a comprehensive Human Rights governance structure from the aspects of parameters such as working conditions, child/forced labour, fair remuneration, gender diversity, prevention of sexual harassment, freedom of association, and collective bargaining will impact the Company's performance in the social domain from the perspective of the workforce as well as the community.</p>	<p>The Company respects the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and marginalised groups. All the practices and policies of the Company, including engagement with suppliers and contractors, among others, ensure that human rights are honoured and protected. To respect the human rights of our employees, including non-discrimination, prohibition of child and forced labour, freedom of association and the right to engage in collective bargaining. Surya Roshni strives to ensure that there is no discrimination or harassment due to gender, religion, ethnicity and disability. We continuously work towards building a conducive work environment wherein merit in qualification and performance becomes the sole criteria for selection and performance appraisal and the work environment is free from all forms of harassment - physical, verbal, psychological, sexual etc. Integrating a strong governance structure for Human Rights from the aspects of the Human Rights Policy, the Freedom of Association Policy and Due Diligence across the business operations extending to supply chain partners and vendors</p>	<p>Positive: Comprehensive alignment of Human Rights principles in accordance with the guiding principles of national and international Human Rights standards amplifies the Company's performance in the social aspect and reflects its commitment towards human rights integration within the Company's business model</p> <p>Negative: The absence of a Human Rights governance structure could result in employee dissatisfaction, impacting the workforce productivity that could impact the Company's long-term business growth plan. The lack of a strong redressal mechanism may result in non-compliance issues from a relevant regulatory perspective</p>

S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	 <p>Board Diversity and Independence</p>	 <p>Opportunity</p>	<p>Opportunity: The Company recognises and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, industrial experience, age, ethnicity, and gender, which will help us to retain our competitive advantage.</p>	<ol style="list-style-type: none"> 1. Ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective, excellence in their performance; 2. The Board, as recommended by Nomination and Remuneration Committee, has adopted the Board Diversity Policy, which sets out the approach to diversity on the Board of Directors. 3. As an employer committed to diversity, Surya Roshni recognises that its success depends on creating a working environment which supports the diverse make-up of its employees with supporting policies and procedures to create a framework which promotes this policy 	<p>Positive: Consistent efforts would have a positive impact due to improvement in productivity, etc.</p>



SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements

The National Guidelines for Responsible Business Conduct (NGRBC) as bought out by Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:



CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the policies, if available	https://surya.co.in/investor-relations/corporate-governance/#policies/								
2 Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3 Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4 Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001, ISO 14001 & OHSAS 18001, ISO 45001, AS1074 (AUSTRALIA), BIS 3589 : 2001, BIS 1239, BIS 1161, BIS 5504, BIS 4923, BIS 3601, BIS IS 4270 : 2001, EN 10219-1:2006, IS 4923, IS3183:2012, IS 4270:2001, API 5L, API 5CT, SLS/CE/UL								
5 Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company continues to give major emphasis on the conservation of energy and the measures taken during the previous years in the said regard were continued. Surya Roshni has identified material ESG issues, which will help the Company in setting targets and measures. Surya Roshni strives to become a sustainable organisation and is in the process of developing or setting targets for its business.								
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Surya Roshni is committed to enhancing sustainability practices in a formal manner by adopting the guidelines defined under NGRBC and will work on measuring the performance once targets are set and defined.								

Governance, leadership and oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>It is with great pride that I present our Company's Business Responsibility and Sustainability Report (BRSR) for the year 2024. This report reflects our unwavering commitment to ethical business practices, environmental stewardship, and social responsibility. As a leading organisation in our industry, we recognise the profound impact our operations have on the environment and society. Our commitment to sustainability is not merely a strategic priority but a core value that shapes our corporate culture and decision-making processes. We are dedicated to driving positive change and fostering a sustainable future for all our stakeholders. Over the past year, we have made significant strides in reducing our environmental footprint. We have implemented advanced technologies and innovative processes to minimise our greenhouse gas emissions, reduce water consumption, and enhance waste management.</p> <p>Social responsibility remains at the heart of our operations. We are committed to upholding the highest standards of labour practices, promoting diversity and inclusion, and ensuring the well-being of our employees. Our community engagement programmes have positively impacted thousands of lives, and we continue to support various initiatives aimed at improving education, healthcare, and social welfare.</p> <p>Good governance is essential to our success. We maintain robust governance structures to ensure transparency, accountability, and ethical conduct throughout our organisation. Our Board of Directors and management team are dedicated to upholding these principles and continuously improving our governance practices.</p> <p>We understand that the journey towards sustainability is ongoing and requires collective effort. I extend my heartfelt gratitude to our employees, partners, and stakeholders for their unwavering support and collaboration. Together, we will continue to make a meaningful difference and build a sustainable future for generations to come.</p>								
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Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Kaustabh Narsinh Karmakar Director - HR Email: ved@surya.in								
9	Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Yes -The Risk Management Committee is, inter-alia, responsible for formulating the detailed risk management policy by identifying the internal and external risks faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG-related risks), information, cybersecurity risk, measures for risk mitigation, business continuity plan. The Committee regularly reviews the methodology, processes, and systems to monitor and evaluate risks associated with the business of the Company and proper implementation of the risk management policy. The Committee also regularly updates the Board of Directors about the nature and content of its discussions, recommendations, and actions to be taken.								

10. Details of Review of NGRBCs by the Company:

Subject of review	Indicate whether review was undertaken by Director/Committee of the Board/any other committee									Frequency (Annually/Half yearly/quarterly/any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	As a practice, policies on the Business Responsibility of the Company are reviewed annually or on a need basis by the Committee of the Board. During this assessment, the efficacy of the policies is reviewed and necessary changes to policies & procedures are implemented									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Committee of the Board reviews compliance with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws.									On going basis – A Compliance Report from the plant/functional heads is placed before the Committee of the Board on a quarterly basis. In addition, tools are used to track and enforce 100% compliances.								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
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11	Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	Yes, the policies are independently reviewed and assessed by the CareEdge Analytics and Advisory								
12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: N.A. (All Principles are covered by the Policies)									




SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE


This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators




1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
 Board of Directors	1	An induction/familiarisation session is arranged for every Independent Director, on his/her appointment to the Board of Directors. The induction session, among others, includes an overview of the Company, its vision and mission, the industry in which it operates, its business strategies, risk management, and the roles and responsibilities as a member of the Risk Management Committee and Board. On an ongoing basis, Surya Roshni's Board conducts meetings to provide updates regarding regulatory changes the Code of Conduct for the Prevention of Insider Trading, the Code of Conduct for Directors and Senior Management, Corporate Governance, Risk Management, IT & Cybersecurity, and changes in the regulatory environment as applicable during the meeting. Further, Independent Directors meet separately without the attendance of Non-Independent Directors, the Board as a whole, and the performance of the Chairman of the Board. During the year, a familiarization programme related to the Recent Amendments in the SEBI (LODR) Regulations was conducted for all the Directors to make them aware of the recent development/changes in the listing regulations.	100
 Key Managerial Personnel	1	Recent Amendments – SEBI (LODR) Regulations	100
 Employees Other than Board of Directors and KMPs	280	5S, Time Management, Electrical and Industrial Safety, On-the-Job Training, IMS, Firefighting, First Aid, Kaizen, Six Sigma QMS, ISO,API, ON JOB,Work Instrastion, SOP Safety Awareness at Workstation, Emergency Fire Training, Road Safety,Hazard, SAP, Discipline & Punctuality, Financial Awareness & Tax Saving, Higher Pesion, Human Rights, Material Management, First Aid, Use of PPEs, Housekeeping, Safety, General Awareness, ISO 9001: 2015 (QMS), Effective Communication, Human Rights, Yoga, Financial Wellness and Stress Management.	100

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
 Workers	73	5S, Time Management, Electrical and Industrial Safety, On-the-Job Training, IMS, Fire Fighting, First Aid, Kaizen, Six Sigma, QMS, ISO,API, ON JOB,Work Instrastion, SOP Safety Awareness at Workstation, Emergency Fire Training, Road Safety, Hazard, SAP, Discipline & Punctuality, Financial Awareness & Tax Saving, Higher Pesion, Human Rights, Material Management, First Aid, Use of PPEs, Housekeeping, Safety, General Awareness, ISO 9001: 2015 (QMS), Effective Communication, Human Rights, Yoga, Financial Wellness and Stress Management	100

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
 Penalty/fine	Nil	Nil	Nil	Nil	No
 Settlement	Nil	Nil	Nil	Nil	No
 Compounding fee	Nil	Nil	Nil	Nil	No

Non-Monetary

	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
 Imprisonment	Nil	Nil	N.A.	No
 Punishment	Nil	Nil	N.A.	No

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

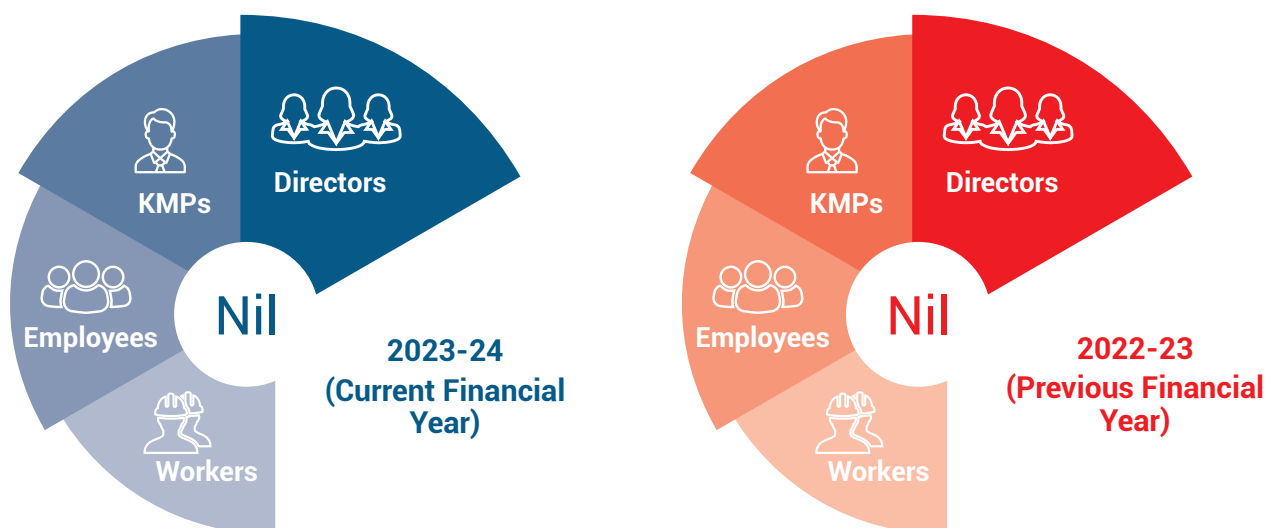
Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company does not encourage associates or any connected stakeholders to engage in unethical means such as Bribery or kickbacks. We have a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly, and with integrity in all our business relationships, wherever they cooperate, and in implementing and enforcing effective systems to counter bribery. Strong guidelines have been laid down to avoid malpractices and the consequences of such actions are also well-defined. Strong and stringent control measures are in place to stop such activities and associates are encouraged to bring to notice any such malpractice which might have been missed out. The Company's governance practices have been laid out on the foundation of honesty and integrity, conducting business in compliance with all regulatory and legal obligations. The principles of anti-corruption and bribery are captured in the policy of the Company: Anti Bribery Policy can be accessed at:

<https://surya.co.in/investor-relations/corporate-governance/#policies/>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:



6. Details of complaints with regard to conflict of interest:

	2023-24 (Current financial year)		2022-23 (Previous financial year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

There were no cases of corruptions or conflicts of interest which required action by regulators/law enforcement agencies/ judicial institutions.

8.		2023-24 (Current financial year)	2022-23 (Previous financial year)
	Number of days of accounts payable	22	24

9 Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along-with loans and advances & investments, with related parties

Parameter	Metrics	2023-24 (Current financial year)	2022-23 (Previous financial year)
Concentration of purchases	a. Purchases from trading houses as % of total purchases	2.40	2.20
	b. Number of trading houses where purchases are made from	433	468
	c. Purchases from top 10 trading houses as % of total purchases from trading houses.	74.23	69.69
Concentration of sales	a. Sales to dealers/distributors as % of total sales	50.59	50.62
	b. Number of dealers/distributors to whom sales are made	5,321	3,369
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/ distributors	37.68	30.36
Share of RPTs in	a. Purchases (Purchases with related parties/total purchases)	-	-
	b. Sales (Sales to related parties/total sales)	0.14%	0.08%
	c. Loans & advances (Loans & advances given to related parties/total loans & advances)	-	-
	d. Investments (Investments in related parties/Total investments made)	-	-

Leadership Indicators

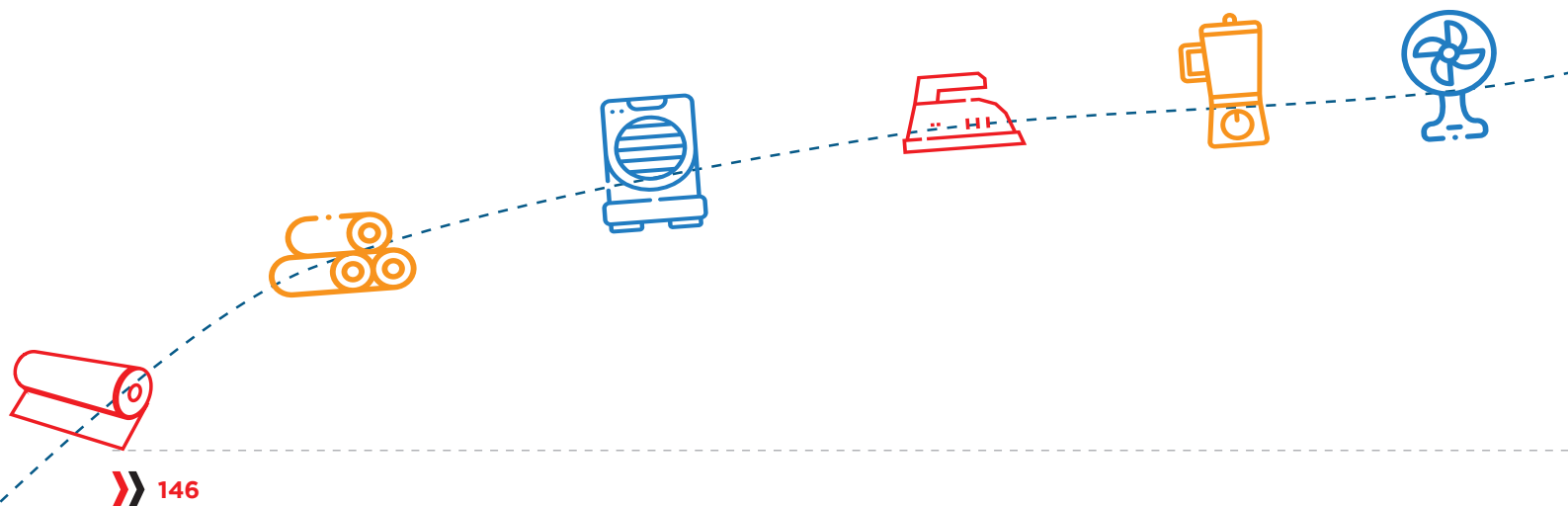
1 Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
One	P1 to P9	46% of the identified vendors

The Company has a long-lasting relationship with its suppliers/vendors. Awareness on sustainability is being created among vendors, while training and awareness on energy, health and safety is also being imparted to strategic vendors. For enhancing skills at the vendors' end, a focussed drive has been undertaken in the following areas and an organisational structure for the same has been put in place. The areas covered are vendor capability building, vendor evaluation standard, and supply risk mitigation and management.

2 Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

Yes. The Company has established a vigil mechanism for employees, Directors and vendors for reporting concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy facilitates employees and vendors to report without fear, any wrongdoings or unethical or improper practice. Every Director of the Company discloses his/her concern or interest in the Company or companies or bodies corporate, firms, or other association of individuals and any change therein, annually or upon any change, which includes the shareholding. Further, a declaration is also taken annually from the Directors under the Code of Conduct confirming that they will always act in the interest of the Company and ensure that any other business or personal association, which they may have, does not involve any conflict of interest with the operations of the Company and the role therein. In the Meetings of the Board, the Directors abstain from participating in the items in which they are concerned or interested. To identify and track conflicts of interest involving the Directors/KMPs of the Company, the Corporate Secretarial team maintains a database of the Directors and the entities in which they are interested. This list is shared with the Finance Department for monitoring and tracking transaction(s) entered by the Company with such parties. Additionally, the Senior Management also affirms that they have not entered into any material, financial and commercial transactions, which may have a potential conflict with the interest of the Company at large.



PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

	2023-24 (Current financial year)	2022-23 (Previous financial year)	Details of improvements in environmental and social impacts
R & D	46%	53%	The impact is in reduction of Hazardous gases on the environment through development of energy efficient Light Sources and Luminaires & its application including LED Lighting System carried out at Noida R&D centre.

- 2 a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, the Company has formulated a Sustainable Supply Chain Management Policy that outlines the framework for reporting on environmental, social, and economic impacts. The Company checks the compliance and practices of its supply chain through supplier assessment and onsite audits. Our key focus is to assess on basis of ESG parameters and verify if the policies of the organisations, business continuity management systems practices, and strategies and initiatives to overcome sustainability risks are in place, Surya Roshni asks suppliers to adhere to the Supply Chain Code of Conduct through POs Also, we have incorporated terms and conditions in our Purchase Orders to purchase the raw material from the vendor having ISO 14001/ISO 18001 Certifications and legal consents under Environmental Protection Act.

- 2 b. If yes, what percentage of inputs were sourced sustainably?

83%

- 3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

- (a) **Plastics (including packaging)**

The Company has an established system for collecting back the plastic waste or multilayered packaging generated from its products as per the Extended Producer Responsibility (EPR) regulations. The recycling and disposal of the reclaimed plastics (including packaging) is carried out as per the Central Government rules and the provisions of the Plastic Waste Management Rules.

As an importer, we are registered on the CPCB Portal for EPR under the Plastic Waste Management Rules 2016. For the compliance of EPR, recycling our plastic packaging material which we received along with imported electronic components through registered recyclers.

As brand owners, we are registered on the CPCB Portal for EPR under the Plastic Waste Management Rules 2016. For the compliance of EPR, we recycle our post-consumer plastic packaging waste that we have placed in the market through registered recyclers.

(b) E-waste

As a manufacturer, we are given authorisation by the SPCB under E-Waste Management Rules 2022 for the recycling of our e-waste generated during the manufacturing of lamps in the recycling facility made at our site. As a Producer, we are registered on CPCB Portal for EPR under E-Waste Management Rules 2022. For compliance with EPR, recycling our EOL products which we have placed in the market through registered recyclers. A Pan India based agency authorised by the Pollution Control Board is selected for ensuring the safe disposal of e-waste with minimal environmental impact.

(c) Hazardous waste

The hazardous waste is sent for proper disposal at the Pollution Control Board's authorised facilities.

(d) Other waste.

Solid waste/sludge from water and waste treatment plants and process waste from the factories is disposed in a controlled manner as per the policy.

4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, EPR applies to the Company's business. Its waste collection plan is made in accordance with the EPR action plan filed with the CPCB. The use of plastic in the product is determined by the standards established by the Pollution Control Board. In addition, a procedure for the receipt and disposal of plastic is in place and complies with current statutory regulations. Also, EPR plans for e-waste and plastic waste are submitted to the Pollution Control Board.

Leadership Indicators

1 Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	No- The Company, being the largest exporter of ERW pipes and largest producer of ERW GI Pipes in India, manufactures ERW Steel Pipes (GI Black, Hollow section), API & Spiral Pipes, 3LPE Coated Pipes and CR Strips. It is also the Second Largest Manufacturing Lighting Company in India that manufactures world-class LED bulbs, LED Street Lights, LED Luminaire, Lighting products and provides fans and home appliances.	Boundary for which the Life Cycle Perspective/assessment was conducted
Name of Product/service		Whether conducted by independent external agency (Yes/No)
% of total turnover contributed		Results communicated in public domain (Yes/No) If yes, provide the web-link.

2 If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.





The Product/services may have potential environmental concerns.

Name of Product/ service	Description of the risk/concern	Action taken
Packaging material	Plastic bags used in packaging were harmful to the environment.	The Company has mostly eliminated the use of plastic bags in its packaging. In places where it cannot be avoided, the thickness is changed to the allowable limit.
Lighting manufacturing	e-waste	The Company has started reusing the same packaging material, thereby reducing waste. The Company has started using ROHS-compliant raw materials. Also, recycling and safe disposal are being managed under the EPR plan.

3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	2023-24 (Current financial year)	2022-23 (Previous financial year)
Plastic	8.69%	16.51%
Glass	0.49%	1.263%
Mercury	0.38%	0.055%
Phosphor Powder	0.47%	1.222%
Aluminium	0.55%	2.954%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format:

	2023-24 Current financial year			2022-23 Previous financial year		
	Re-used	Recycled	Safely disposed	Re-used	Recycled	Safely disposed
 Plastics (including packaging)	696.06	NIL	229.71	40.89	Nil	44.638
 E-waste	NIL	1,157.03	3.10	NIL	22.757	NIL
 Hazardous waste	NIL	116.42	747.25	NIL	121.045	740.660
 Other waste	NIL	NIL	NIL	NIL	NIL	NIL

5 Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
<p>Damaged material is sent to the depots and is disposed of as-is through the contracting process. The quantum of such material is almost negligible.</p>	

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

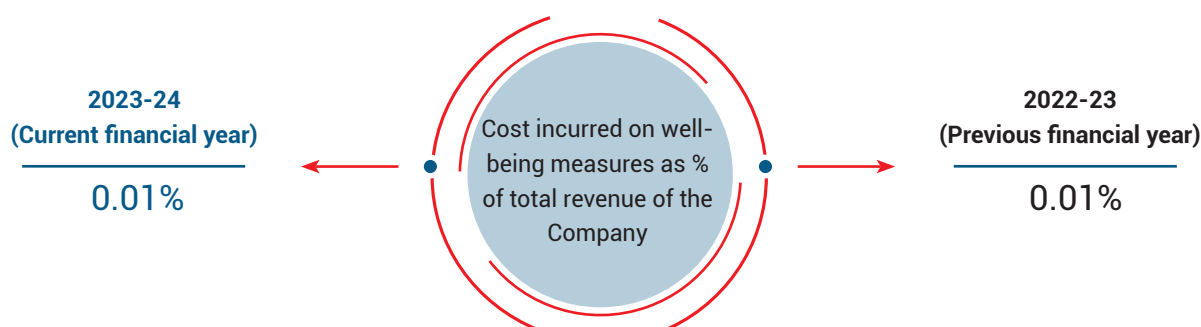
1. a. Details of measures for the well-being of employees:

% of employees covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	2,052	1,195	58.24	2,052	100.00	-	-	-	-	-	-
Female	20	17	85.00	20	100.00	1	5.00	-	-	-	-
Total	2,072	1,212	58.49	2,072	100.00	1	0.05	-	-	-	-
Other than permanent employees											
Male	453	-	-	-	-	-	-	-	-	-	-
Female	5	-	-	-	-	-	-	-	-	-	-
Total	458	-	-	-	-	-	-	-	-	-	-

b. Details of measures for the well-being of workers:

% of workers covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	1,175	274	23.32	1,175	100.00	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	1,175	274	23.32	1,175	100.00	-	-	-	-	-	-
Other than permanent workers											
Male	3,789	1,860	49.09	3,789	100.00	-	-	-	-	-	-
Female	537	76	14.15	537	100.00	-	-	-	-	-	-
Total	4,326	1,936	44.75	4,326	100.00	-	-	-	-	-	-

c Spending on measures towards well-being of employees and workers (including permanent and other than permanent)



2. Details of retirement benefits, for current FY and previous financial year.

Benefits	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	2.03	3.23	Yes	2.88	8.65	Yes
N.P.S.	3.64	-	Yes	1.51	-	Yes
Others-please specify	None	None	N.A.	None	None	N.A.

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, as a principle, the Company, through its Equal Employment Opportunity policy, prohibits any kind of discrimination against any person with a disability in any matter related to employment as per the Rights of Persons with Disabilities Act, 2016, and Transgender persons (Protection of Rights) Act 2019. The corporate office and sites of Surya Roshni and its subsidiaries have ramps for easy movement of differently abled people and wheelchair-accessible restrooms are available.

4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, Surya Roshni has adopted an Equal Employment Opportunity And Non-Discrimination Policy in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016, and provides a framework that is committed to the empowerment of persons with disabilities.

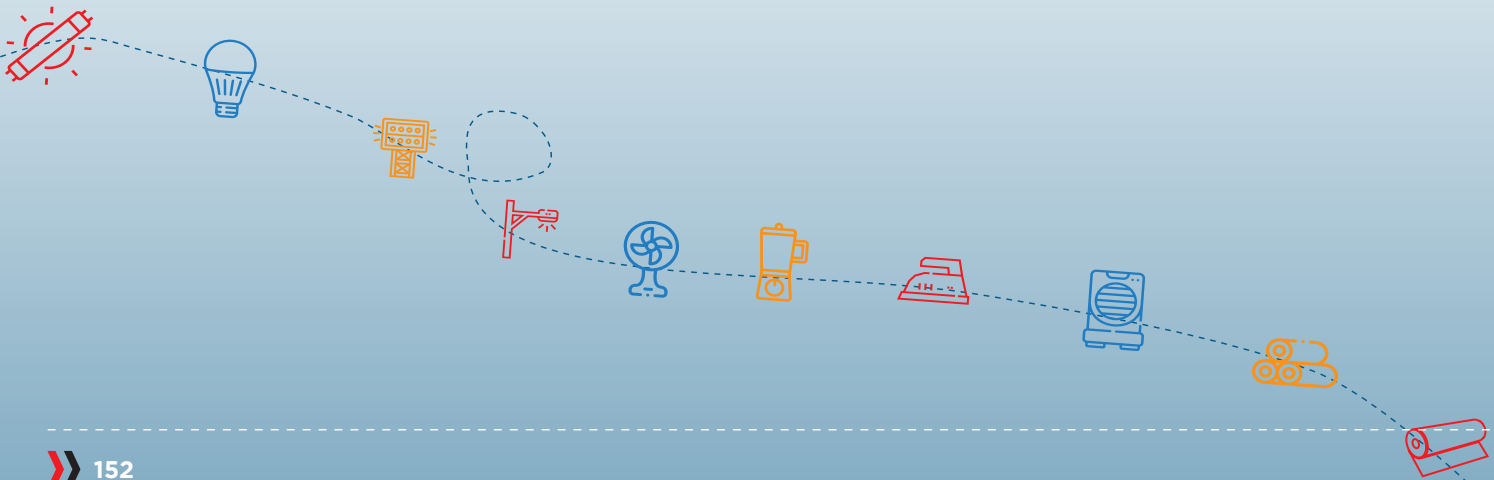
<https://surya.co.in/investor-relations/corporate-governance/#policies/>

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent workers	<p>Yes. Surya Roshni strives to create a culture that is fair, open, & transparent and where employees and workers can openly present their views. Surya Roshni transparently communicates its policies and practices such as plans, compensation, performance metrics, performance pay grids and calculation, career enhancements, compliance, and other processes. Surya Roshni enables employees and workers to work without fear of prejudice, gender discrimination, and harassment. It has zero tolerance for any non-compliance with these principles. Surya Roshni has a Grievance Redressal Committee in which employees can raise issues by dropping letters or Emails. These serve as grievance mechanisms for its employees to report or raise their concerns confidentially, anonymously and without fear of any retaliation. The Whistle Blower Mechanism provides employees with a mechanism to report any concerns or grievances pertaining to any potential or actual violation of the Code of Conduct.</p>
Other than permanent workers	
Permanent employees	
Other than permanent employees	



7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees /workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)

Total permanent employees

Male	2,052	NIL	NIL	2,065	NIL	NIL
Female	20	NIL	NIL	19	NIL	NIL
Total	2,072	NIL	NIL	2,084	NIL	NIL

The Company does not have any employee associations. The Company, however, recognises the right to freedom of association through freedom of association policy and does not discourage collective bargaining.

Total permanent workers

Male	1,175	610	51.91	1,226	640	52.20
Female	-	-	-	-	-	-
Total	1,175	610	51.91	1,226	640	52.20

8. Details of training given to employees and workers:

Category	2023-24 (Current financial year)					2022-23 (Previous financial year)				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)

Employees

(Both permanent and other than permanent)

Male	2,505	906	36.17	920	36.73	2,495	819	32.83	763	30.58
Female	25	5	20.00	5	20.00	22	5	22.73	3	13.64
Total	2,530	911	36.01	925	36.56	2,517	824	32.74	766	30.43

Workers

Male	4,964	3,635	73.23	2,757	55.54	5,104	3,343	65.50	2,390	46.83
Female	537	481	89.57	537	100.00	455	455	100.00	455	100.00
Total	5,501	4,116	74.82	3,294	59.88	5,559	3,798	68.32	2,845	51.18

9. Details of performance and career development reviews of employees and worker:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees*						
Male	2,505	1,873	74.77	2,495	1,883	75.47%
Female	25	20	80%	22	19	86.36%
Total	2,530	1,893	74.82	2,517	1,902	75.57%
Workers*						
Male	4,964	1,175	23.67	5,104	1,226	24.02%
Female	537	-	-	455	-	-
Total	5,501	1,175	21.36%	5,559	1,226	22.05%

*Includes permanent and other than permanent

10 Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes, The health and safety of employees is extremely important to the Company and it is committed to building and maintaining a safe and healthy workplace. The Company's Environment, Health and Safety (EHS) Policy covers all employees and stakeholders across all manufacturing units. At a strategic level, the Company has embedded various Environment, Health & Safety (EHS) considerations in all aspects of its existing operations. All manufacturing locations are certified for IMS QMS 9001:2015 (Quality Management System), ISO 14001 (Environmental Management Systems) requirements and OHSAS 18001 (Occupational Health and Safety Management Systems) requirements. The Company has adhered to the applicable standards and limits for emissions and waste prescribed by the respective State Pollution Control Board (SPCB)/Central Pollution Control Board (CPCB).

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Surya Roshni is committed to providing a safe and healthy workplace by minimising the risk of accidents, injury, and exposure to health risks and it complies with applicable laws and regulations with respect to safety at the workplace. Surya Roshni has taken an initiative to frame a comprehensive policy with respect to health and safety management systems such as plant safety audits, job safety analysis, work permit systems, workplace monitoring, noise monitoring, hygiene & sanitation, yearly safety audit, emergency exits, first aid boxes, etc.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. Work-related hazards are being identified and addressed through a daily plant round and cross-functional behaviour safety observation rounds.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, Surya Roshni has insured its employees under group-term insurance, health insurance and accidental insurance policies.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	2023-24 (Current financial year)	2022-23 (Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	1	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12 Describe the measures taken by the entity to ensure a safe and healthy workplace.

Please refer to Question No. 10 above.

13. Number of complaints on the following made by employees and workers:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	N.A.	Nil	Nil	N.A.
Health and safety	Nil	Nil	N.A.	Nil	Nil	N.A.

14. Assessments for the year:

**% of your plants and offices that were assessed
(by entity or statutory authorities or third parties)**



15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

- We have Safety Command Centres established at each plant to track and raise awareness on safety culture.
- Root Cause Analysis (RCA) are conducted for all the safety-related incidents and suitable corrective actions are taken. Safety Inspections and Safety Audits are also being done periodically. Corrective actions are being taken for all the observations given by the auditors (internal as well as external).
- Rotational safety reviews are conducted by Site Heads and Plant Heads once a month. Key learning points shared by site implemented horizontally. In addition, PPE Matrix revised, and plant-wise PPE training modules has been deployed. A system of safety challans and surprise checks are used to strengthen the culture of safety.
- The number of targeted safety placards and poster and signboards has been increased and placed at strategic locations to raise awareness as well as to reinforce that safety is everyone's responsibility.

Leadership Indicators



1 Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, Surya Roshni has a scheme in place to provide financial assistance to the legal dependents of the permanent employees in case of death while in service. In addition to this, employees are covered under the Group Personal Accident (GPA) Insurance.

2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company monitors and tracks the compliance related to statutory dues by contractors supplying third party resources as a part of regular checks while processing the invoices. Periodic audits are also conducted to ensure compliance.

3 Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

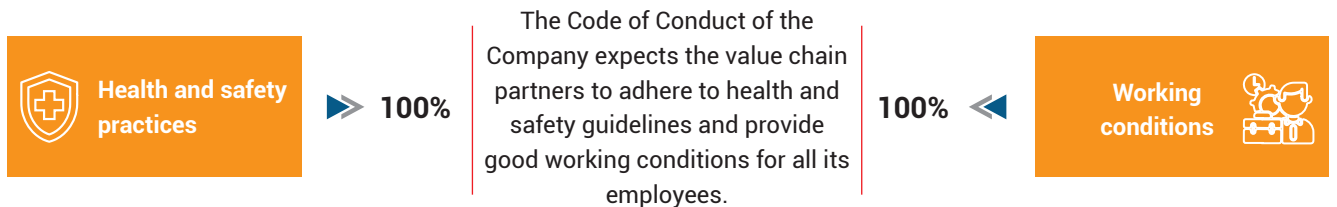
	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2023-24 (Current financial year)	2022-23 (Previous financial year)	2023-24 (Current financial year)	2022-23 (Previous financial year)
 Employees	Nil	2	Nil	Nil
 Workers	Nil	1	Nil	Nil

4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

Yes, the Company provides skill training from time to time, which enables the employees to pursue employment post retirement or termination.

5 Details on assessment of value chain partners:

% of value chain partners (by value of business done with such partners) that were assessed



6 Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has adopted a structured approach towards adopting a proactive safety program and establishing a strong safety culture in the Company. Some of progressive actions are as follows: -

1. Management Safety Review Team constituted: Site Heads/Plant Heads/Factory Safety Officers/Factory HR Heads/Engineering team members. Guidance received from the Director on a regular basis.
2. Safety metrics finalised for review along with definition through Site Heads. 5 lagging indicators: Lost time incident, Reportable Accident, Lost Time Incident Rate, No Lost Time Injury and Fire Incident. 2 Leading indicators of Near Miss and Unsafe Acts and Unsafe Conditions.
3. PPE Matrix revised, and plant-wise PPE training modules prepared. Training programmes are on. Safety challans being introduced. Surprise checks being conducted by shop floor supervisors.
4. Approval matrix being changed following the change in the reporting of the safety function from the HR function to the Plant Heads.
5. Inter-plant safety assessment exercise by the Factory Safety Officers initiated.







PRINCIPLE 4 : Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1 Describe the processes for identifying key stakeholder groups of the entity

The key stakeholders identified include Customers, Employees, Business Partners (Suppliers and Vendors), Communities, Investors, Government Bodies, Industry Associations, and Non-Governmental Organisations (NGOs). Our approach towards responsible and sustainable business practices undergoes a systematic mapping through regular engagement with its internal and external stakeholders. This practice helps the Company prioritise key sustainability issues in terms of relevance to its business and stakeholders, including society and clients.

2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as vulnerable & marginalised group (Yes/No)	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
 Shareholders & Investors	No	Annual General Meeting, shareholder meets, email, Stock Exchange (SE) intimations, investor/analysts meet/conference calls, annual reports, quarterly results, media releases and the Company website	Annually/ Quarterly/ Ongoing	Share price appreciation, dividends, profitability and financial stability, climate change risks, cyber risks, growth prospects
 Employees	No	Senior leaders' communication/talk/forum, employee communication (CEO Online), goal setting and performance appraisal meetings/review, arbitration, wellness initiatives, engagement survey, email, intranet, websites, poster campaigns, circulars, a quarterly publication, and newsletters.	Ongoing	Operational efficiencies, improvement areas, long-term strategy plans, training and awareness, responsible marketing, brand communication, health, safety and engagement initiatives
 Customers	No	Website, complaints management, helpdesk, conferences, customer surveys, face-to-face meetings, Email, Customer feedbacks	Ongoing	Customers form a vital part of the Company's stakeholder engagement group to ensure quality services. The key areas of interest for customers are: New products, regulations.
 Suppliers/Value Chain Partners	No	Vendor meets, virtual modes such as Email, telephonically	Ongoing	Quality, timely delivery and payments, ESG consideration (sustainability, safety checks, compliances, ethical behaviour), ISO and OHSAS standards,
 Government	No	Advocacy meetings with local/state/national government and Advocacy meetings with local/state/national government & ministries, seminars, media releases, conferences, membership in local enterprise partnership and industry bodies industries, seminars, media releases, conferences, membership in local enterprise partnership and industry bodies and through email	Ongoing	Helps and guides in terms of connecting with Govt. Schemes in the same area for increased effectiveness, changes in regulatory frameworks, skill and capacity building, employment, environmental measures, policy advocacy, timely contribution to exchequer/local infrastructure, proactive engagement
 Communities	Yes	Multiple channels – physical, digital, and email	Need-based	Support socially high impact projects

Leadership Indicators

1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company's response on Process: At Surya Roshni, the stakeholder engagement mechanism is a key driving force towards strengthening and diversifying the stakeholder relationship, which further facilitates the identification of key material issues impacting the Company's growth. The principles of governance, ethics, integrity and transparency form a solid foundation that guides the Company's progress. Stakeholder engagement led to the prioritization of material issues, mapping of the risks relevant to each material topic, and development of consequent risk mitigation strategies. The primary outcome of the stakeholder engagement exercise resulted in the identification and prioritization of material issues relevant to environmental, social, governance, and economic aspects. The identified material issues were presented to the highest governing member and the Board for their feedback and guidance on strategizing the sustainable growth model of the Company. As part of the Company's efforts to continually engage with internal and external stakeholder groups for the identification of key material issues impacting them, the stakeholder engagement exercise undergoes periodic review. The Company's Risk Management Committee is responsible for identifying risks that may impact company operations and developing policies and strategies to minimize and mitigate those risks as part of risk management effort.

2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, Surya Roshni has always maintained a regular and proactive engagement with the Company's key stakeholders, allowing it to effectively work on its ESG strategies and be transparent about the outcomes. In response to current regulations and interactions with stakeholders, the Company performs periodic evaluations to update and reissue policies as needed.

3 Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups.

There are no reportable concerns of vulnerable/marginalised groups. However, the Company undertakes various CSR activities in local areas that serve the vulnerable/marginalised stakeholder groups.



PRINCIPLE 5 : Businesses should respect and promote human rights

Essential Indicators

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	2,072	593	28.62	2,084	609	29.22
Other than permanent	458	93	20.31	433	90	20.79
Total employees	2,530	686	27.11	2,517	699	27.77
Workers						
Permanent	1,175	447	38.04	1,226	455	37.11
Other than permanent	4,326	1,676	38.74	4,333	1,587	36.63
Total workers	5,501	2,123	38.59	5,559	2,042	36.73

2. Details of minimum wages paid to employees and workers, in the following format:

Category	2023-24 (Current financial year)					2022-23 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	2,072	0	0	2,072	100	2,084	0	0	2,084	100
Male	2,052	0	0	2,052	100	2,065	0	0	2,065	100
Female	20	0	0	20	100	19	0	0	19	100

Category	2023-24 (Current financial year)					2022-23 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Other than permanent	458	0	0	458	100	433	0	0	433	100
Male	453	0	0	453	100	430	0	0	430	100
Female	5	0	0	5	100	3	0	0	3	100
Workers										
Permanent	1,175	0	0	1,175	100	1,226	0	0	1,226	100
Male	1,175	0	0	1,175	100	1,226	0	0	1,226	100
Female	0	0	0	0	0	0	0	0	0	0
Other than permanent	4,326	4,069	94.06	257	5.94	4,333	4,180	96.47	153	3.53
Male	3,789	3,535	93.30	254	6.70	3,878	3,725	96.05	153	3.95
Female	537	534	99.44	3	0.56	455	455	100.00	0	0

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration wages: (in Rupees)

Male			Female	
Number	Median remuneration/salary/wages of respective category		Number	Median remuneration/salary/wages of respective category
9	10,07,80,950	Board of Directors (BoD)*	2	-
2	1,00,35,839	Key Managerial Personnel	-	-
2046	6,14,304	Employees other than BoD and KMP	20	8,84,544
1175	4,10,508	Workers	-	-

* We have four Executive Directors who are paid remuneration and rest are Non-Executive Directors who only receive sitting fees.

b. Gross wages paid to females as % of total wages paid by the entity in the following format



4.

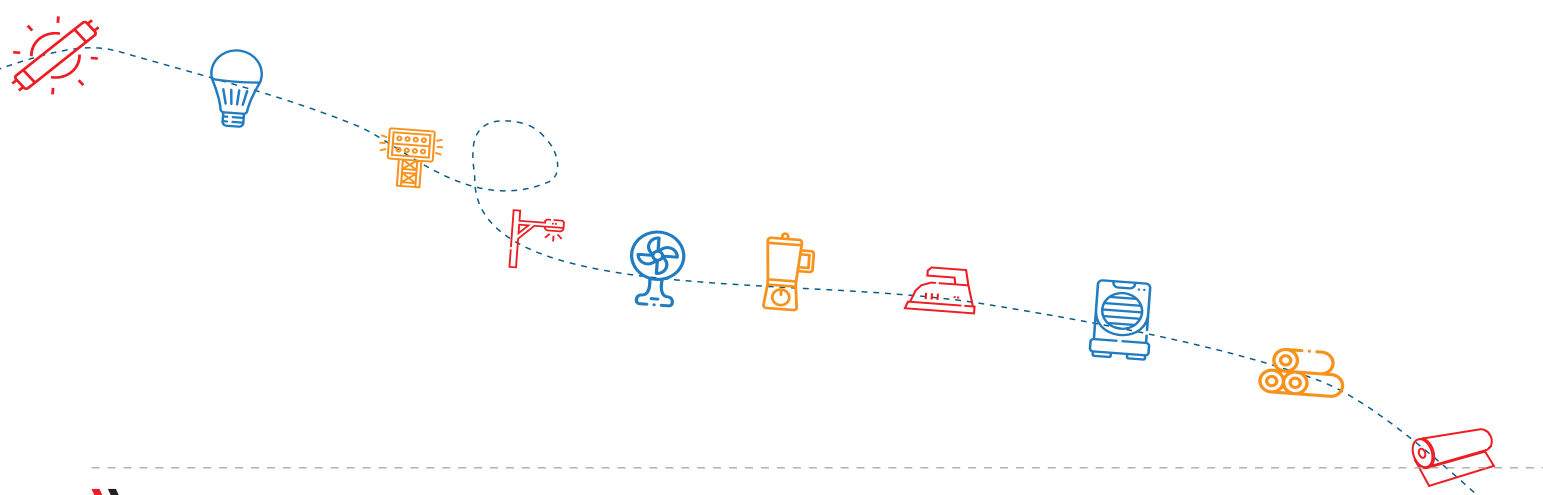
Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company has formulated a Human Rights Policy and has a Grievance Redressal Committee where employees can address their complaints or grievances to the Human Resources department or to the Senior Management. There shall be no retaliation or reprisal taken against any employee or associate who raises concerns in accordance with the policy. The Committee is responsible for evaluating the reported issues and ensuring that they are addressed and rectified. In collaboration with the Senior Management, the Committee may also recommend a suitable resolution.







5.

Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company regards respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed. The Company is committed to maintaining a safe and harmonious business environment and workplace for everyone, irrespective of ethnicity, region, sexual orientation, race, caste, gender, religion, disability, work, designation, and other parameters. The Company believes that every workplace with the be free from violence, harassment, intimidation, and/or any other unsafe or disruptive conditions, either due to external or internal threats. Accordingly, the Company has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity. The Company also has zero tolerance towards and prohibits all forms of violence or physical, sexual, psychological, or verbal abuse. As a matter of policy, the Company does not hire any employee or engage with any agent or vendor against their free will.



6. Number of complaints on the following made by employees and workers:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
 Sexual harassment	Nil	Nil	NA	Nil	Nil	NA
 Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
 Child labour	Nil	Nil	NA	Nil	Nil	NA
 Forced labour/ Involuntary labour	Nil	Nil	NA	Nil	Nil	NA
 Wages	Nil	Nil	NA	Nil	Nil	NA
 Other human rights related Issues	Nil	Nil	NA	Nil	Nil	NA

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7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

FINANCIAL STATEMENTS

8 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

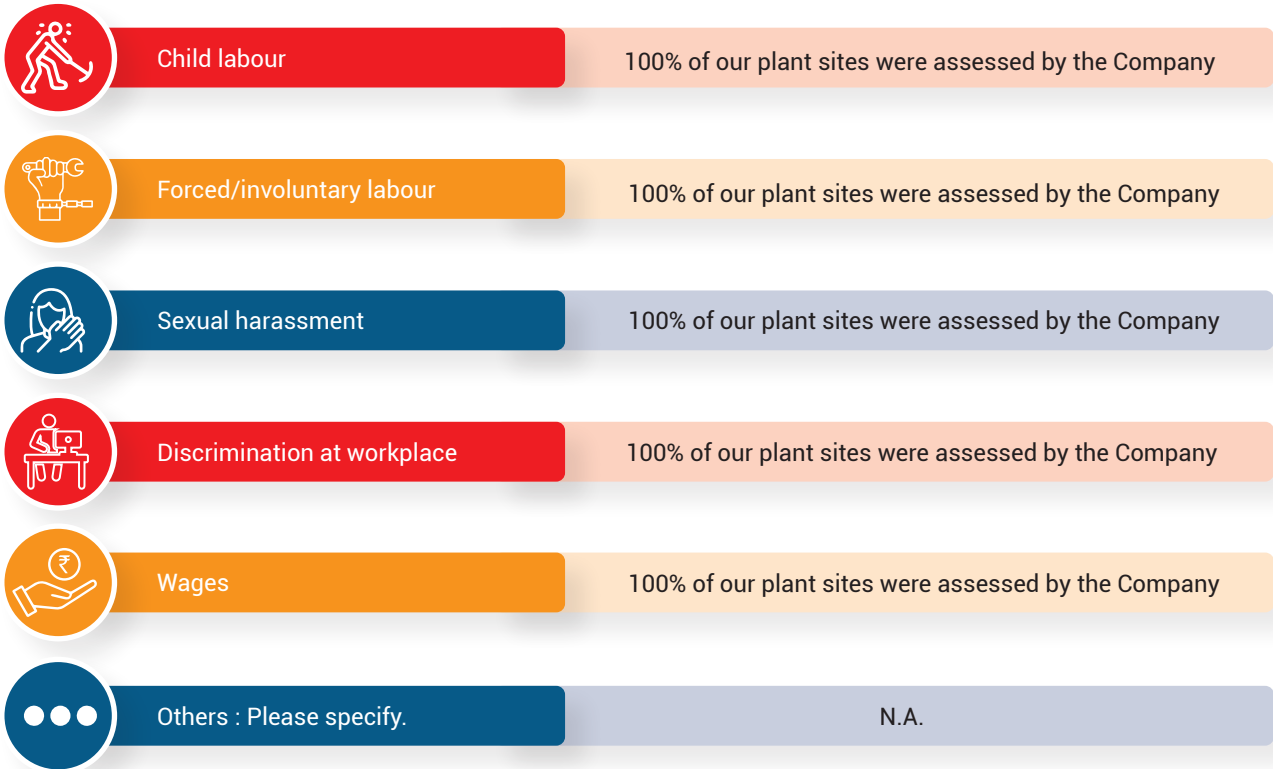
Surya Roshni believes in promoting employee well-being and providing a supportive environment to all employees and has guidelines on redressal mechanisms that are available internally for employees. For effective redressal of employee grievances, the Company has in place a Human Rights Policy, an employee manual, and the Whistle Blower Policy. The Company also has a Policy against Sexual Harassment at the workplace in adherence to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. Surya Roshni, on a periodic basis, conducts training and sends reminders on the Prevention of Sexual Harassment (POSH).

9 Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, human rights requirements do not explicitly form a specific part of the business agreement & contracts. However, the Company has a zero tolerance policy for any human rights violations and adopts best practices while engaging with the employees and workers of the Company as well as external customers, suppliers and other value chain partners.

10 Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)



11 Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

No complaints related to child labour, forced labour, involuntary labour, or discriminatory employment were received during the reporting year, and none were pending at the end of the reporting year.

Leadership Indicators

1 Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

The Company is of the belief that it has upheld the basic principles of human rights in all its dealings. The Company regularly sensitises its employees on the Code of Conduct through various training programmes as well.

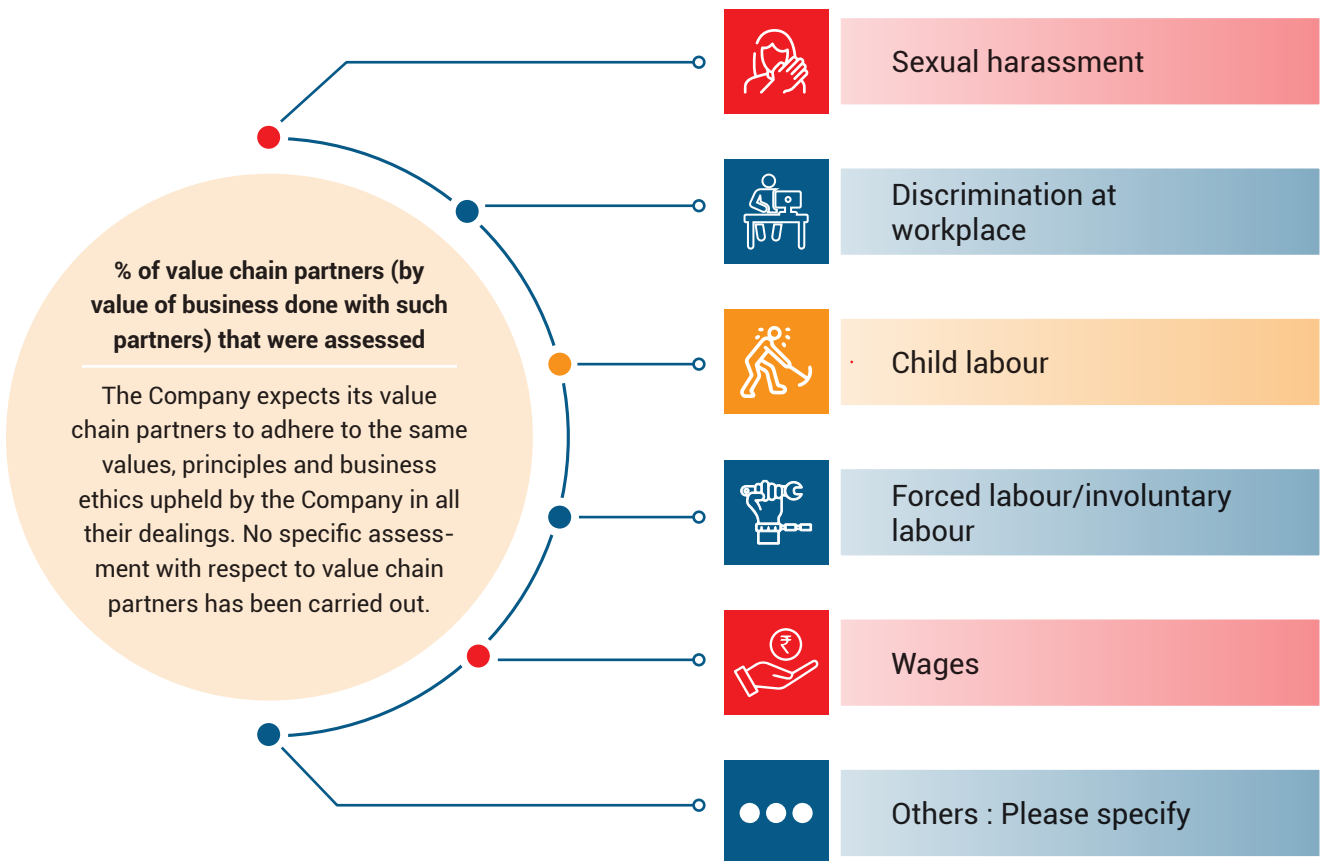
2 Details of the scope and coverage of any Human rights due-diligence conducted.

None

3 Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, Surya Roshni's offices have ramps for easy movement of differently abled visitors. Most of the offices are located in commercial premises which have elevators and infrastructure for differently able visitors. Wheelchair-accessible restrooms are available in offices of the Company.

4 Details on assessment of value chain partners:



5 Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

No corrective action pertaining to Question 4 was necessitated by the Company during the year under review.

PRINCIPLE 6 : Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
From renewable sources		
Total electricity consumption (A)	74,289.328	54,178.088
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	74,289.328	54,178.088
From non-renewable sources		
Total electricity consumption (D)	2,62,119.927	2,89,792.112
Total fuel consumption (E)	2,66,672.937	2,57,330.712
Energy consumption through other sources (F) (HSD)	0.566	733.711
Total energy consumed from non-renewable sources (D+E+F)	5,28,793.430	5,47,856.535
Total energy consumed (A+B+C+D+E+F)	6,03,082.758	6,02,034.623
Energy intensity per rupee of turnover (Total energy consumption/Revenue from Operations per ₹ crore)	77.234	75.292
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumption/Revenue from operations adjusted for PPP per ₹ crore)	77.234	75.292
Energy intensity in terms of physical output*	0.29	0.32
Energy intensity (optional) – the relevant metric may be selected by the entity	–	–

*Surya Roshni has multiple businesses, and physical output is reported in different units of measurement; thus, data for energy intensity in terms of physical output (tonnes of production) is reported only for Steel, which accounts for 80% of Surya Roshni's total energy consumption/water consumption/waste generated/emissions generation.

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency**

No independent assessment has been done

2 Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

This is not applicable to the Company as it does not fall under the PAT scheme of the Government of India.

3 Provide details of the following disclosures related to water, in the following format:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	NIL
(ii) Groundwater	86,455.24	92,764.400
(iii) Third party water (tanker) (KL)	3,81,105.00	3,25,157.000
(iv) Seawater/desalinated water	NIL	NIL
(v) Water from municipal corporation	NIL	NIL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	4,67,560.240	4,17,921.400
Total volume of water consumption (in kilolitres)	4,67,560.240	4,17,921.400
Water intensity per rupee of turnover (Total Water consumption/ Revenue from operations per ₹ crore)	59.878	52.267
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/revenue from operations adjusted for PPP per ₹ crore)	59.878	52.267
Water intensity in terms of physical output*	0.33	0.29
Water intensity (optional)-the relevant metric may be selected by the entity	-	-

* Surya Roshni has multiple businesses, and physical output is reported in different units of measurement. Thus, data for energy intensity in terms of physical output (tonnes of production) is reported only for Steel, which accounts for 80% of the Company's total energy consumption/water consumption/waste generated/emissions generation.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment has been done

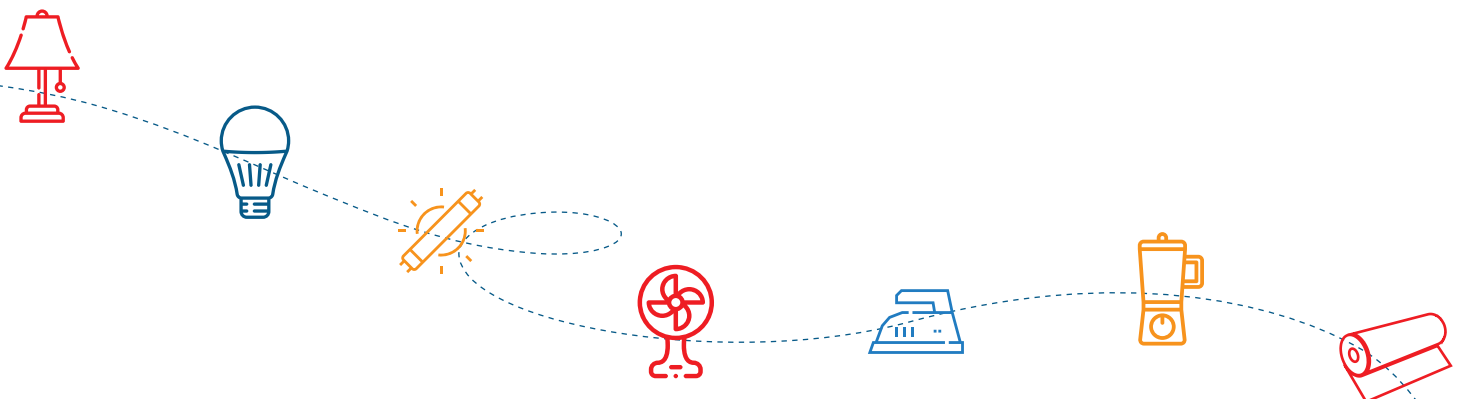
4 Provide the following details related to water discharged

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Water discharge by destination and level of treatment (in Kilolitres)		
(i) To Surface Water	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	N.A.	N.A.
- No treatment		
- With treatment – please specify level of treatment		
(v) Others - Treated Water in ETP/STP		
- No treatment		
- With treatment – please specify level of treatment	N.A.	N.A.
Total Water discharged (in kilolitres)	N.A.	N.A.

The Company has a Zero Liquid Discharge mechanism in place at all its manufacturing plants/facilities. It covers the end-to-end plant operations. Water from the STP is used for cooling tower/plants, gardening and glass plant processes like quencher etc. Water from the ETP/STP is reused in the production processes. Any solid waste generated is disposed off using approved third party agencies.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been done



5 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the Company has a Zero Liquid Discharge mechanism in place at all its manufacturing plants/facilities. It covers the end-to-end plant operations. Water from the STP is used for cooling tower/plants, gardening and glass plant processes like quencher etc. Water from the ETP/STP is reused in the production processes. Any solid waste generated is disposed of using approved third-party agencies.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
NOx	mg/m ³	340.178	778.110
SOx	mg/m ³	125.240	151.206
Particulate matter (PM) (PM 10 + 2.5)	mg/m ³	381.760	461.360
Persistent organic pollutants (POP)	mg/m ³	NIL	NIL
Volatile organic compounds (VOC)	mg/m ³	NIL	NIL
Hazardous air pollutants (HAP)	mg/m ³	NIL	NIL
Others – please specify	mg/m ³	NIL	NIL

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment has been conducted.

7 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	71,102.712	1,00,960.722
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	11,976.781	11,802.660
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (GHG emissions/Revenue from Operations per ₹ crore)		10.64	14.10
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP per ₹ crore)		10.64	14.10
Total Scope 1 and Scope 2 emission intensity in terms of physical output		0.00	0.00
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		Nil	Nil

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment has been done

8 Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

For reducing the Green House Gas emission, we have done following projects which were completed way back in 2006.

- We have switched over from fossil fuel as Furnace oil, HSD to Natural Gas in our Manufacturing Glass Shell, Aluminium Caps and Lamp Assembly operations.
- Installed Gas-Based Gen Sets for power backup.
- Replaced reciprocating type compressors with screw type compressors, which are more energy efficient.
- The save energy take several energy saving projects like VFD installation in blowers, replacement of flat belts in combustion blowers etc.

9 Provide details related to waste management by the entity, in the following format:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total waste generated (in metric tonnes)		
Plastic waste (A)	1,133.090	591.050
E-waste(B)	1,163.291	30.230
Bio-medical waste (C)	0.020	0.009
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	14.976	0.635
Radioactive waste (F)	NIL	0.752
Other hazardous waste(G) ETP Sludge, Zinc Ash Zinc Dross, ETP Chemical Sludge , Spent Acid, Used Oil, Paint Process Residue, Discarded Barreal and Container	4,058.980	3,936.295
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	142.130
Total (A+B + C + D + E + F + G + H)	6,370.357	4,701.101
Waste intensity per rupee of turnover (Total waste generated/revenue from operations per ₹ crore)	0.82	0.59
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/revenue from operations adjusted for PPP per ₹ crore)	0.82	0.59
Waste intensity in terms of physical output*	0.005	0.005
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

* Surya Roshni Limited has multiple businesses, and physical output is reported in different units of measurement; thus, the data for energy intensity in terms of physical output (tonnes of production) is reported only for steel, which accounts for 80% of Surya Roshni's total energy consumption/water consumption/waste generated/emissions generation.

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
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For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	2023-24 (Current financial year)	2022-23 (Previous financial year)
(i) Recycled	130.452	121.234
(ii) Re-used	696.060	40.890
(iii) Other recovery operations	1,162.861	28.130
Total	1,989.373	190.254

For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)

Category of waste	2023-24 (Current financial year)	2022-23 (Previous financial year)
(i) Incineration	27.340	5.230
(ii) Landfilling	431.020	638.490
(iii) Other disposal operations	3,410.311	3,717.745
Total	3,868.671	4,361.465

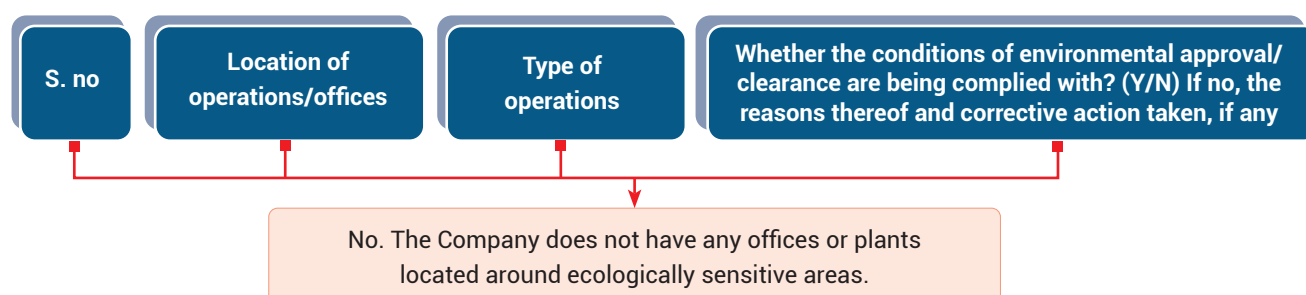
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment has been done

10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes

- Management practices adopted to the mercury containing waste lamp, we have installed a lamp recovery unit (Bulb Eater) at our site permitted by the State Pollution Control Board under E-Waste Management Rules, 2022
- Recover waste as Glass cullet, Phosphor powder, Aluminium Caps, and mercury. Glass cullet been recycled in our Glass Furnace for manufacturing of Glass shell of Lamps, Aluminium Caps been sold in by-back to our supplier of Aluminium strip, Phosphor powder been re-used after process in Lamp manufacturing and other use, Mercury recovered been re-distilled and reused in lamp-manufacturing.

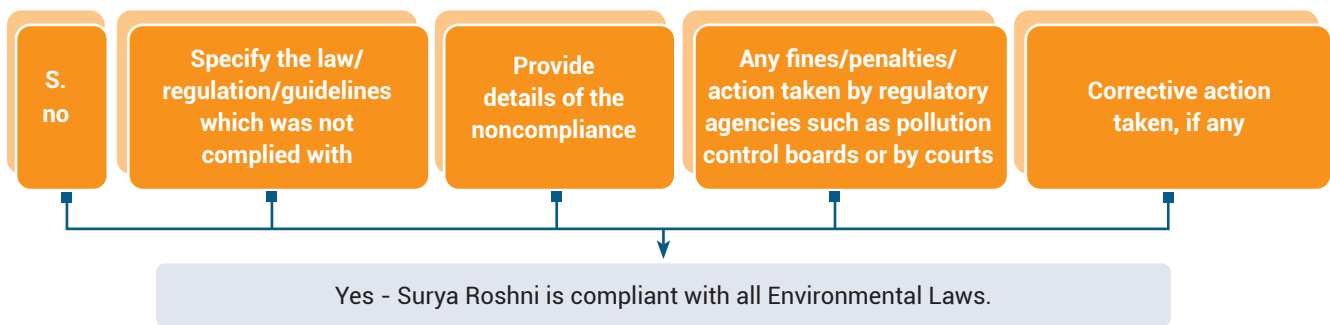
11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:



12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:



13 Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:



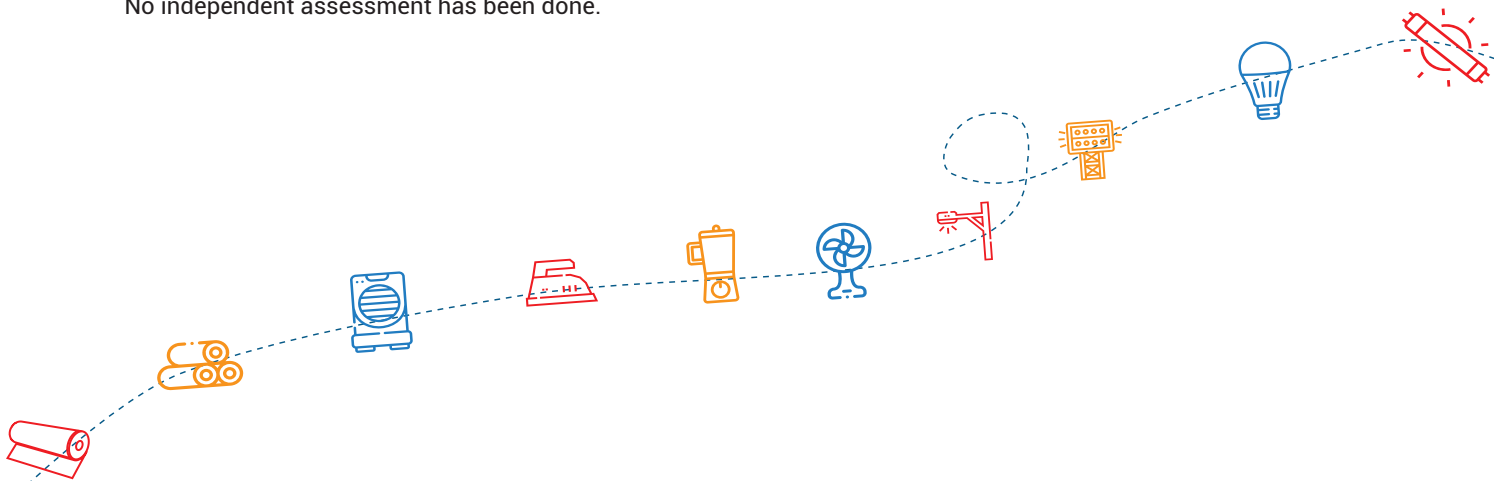
Leadership Indicators

1 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the information:
Surya Roshni doesn't have any plant in water-stressed areas.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency

No independent assessment has been done.



2 Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFC _s , PFC _s , SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	The Company is in the process of setting up a system for tracking Scope 3 emissions. The same can be published in the forthcoming years	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment has been done.

3 With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The Company regularly tests water and air quality in accordance with environmental rules and legislations.

4 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sl. no.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Saving consumption of fuel and energy in glass furnaces	Always use >50% cullet in Glass manufacturing	Helped to reduce CO ₂ emission
2	Replaced high-wattage light with LED	All HPMV lights of 250W were replaced with 45W LED light	Helped in reducing CO ₂ emission
3	Increase the open access to solar power	Agreement with another vendor and will draw 3 lakh units/month addition to an existing agreement	Save the fuel consumption in Power generation and hence reduce CO ₂ emission
4	Energy saving in Ribbon Annealing Conveyor	By changing the motor connection to star instead of Delta connection.	Initiative to save energy and reduce CO ₂ emission
5	Fluorescent lamps manufactured with Soda lime glass flare & Exhaust tubes in place of lead glass, several processes changed.	Dosing (mercury) heads were changed, pill dispensing unit was provided.	By doing this the use of Hazardous chemicals is reduced and shop floor people are safe and healthy.
6	Energy Saving on GLS (OSRAM) -2 nd	Installing shell cooling blower VFD to reduce energy consumption	Initiative to save energy and the environment
7	Save the environment by optimum use of packaging material	By using the packing material in return from the buyers and inhouse 3 to 4-cycle	By doing this, the use of fresh packaging reduced and reduction in packaging waste hence saving the environment

Sl. no.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
8	Process/product improvement for ROHS	<ol style="list-style-type: none"> 1. Elimination of lead-based solder 2. Elimination of lead glass 3. Reduction in mercury uses 	Helped to produce the green lamps and ROHS compliance
9	Producing LED bulbs and street lights	Installed assembly conveyors and machines	Helped to reduce significantly CO ₂ emission
10	Fluorescent lamp phosphor coating from butyl acetate-based to water-based	Tube drying system modified	By doing this the use of hazardous chemicals avoided
11	Fluorescent lamps & GLS manufacturing are done with Soda-lime Glass Flare & Exhaust tubes in place of Lead Glass, several processes are changed	<ol style="list-style-type: none"> 1. Flare cooling with high-pressure air increased 2. The annealing process is modified by increasing the length of the annealer 	Through this process, the use of hazardous chemicals is reduced and major lead consumption has been stopped. Also stopped importing hazardous lead glass scrap
12	Running Lamp recovery unit (Bulb Eater) for mercury lamp and recovering mercury for re-use	Installed Bulb Eater machine, in which we recover Glass Cullet, Phosphor Powder, Metal Cap, and Mercury separately	By doing this, the use of hazardous chemicals is reduced.
13	Utilization of waste heat of Gas based Gen Set for coating drying	Installed waste heat recovery unit, which uses the heat of a Gas Generator for heating the coil of the drying unit replacing thermic fluid	Initiative to save the environment and energy
14	Utilization of waste heat of Cap furnace for drying of pickled caps	Installed duct to divert the waste heat to the pickling process.	Gas consumption reduced
15	Changed conventional AC by inverter AC	Ductable conventional A.C. (8.5 TR) replaced by inverter ductable A.C. in New SMT area in PCB Plant.	Saved energy
16	Changed conventional AC by inverter AC	Installation of 2.0 TR split inverter A.C in place of old conventional split/window (2.0/1.5 TR) in various locations	Saved energy
17	Changed conventional pumps by energy efficient pumps	Energy efficient water pump (Make-Grundfos) installed for soft water supply for Lamp Plant (5.5 KW in place of 7.5 KW)	Saved energy
18	Energy saving	Optimization of cooling tower fan for Lamp Plant. (Existing fan of 5.5 KW replaced by 1.5 KW)	Saved energy
19	Energy saving	12 H.P. Water pump replaced by 5.0 H.P. for Batten Extrusion Plant Chiller with Modification in pipelines	Saved energy

Sl. no.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
20	Energy saving	Our old Existing chiller (Capacity-5TR).02 nos. utilized in place of 40 TR Chiller in the Batten Extrusion Plant in the winter season	Saved energy
21	Energy saving	Improving Power Factor of Induction Motors This project includes all induction motors in the plant with a rating of 7.5 hp and above, improving their power factor from 0.85 to 0.99 by installing power factor correction capacitors. Main Focus area Services, PCB, Filament and Batten Extrusion Plant	Saved energy
22	Energy saving	The surface temperature of the T5 Coating oven from 100-125°C to 70°C was reduced in order to improve energy efficiency and reduce operating costs	Saved energy & improve working environment temperature
23	Conducted water audit	Conducted water audit to identify the area for improvements	Saved water
24	EPR compliance	Registered under E-Waste EPR, Battery Waste EPR & Plastic waste EPR	Environmental Improvement

5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Yes, there are on-site emergency plan available in live with OHSAS guidelines. According to the plan, we do mock drills at regular intervals involving agencies such as Incident Controller, Site Controller, Fire fighters, District authorities as District Collector, Police, Fire brigade, Medical Officers etc. Responsibilities of agencies involved as Incident Controller, Site Controller, fire fighters, District authorities like the District Collector, Police, Fire brigade, Medical Officers etc.

6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard

There is no significant adverse impact to the environment. However, we comply with all applicable laws, rules and regulations in this regard.

We have also ISO certified company namely from QMS (ISO-9001:2015), EMS (ISO:14001:2015)

As per SEBI requirements: Every three years Energy Audit are being conducted and feasible suggestions are implemented.

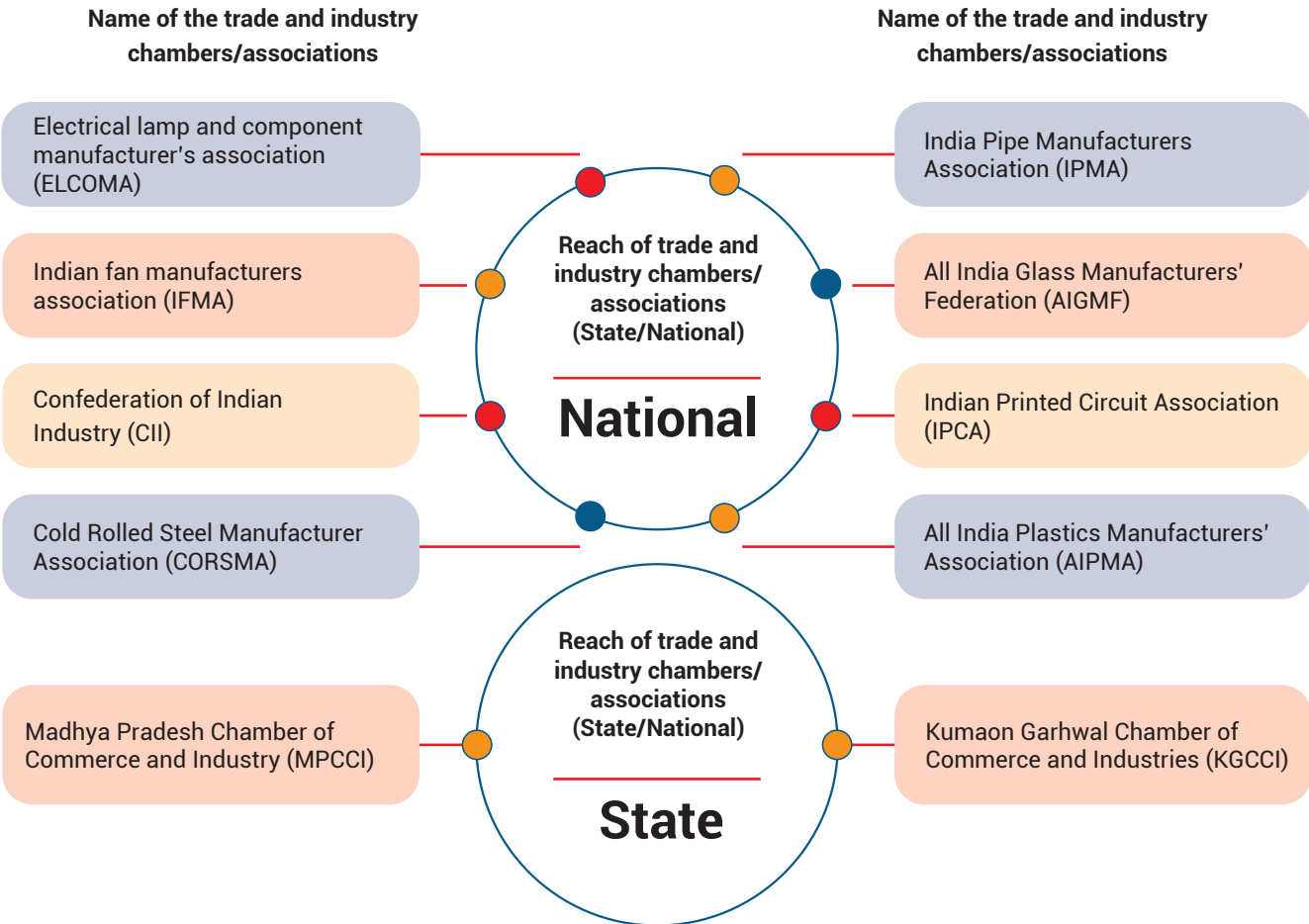
7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

47.17%

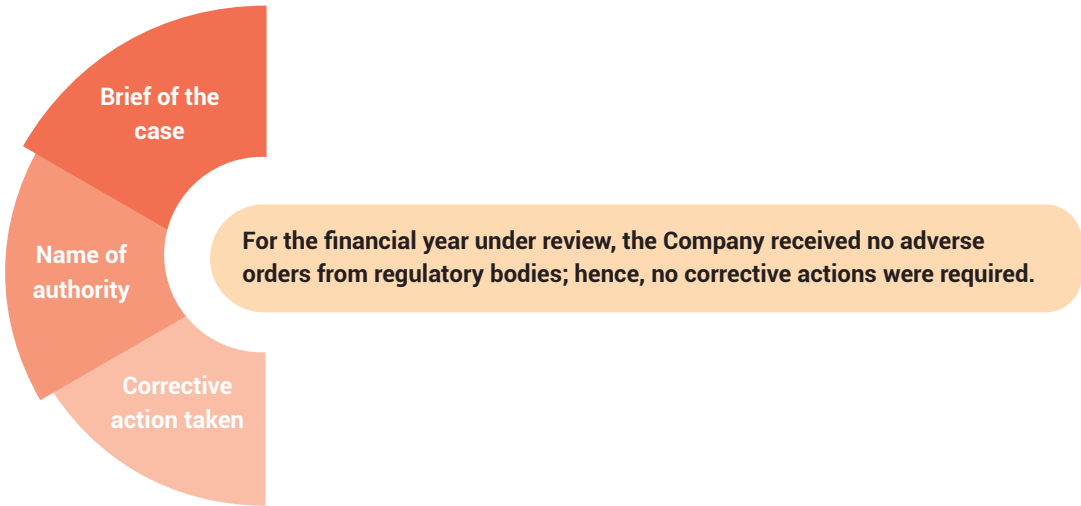
PRINCIPLE 7 : Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations. (As below)
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.



2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.



Leadership Indicators

1. Details of public policy positions advocated by the entity:

The Company works with all stakeholders, relevant government & regulatory bodies and apex industry associations.

S. no	Public policy advocated	Methods resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by Board (Annually/half yearly/quarterly/others-please specify)	Web link, if available
1.	The Company's public policy advocacy efforts are focussed on helping the steel and lighting industry improve its competitiveness. We, focus on increasing the demand and usage, sustainability environment and climate change. We also initiate efforts to decarbonise the industry in which we operate.	<ol style="list-style-type: none"> Engaging in discussions with the government and industry peers for laying down the framework for decarbonisation of the steel and lighting sector in India. Advocacy for adoption of best available technologies for improving energy & material efficiencies. 	No	Annually as a part of the business performance update to the Board	No

CORPORATE OVERVIEW

STATUTORY REPORTS

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PRINCIPLE 8 : Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable as the average CSR obligation of the Company is less than ₹ 10 crore in the three immediately preceding financial years of the Company.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Name of Project for which R&R is ongoing	State	District	No. of project affected families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in ₹)
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Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

Surya Roshni's grievance redressal mechanisms are customised based on the specific requirements of each of its locations, so as to be more effective. The Company executes several community programmes to develop healthy relationships with the community. It regularly interacts with people and communities and tries to address their concerns. The Company ensures timely actions are taken to address the concerns raised by communities. Surya Roshni's CSR policy, framed as per the provisions of Section 135 and Schedule VII of the Act, describes and contains the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines, process and mechanisms for undertaking socially beneficial programmes for welfare and sustainable development of the community at large.

The detailed policies of the Company is available on the website of the Company at the link: <https://surya.co.in/investor-relations/corporate-governance/#policies/>

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Directly sourced from MSMEs/small producers	7.50%	9.83%
The Company has a Pan India presence in strategic locations across the country in which we ensure to source as much input material as we can source locally wherever feasible. During 2023-24 and 2022-23, the Company procured sizeable material from local and small suppliers like general consumables and equipment spares etc.		
Directly from within India	94.83%	94.28%

5 Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost.

	2023-24 (Current financial year)	2022-23 (Previous financial year)
Rural	31.74%	33.30%
Semi-urban	30.34%	28.26%
Urban	34.67%	35.29%
Metropolitan	3.25%	3.15%

For the purpose of categorization of people employed locations into Rural/semi-urban/urban/metropolitan the following mechanism has been adopted along with RBI Classification system:

- Metropolitan cities considered namely – Delhi, Mumbai, Kolkata, Chennai, Bangalore, Pune, Hyderabad, Ahmedabad and Surat
- All manufacturing locations (Plants) are mapped on the basis of their respective addresses.
- All branch offices employees are mapped as at metropolitan location.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Not Applicable	Corrective action taken	Not Applicable
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2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sl.No	State	Aspirational District	Amount spent (In ₹)
1	Chhattisgarh	Rajnand Gaon, Korba	2,38,715
2	Jharkhand	Ranchi, Ramgarh	60,200
3	Madhya Pradesh	Vidisha	2,10,110
4	Uttarakhand	Udham Singh Nagar	8,09,401
5	Uttar Pradesh	Fatehpur	1,80,350

3 (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)

No, the Company does not have any preferential procurement policy focussing on suppliers from marginalised/vulnerable groups. The Company has a sustainable supply chain policy that provides competitiveness to all suppliers. However, Surya Roshni supports and motivates marginalised and vulnerable groups.

(b) From which marginalised/vulnerable groups do you procure?

Not applicable.

(c) What percentage of total procurement (by value) does it constitute?

NIL

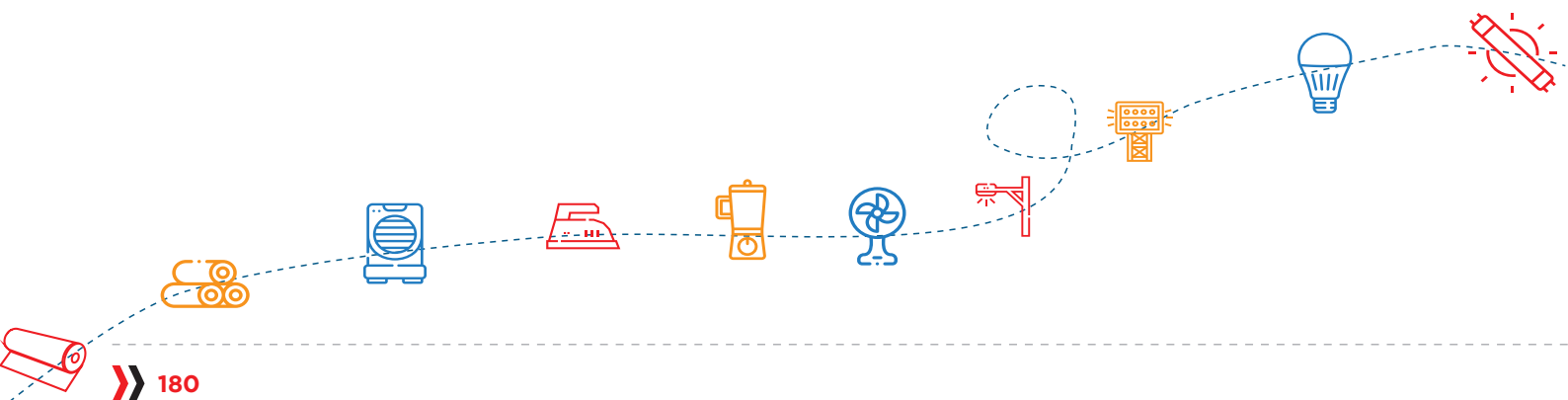
4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Intellectual Property based on traditional knowledge	Owned/acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not Applicable	Not Applicable	Not Applicable	Not Applicable

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective action taken
Not Applicable	Not Applicable	Not Applicable

6 Details of beneficiaries of CSR Projects:



PRINCIPLE 9 : Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

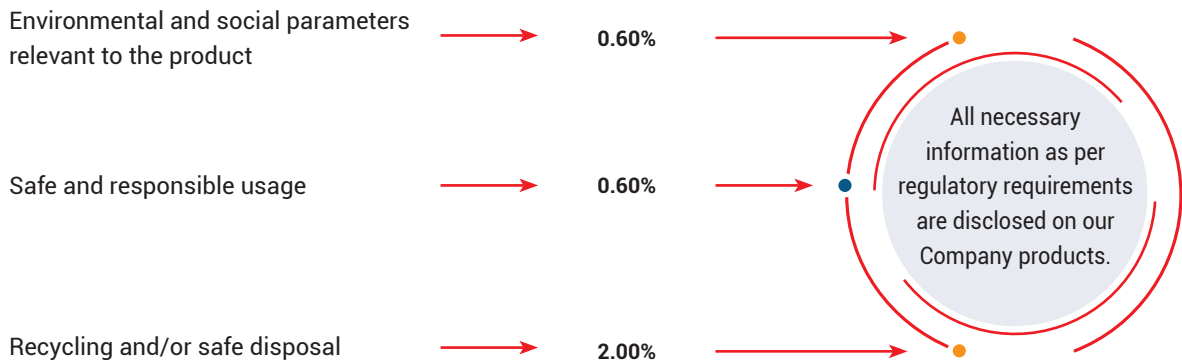
1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

A well-established system is in place for dealing with customer feedback and complaints. Customers are provided multiple options to connect with the Company through Email, telephone, website, social media, feedback forms etc. All complaints are appropriately addressed and all efforts are taken to resolve the same. The Company has a designated email id for customer complaints i.e. consumercare@surya.in.

Consumers can report grievances through the CRM system at <https://crm.surya.in> through the WhatsApp BOT (+91 9643300819) and Surya Roshni's helpline no number: 1800 102 5657 or through mobile Android application

2 Turnover of products and/services as a % of turnover from all products/service that carry information about:

As a percentage to total turnover



3. Number of consumer complaints in respect of the following:

	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	N.A.	Nil	Nil	N.A.
Advertising	Nil	Nil	N.A.	Nil	Nil	N.A.
Cyber-security	Nil	Nil	N.A.	Nil	Nil	N.A.
Delivery of products	Nil	Nil	N.A.	Nil	Nil	N.A.
Restrictive trade practices	Nil	Nil	N.A.	Nil	Nil	N.A.
Unfair trade practices	Nil	Nil	N.A.	Nil	Nil	N.A.
Other [products related]	4,05,922	Nil	Resolved	3,40,801	Nil	Resolved

4 Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	N.A.
Forced recalls	Nil	N.A.

5 Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

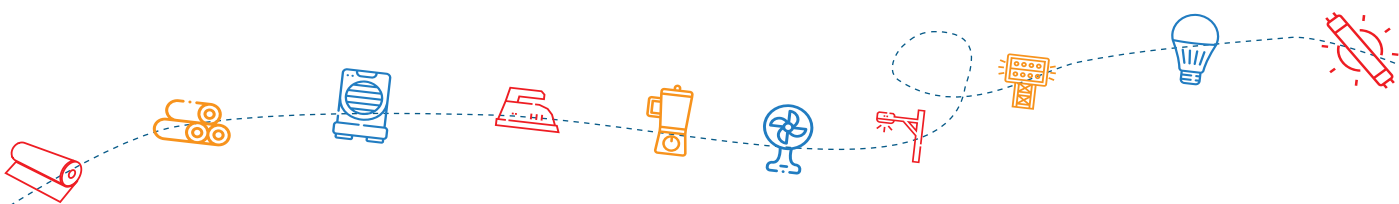
Yes, An Information and Security Policy has been implemented which provides support, and management direction, and documents how Information Security is managed throughout Care Ratings; it outlines the appropriate measures through which the Company will facilitate the secure and reliable flow of information, both within the Company and externally. The policy sets out the principles and an overarching framework for Information Security. It also details the supporting policies and guidelines, which will address the aspects of security. The web link to the policy is: <https://surya.co.in/investor-relations/corporate-governance/#policies/>

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

During the Financial Year, there has been no issues to advertising, and the delivery of essential services; cybersecurity and data privacy of customers. No Penalties have been taken by the regulatory authorities on these matters.

7 Provide the following information relating to data breaches:

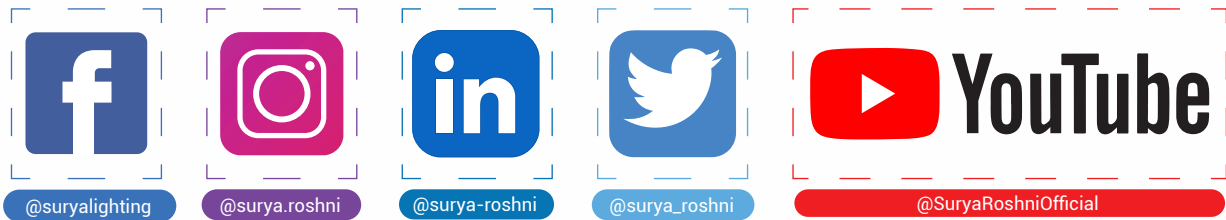
a. Number of instances of data breaches	Nil
b. Percentage of data breaches involving personally identifiable information of customers	Nil
c. Impact, if any, of the data breaches	None



Leadership Indicators

1 Channels/Platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information relating to all the products and services offered by the Company are available on the Company's website, <https://surya.co.in/> In addition, the Company actively uses various social media and digital platforms to disseminate information.



2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company provides service and installation manuals along with the product for safe installation and usage.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services

- During the year, there were no major disruptions of critical services of the Company. The Company has Business Continuity Plan in place to tackle and manage any disruption.
- Customers are intimated of any disruption through electronic communications or through the Company's website. The online portals also ensured that customers could continue to be served during the lockdowns.

4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, the Company adheres to all product labeling and product information requirements as per the local laws/statutory and relevant acts. Yes, we carry out consumer surveys to identify the needs of consumers and use this information for product development.

**for and on behalf of
the Board of Directors**

Place: New Delhi
Dated: 14th May, 2024

J P AGARWAL
CHAIRMAN



ANNEXURE -VII TO BOARD'S REPORT

Certification by Chairman, Managing Directors and Chief Financial Officer (CFO) of the Company

- A. We hereby certify that for the financial year ending 31st March, 2024 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 2) 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 financial year 2023-24 which are fraudulent, illegal or violate of the Company's Code of Conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
- 1) There have been no significant changes in internal control over financial reporting during this year.
 - 2) There have been no significant changes in accounting policies during this year.
 - 3) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

J P Agarwal

Chairman
DIN-00041119

Raju Bista

Managing Director
DIN- 01299297

Vinay Surya

Managing Director
DIN – 00515803

B B Singal

Chief Financial Officer
& Company Secretary

Place: New Delhi

Dated: 14th May, 2024

ANNEXURE- VIII TO BOARD'S REPORT

Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The Percentage increase in remuneration of each Director, Chief Financial officer and Company Secretary during the financial year 2023-24, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24.

S. No	Name of the Director/ KMP and Designation	Remuneration of Director/KMP for the financial year 2023-24 (₹ in Crore)	% increase in Remuneration in the Financial year 2023-24	Ratio of remuneration of each Director/to median remuneration of employees
1	Jai Prakash Agarwal (Executive Chairman)	18.018	*	378.00
2	Raju Bista (Managing Director)	11.033	**	231.47
3.	Vinay Surya (Managing Director)	10.078	***	211.43
4.	Kaustubh N Karmarkar (Whole-time Director)	2.479	#	52.01
5	B B Singal (CFO & Company Secretary)	1.003	21.09 [^]	Not Applicable
6	Jintendra J Agrawal (CEO–Lighting & Consumer Durables)	1.686	\$	Not Applicable
7	Tarun Baldua (Ex- ED & CEO–Steel Operations)	2.850	@	Not Applicable

- Jai Prakash Agarwal during the FY 2023-24 is as per the terms of agreement is entitled for ₹ 39 lakh per month salary from 1st April, 2023 to 31st March, 2024 He is also entitled for commission @ 3.0% of the Profit before tax (PBT) derived on the basis of Audited Financial Statements of the Company for the concerned financial year per annum basis for the period served under the agreement accordingly commission entitled for the FY 2023-24 stands to ₹ 13.338 crore.

** Raju Bista during the FY 2023-24 is as per agreement is entitled for ₹ 24 lakh per month basic salary from 1st April, 2023 to 10th August, 2023 and from 11th August, 2023 to 31st March, 2024 as per new agreement is entitled for ₹ 27 lakh per month. He is also entitled for commission @ 1.50% of the Profit before tax (PBT) derived on the basis of Audited Financial Statements of the Company for the concerned financial year per annum basis for the period served under the agreement accordingly commission entitled for the FY 2023-24 stands to ₹ 6.669 crore.

*** Vinay Surya during the FY 2023-24 is as per agreement entered is entitled for a remuneration of ₹ 22 lakhs per month from 1st April, 2023 to 31st March, 2024. He is also entitled for commission @ 1.50% of the Profit before Tax (PBT) derived on the basis of Audited Financial Statements of the Company for the concerned financial year per annum basis for the period served under the agreement accordingly commission entitled for the FY 2023-243 stands to ₹ 6.669 crore.

Kaustubh N Karmarkar during the FY 2023-24 received salary from 1st April, 2023 to 9th August, 2023 @ ₹ 8.65 lakhs per month and from 10th August, 2023 to 31st March, 2024 as per new agreement is entitled for a salary of ₹ 9 lakhs per month. His Remuneration includes ₹ 95.04 lakhs ESOP perquisites value exercised during the year.

[^] Remuneration includes ₹ 33.40 lakhs ESOP perquisite value exercised during the year

\$ As appointed w.e.f. 10th November, 2022 hence figures are not comparable.

@ Resigned and left on the close of business hours from 30th November, 2023, figures are not comparable

ANNEXURE- VIII (Contd.)

- (ii) In the financial year 2023-24, there was an increase of 7.35% in the median remuneration of employees;
- (iii) There were 3247 number of permanent employees on the rolls of company;
- (iv) An average percentile increase in the salaries/remuneration of employees other than managerial personnel in the last year was 8.28% while the increase in the managerial personnel in the last financial year i.e. 2023-24 is 49.71%. and the justification for the increase was that based on the recommendation of the Nomination and Remuneration Committee and Board approval, the shareholders of the Company at the 50th AGM approved the resolutions on 15th September, 2023 related to reappointment and increase in remuneration of Mr. Raju Bista, Managing Director and Mr. Kaustubh N Karmarkar, Whole-time Director of the Company. Further, based on the recommendation of the Nomination and Remuneration Committee and Board approval, the shareholders of the Company through postal ballot on 26th December, 2023 increased to pay commission @ 3% to Mr. Jai Prakash Agarwal, Executive Chairman and 1.5% commission each to Mr. Raju Bista, and Mr. Vinay Surya, Managing Directors of the Profit before tax (PBT) derived on the basis of Audited Financial Statements of the Company for the concerned financial year per annum basis for the period served under the agreement accordingly increase in commission entitled for the FY 2023-24 onwards. We affirmed that the remuneration paid/payable is as per remuneration policy of the Company.

ANNEXURE- VIII (Contd.)

STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY:

	1	2	3	4	5	6	7	8	9	10
	Mr. Jai Prakash Agarwal	Mr. Raju Bista	Mr. Vinay Surya	Mr. Kautubh N Karmarkar	Mr. Naresh Kumar Singhal	Mr. Jintendra J Agrawal	Mr. Vrajendra Sen	Mr. Kumar Gaurav Jain	Mr. Girish B.O	Mr. Tarun Baldua
(i) Designation of the employee;	Executive Chairman	Managing Director	Managing Director	Whole-Time Director	Executive Director – Steel Operations	CEO (Lighting & Consumer Durables)	President (Professional Lighting)	Chief Operation officer- Steel	Sr. Vice President (CL)	Ex- ED & CEO- Steel Operations
(ii) Remuneration received; (in crore)	18.018	11.033	10.078	2.479	1.423	1.686	1.323	1.235	1.276	2.850
(iii) Nature of employment, whether contractual or otherwise;	As per Agreement from 1 st Jan., 2022 to 31 st Dec. 2026	As per Agreement from 11 th August, 2023 to 10 th August, 2028	As per Agreement from 26 th October, 2021 to 25 th Oct. 2026	As per Agreement from 10 th August, 2023 to 9 th Aug., 2028	Whole-time employee	Whole-time employee	Whole-time employee	Whole-time employee	Whole-time employee	Whole-time employee
(iv) Qualifications and experience of the employee;	B.Com	M.B.A	M.B.A from Australia	M.B.A	B.Com	Electrical & Electronic Engineer and Leadership Program from Wharton	B.E Electronics & Comm and PGDBM	C.A	EEPM, Msc.	C.A
	51 Years	18 Years	24 Years	24 Years	40 Years	26 Years	26 Years	14 Years	23 Years	37 Years
(v) Date of commencement of employment;	01.04.1986	01.08.2004	1-01-2018	11-01-2018	01.10.1997	10.11.2022	01.11.2019	01.11.2010	13.02.2012	05-01-2013
(vi) The age of such employee;	72 years	37 years	49 years	44 years	62 years	52 years	49 years	37 Years	46 Years	61 years
(vii) The last employment held by such employee before joining the Company;	Jindal Industries Limited (Executive Director)	Not Applicable	Not Applicable	Not Applicable	Ranbaxy	Luminous (a Schneider Electric Company), Philips India Limited	Crompton Greaves Consumer Electrical Limited	Not Applicable	Philips India Ltd.	Maral Overseas Ltd.
(viii) The percentage of equity shares held by the employee in the Company within the meaning of clause (ii) of sub-rule (2) above; and	1.54%	Nil	0.98%	Nil	0.02	Nil	Nil	Nil	Nil	0.02

ANNEXURE- VIII (Contd.)

	1	2	3	4	5	6	7	8	9	10
(ix) Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager:	Mrs. Urmil Agarwal & Shri Vinay Surya	No	Mr. J P Agarwal & Mrs. Urmil Agarwal	No	No	No	No	No	No	No
The employee, if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore two lakhs rupees;	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
The employee, if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakhs fifty thousand rupees per month;	Not Applicable	Not Applicable	Not Applicable	Not Applicable	No	No	No	No	No	Yes
The employee, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SURYA ROSHNI LIMITED

REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the standalone financial statements of SURYA ROSHNI LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, and the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the Statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and profit and total comprehensive income, 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 specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined

that there are no key audit matters to be communicated in our report.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that

INDEPENDENT AUDITORS' REPORT (Contd.)

were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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 standalone 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 Act, 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone 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.

INDEPENDENT AUDITORS' REPORT (Contd.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, 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 it appears from our examination of those books;
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of changes in equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - 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 B**".
 - g) With respect to the other matters to be 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 information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer **Note No. 43** to the standalone financial statements.
 - ii. The Company did not have any long-term derivative contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay and in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether, recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recoded in the writing or otherwise, that the Company shall, whether directly, or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

INDEPENDENT AUDITORS' REPORT (Contd.)

- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- h) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions

recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

3. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration – 002777N)

(CA. Ashok Kumar Goyal)
Partner, F.C.A

Place: New Delhi
Date: 14th May, 2024

Membership No. 017644
UDIN: 24017644BKEKEV1234

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure as referred in paragraph (1) ‘Report on Other Legal and Regulatory Requirements’ of our Independent Auditors’ Report to the members of **SURYA ROSHNI LIMITED** the standalone financial statements for the year ended 31st March 2024, we report that:

- i. (a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) According to the information and explanations given to us, the Company has a phased program of physical verification of its Property, Plant and Equipment which in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. In accordance with this program, certain Property, Plant and Equipment were physically verified by the Management during the year and no material discrepancies were noticed on such verification.
- (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 all the immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) On the basis of the information and explanations given to us, inventory have been physically verified at reasonable intervals during the year, the coverage and procedure of such verification by the management is reasonable and appropriate in relation to the size and nature of its business and the discrepancies noticed between the physical stock as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has not made investment in, provided any guarantee or security or granted any loans or advances in the nature of loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly reporting under clause 3(iii) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has not made any investment or granted any loans, guarantees or security to any party. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, during the year the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government of India for the maintenance of cost records under sub-section 1 of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed records and accounts have been made and maintained. However, we have not carried out a detailed examination of such records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, custom duty, Goods and Service Tax (GST), Cess and any other material statutory dues with the appropriate authorities to the extent applicable and further, there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March 2024.

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

- (b) According to the records and information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, duty of excise, duty of custom, or value added tax, Goods and Service Tax (GST), Cess which have not been deposited on account of any dispute except as given below:

(₹ in crores)

Name of Statute	Nature of dues	Gross Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income tax	1.87	-	Assessment year 2009-2010	Hon'ble High Court, Delhi (Department in Appeal)
Income-tax Act, 1961	Income tax	17.82	-	Assessment year 2010-2011	Hon'ble High Court, Delhi (Department in Appeal)
Income-tax Act, 1961	Income tax	44.18	-	Assessment year 2011-2012	Hon'ble High Court, Delhi (Department in Appeal)
Income-tax Act, 1961	Income tax	7.41	-	Assessment year 2012-2013	Hon'ble High Court, Delhi (Department in Appeal)
Income-tax Act, 1961	Income tax	1.14	-	Assessment year 2013-2014	Hon'ble High Court, Delhi (Department in Appeal)
Maharashtra Value Added Tax Act, 2002	VAT	0.66	-	Financial Year 2007-08	Before JC - Assessment
Madhya Pradesh VAT Act, 2002	VAT & Entry Tax Act	0.48	-	Financial Year 2016-2017	JC (Appeal) Jabalpur
Madhya Pradesh VAT Act, 2002	VAT	0.08	-	Financial Year 2017-2018	ADDL CCT (Jabalpur)
Gujarat Goods and Services Tax Act, 2017	GST	0.49	-	Financial Year 2018-2019	Additional Commissioner, Anjar

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) On the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loan or other borrowing or in payment of interest thereon to any lender during the year.
- (b) On the basis of audit procedures and according to the information and explanations given to us, the Company is not declared willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the company has not raised term loans during the year.
- (d) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, no funds raised on short term basis have been utilised for long term purposes.
- (e) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT (Contd.)

- Accordingly reporting under clause 3x(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly reporting under clause 3x(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor we have been informed of any such case by the Management. Accordingly, reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) According to information and explanation given to us, no whistle-blower complaints has been received during the year by the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the record of the Company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and relevant details of such transactions have been disclosed in the Financial Statements, etc., as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by us.
- 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 any non-cash transactions with directors or persons connected with him during the year. Accordingly, reporting under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us and based on our examination of the record of the Company, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CIC as part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. (a) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT (Contd.)

- (b) The Company has not undertaken any ongoing project during the financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration – 002777N)
(CA. Ashok Kumar Goyal)
Partner, F.C.A
Place: New Delhi
Date: 14th May, 2024
Membership No. 017644
UDIN: 24017644BKEKEV1234

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SURYA ROSHNI LIMITED.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”) AS REFERRED TO IN PARAGRAPH 2(f) OF ‘REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS’ SECTION

We have audited the internal financial controls with reference to financial statements of **SURYA ROSHNI LIMITED** (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone 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. 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 with reference to financial statements 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT (Contd.)

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 with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A Company’s internal financial control with reference to financial statements 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 with reference to financial statements 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 authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, 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 Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration – 002777N)

(CA. Ashok Kumar Goyal)
Partner, F.C.A

Place: New Delhi
Date: 14th May, 2024

Membership No. 017644
UDIN: 24017644BKEKEV1234

STANDALONE BALANCE SHEET

AS AT 31st MARCH, 2024

Particulars	Note No.	(₹ in crore)	
		As at 31 st March, 2024	As at 31 st March, 2023
I ASSETS			
1 Non-current assets			
a Property, plant and equipment	5	821.49	901.10
b Capital work-in-progress	5	17.07	8.47
c Right of use Assets	5	11.26	11.37
d Other Intangible Assets	5	1.91	-
e Financial assets			
i Investment in Subsidiary	6	3.85	3.85
ii Other financial assets	7	47.24	30.97
f Other non-current assets	8	24.18	15.10
		927.00	970.86
2 Current assets			
a Inventories	9	1,086.46	1,151.96
b Financial assets			
i Trade receivables	10	714.93	744.57
ii Cash and cash equivalents	11	34.54	0.16
iii Bank balances other than (ii) above	12	10.58	0.52
iv Other financial assets	13	24.27	43.05
c Current tax assets (net)	14	-	-
d Other current assets	15	120.92	143.30
		1,991.70	2,083.56
Total Assets		2,918.70	3,054.42
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	54.24	53.81
Other equity	17	2,109.21	1,807.14
		2,163.45	1,860.95
LIABILITIES			
1 Non-current liabilities			
a Financial liabilities			
i Borrowings	18	-	-
ia Lease liabilities	19	6.46	6.82
ii Other financial liabilities	20	20.30	13.89
b Provisions	21	21.06	17.83
c Deferred tax liabilities (net)	22	55.50	66.97
		103.32	105.51
2 Current liabilities			
a Financial liabilities			
i Borrowings	23	3.73	403.94
ia Lease liabilities	24	5.82	7.01
ii Trade payables			
A) Total outstanding dues of micro enterprises and small enterprises;	25	37.31	35.58
B) Total outstanding dues of creditors other than micro enterprises and small enterprises;	25	331.37	370.98
iii Other financial liabilities	26	171.47	150.43
b Other current liabilities	27	59.78	72.42
c Provisions	28	34.88	34.46
d Current tax liabilities (net)	29	7.57	13.14
		651.93	1,087.96
Total Equity and liabilities		2,918.70	3,054.42

See accompanying notes to the standalone financial statements

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31st MARCH, 2024

(₹ in crore)

Particulars	Note No.	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
I REVENUE FROM OPERATIONS	31	7,808.52	7,995.95
II OTHER INCOME	32	13.78	5.22
III TOTAL INCOME (I+II)		7,822.30	8,001.17
IV EXPENSES			
Cost of materials consumed	33	5,606.34	5,855.06
Purchases of stock-in-trade	34	486.31	429.18
Changes in inventories of finished goods, stock-in-trade and work-in-progress	35	(18.26)	(62.31)
Employee benefits expense	36	409.83	372.36
Finance costs	37	24.05	44.84
Depreciation and amortisation expense	38	117.27	115.41
Other expenses	39	752.16	787.70
Total expenses		7,377.70	7,542.24
V PROFIT BEFORE TAX (III-IV)		444.60	458.93
VI TAX EXPENSE			
Current Tax	30	126.78	113.34
Deferred Tax	22	(11.04)	10.31
		115.74	123.65
VII PROFIT FOR THE YEAR (V-VI)		328.86	335.28
VIII OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to profit or loss	40	(1.74)	(0.57)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.43	0.14
Total other comprehensive income		(1.31)	(0.43)
IX TOTAL COMPREHENSIVE INCOME (VII + VIII)		327.55	334.85
Earnings per equity shares (face value of ₹ 5/-each)	41		
1) Basic (in ₹)		30.48	31.37
2) Diluted (in ₹)		30.22	30.81

See accompanying notes to the standalone financial statements

As per our report of even date

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CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31st MARCH, 2024

Particulars	(₹ in crore)	
	Year ended 31 st March, 2024	Year ended 31 st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
a. Net operating profit before tax	444.60	458.93
Adjustment for :		
Re-measurement gain / loss on defined benefit plans routed through OCI	(1.74)	(0.57)
Depreciation and amortisation of Property, Plant and Equipment	117.27	115.41
(Profit)/Loss on Sale/Retirement of Property Plant and Equipment (Net)	(1.71)	0.64
Allowance for doubtful debts	0.06	0.15
ESOS Expenses	6.38	7.01
Lease Rent Paid	(6.55)	(6.81)
Finance cost	24.05	44.84
b. Operating profit before Working Capital changes	582.36	619.60
Adjustment for :		
(Increase) / Decrease in Trade receivables	29.58	140.70
(Increase) / Decrease in Other financial assets	2.52	(3.52)
(Increase) / Decrease in Other assets	12.39	(2.54)
(Increase)/Decrease in Inventories	65.50	(164.87)
Increase / (Decrease) in Trade payables	(37.88)	(187.00)
Increase / (Decrease) in provisions	3.64	(47.80)
Increase / (Decrease) in Other financial liabilities	27.05	7.68
Increase / (Decrease) in Other liabilities	(12.64)	21.60
	90.16	(235.75)
c. Cash generated from Operations before tax (a+b)	672.52	383.85
d. Net Direct Taxes paid	(132.35)	(104.54)
Net cash flow from operating activities A = (c+d)	540.17	279.31
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment.	(61.91)	(36.39)
Sale of Property, Plant and Equipment	10.45	3.21
Net cash flow used in investing activities	(51.46)	(33.18)
Net cash from operating and investing activities (A+B)	488.71	246.13
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Borrowing (Non Current)	-	(60.67)
Short term borrowings Increase /(Decrease) during the year (net)	(400.21)	(115.41)
Sale/(Purchase) of Company's Shares for ESOS through trust	14.35	8.95
ESOS Exercise amount received	3.20	3.06
Payment of dividend	(48.97)	(38.08)
Finance cost	(22.70)	(44.01)
Net cash used in financing activities	(454.33)	(246.16)
Net cash (used) in/from operating, investing and financing activities (A+B+C)	34.38	(0.03)
Net increase/(decrease) in Cash & Cash equivalent	34.38	(0.03)
Opening balance	0.16	0.19
Closing balance of Cash & Cash equivalent (refer note no.11)	34.54	0.16

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
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B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31st MARCH, 2024

A. EQUITY SHARE CAPITAL

(1) Year ended 31st March, 2024

(₹ in crore)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
53.81	-	-	0.43	54.24

(2) Year ended 31st March, 2023

(₹ in crore)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
53.33	-	-	0.48	53.81

B. OTHER EQUITY

(1) Year ended 31st March, 2024

(₹ in crore)

Particulars	Reserves and Surplus						Share Option Outstanding Account	Other items of Other Comprehensive Income	Total
	Capital Reserve	Securities premium	General reserve	Retained earnings	Capital Redemption Reserve	Forfeiture Reserve			
Balance at the beginning of the current reporting period	124.69	118.09	165.36	1,376.13	3.00	17.63	14.91	(12.67)	1,807.14
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	328.86	-	-	6.38	(1.31)	333.93
Dividends	-	-	-	(48.97)	-	-	-	-	(48.97)
Transfer to retained earnings	-	-	34.00	(34.00)	-	-	-	-	-
Impact of ESOP Trust Consolidation	-	17.11	-	-	-	-	-	-	17.11
Balance at the end of the current reporting period	124.69	135.20	199.36	1,622.02	3.00	17.63	21.29	(13.98)	2,109.21

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(2) Year ended 31st March, 2023

(₹ in crore)

Particulars	Reserves and Surplus						Share Option Outstanding Account	Other items of Other Comprehensive Income	Total
	Capital Reserve	Securities premium	General reserve	Retained earnings	Capital Redemption Reserve	Forfeiture Reserve			
Balance at the beginning of the previous reporting period	124.69	107.29	131.36	1,112.93	3.00	17.63	7.16	(12.24)	1,491.82
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	335.28	-	-	7.01	(0.43)	341.86
Dividends	-	-	-	(38.08)	-	-	-	-	(38.08)
Transfer to retained earnings	-	-	34.00	(34.00)	-	-	-	-	-
Impact of ESOP Trust Consolidation	-	10.80	-	-	-	-	0.74	-	11.54
Balance at the end of the previous reporting period	124.69	118.09	165.36	1,376.13	3.00	17.63	14.91	(12.67)	1,807.14

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
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Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024

1 CORPORATE AND GENERAL INFORMATION

Surya Roshni Limited ("SRL" or "the Company") is domiciled and incorporated in India and its shares are publicly traded on the National Stock Exchange ('NSE') and the BSE Limited ('BSE'), in India. The registered office of SRL is situated at Prakash Nagar, Sankhol, Rohtak Road, Bahadurgarh – 124507 (Haryana) India. Company is the largest GI Steel Pipe Manufacturer and the second largest in lighting products in India. The Corporate Identification Number (CIN) of the Company is L31501HR1973PLC007543

SRL is more than five decade old manufacturing conglomerate with business interest spanning Steel Pipes, cold rolled sheets and 3LPE Coated API Pipes, LED and conventional Lighting Products, Fans, electric Appliances, PVC pipes etc. Besides enjoying market presence across the length and breadth of India, it also export products to more than 50 countries globally.

2 BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS AND USE OF ESTIMATES

2.1 Basis of preparation of standalone financial statements

The separate financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value

In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

- a) An asset is classified as current when it satisfies any of the following criteria:-

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

- b) A liability is classified as current when it satisfies any of the following criteria:-

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

- c) Deferred tax assets and liabilities are classified as non-current only

2.2 Statement of compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.3 Use of estimates

The preparation of the standalone financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimate, judgements and assumptions affect the application of accounting policies and the reported balances of assets and liabilities, the disclosures of contingent

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimations of uncertainty at the date of the standalone financial statements, which may cause a material adjustments to the carrying amount of assets and liabilities in the next financial years; are in respect of useful life of PPE, provision for warranties, recognition of government grants and claim receivables and estimations of contingent assets and liabilities.

3 MATERIAL ACCOUNTING POLICIES

3.1 Basis of Measurement

These standalone financial statements have been prepared under the historical cost principle except for certain financial assets and liabilities which have been measured at fair value:

The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest crore and two decimals thereof, except as stated otherwise.

3.2 Property, Plant and Equipment (PPE) & Other Intangible Assets

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price (net of GST/ CENVAT / duty credits, Government Grants (wherever applicable) and all direct costs attributable to bringing the asset to its working condition for intended use and includes the borrowing costs for qualifying assets if the recognition criteria's are met. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the

difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

Capital work-in-progress includes cost of property, plant and equipment under installation and not put to use as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Intangible assets acquired separately are measured at initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

3.3 Depreciation and Amortisation

i Depreciation on the property, plant and equipment is provided over the useful life of assets which coincide with the life specified in Schedule II to the Companies Act, 2013. The range of useful lives of the Property, Plant and Equipment are as follows:

Property, plant and equipment	Useful life in Years
Plant and equipments	08 – 15
Buildings	05 – 60
Office equipment's	05
Vehicles	08
Furniture and fixtures	10
Computers	03 – 06

However, in case of the following category of plant and equipments, the depreciation has been provided, based on the technical evaluation of the useful life as under :-

Plant and Equipments - Pipe and cold rolling Mills and 3 LPE Plant in Steel Pipe and Strip Division and allied	25 years
--	----------

The useful lives of assets as mentioned above is on single shift basis, if an asset is used for any time during the year for double shift, the depreciation increased by 50% and for triple shift by 100% for that period.

ii Property, plant and equipment (PPE) which are added/ disposed- of during the year,

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

depreciation is provided on pro-rata basis from (up- to) the date on which the PPE is available for use (disposed-off).

- iii The residual values and useful lives of PPE are reviewed in every financial year considering the physical condition, benchmarking analysis or indicators for review of residual value and useful life of the respective assets and the same is adjusted prospectively. Lease hold land is amortised over the period of lease.
- iv Free-hold land are not subject to amortisation.
- v The "Right of use Assets" arising from Leases are amortised on straight-line method basis over the life of the respective leases.

Intangible Asset	Useful life in Years
Computer Software	05

Intangible asset are amortised over their estimated useful life on straight-line method basis.

3.4 Impairment of PPE and other non-financial assets

Property, plant and equipment and other non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset and recognised in the statement of Profit and Loss. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would

have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised immediately in Statement of Profit and Loss.

3.5 Cash and cash equivalents

Cash and cash equivalents includes cash in hand and Cheques / drafts in hand, balances with banks, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS) 7 statement of cash flows.

3.6 Inventories

Inventories are carried in the balance sheet as follows:

Raw material	At lower of cost and net realisable value
Work-in Progress	At lower of cost and net realisable value
Finished Goods / Stock in trade	At lower of cost and net realisable value
Stores, spares and consumable	At lower of cost and net realisable value

The cost of inventories comprises of cost of purchase, cost of conversion and other related costs incurred in bringing the inventories to their respective present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.7 Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind-AS 19 – Employee Benefits.

a) Defined contribution plan

- i Provident Fund: Contribution to the provident fund with the government at pre-determined rates is a defined contribution scheme and is charged to the statement of Profit and Loss when employees have rendered services entitling them to such benefit.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- ii National pension scheme : Contribution to the national pension scheme with the at pre-determined rates is a defined contribution scheme and is charged to the statement of Profit and Loss when employees have rendered services entitling them to such benefit.

b) Defined benefit plan

Gratuity : The Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognised in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligations is recognised in Other Comprehensive Income. The effect of any plan amendments are recognised in net profits in the Statement of Profit and Loss.

- c) **Long term employee benefits:** Provisions for other long term employee benefits-compensated absences, a defined benefit scheme, is made on the basis of actuarial valuation at the end of each financial year and are charged to the statement of profit and loss. All actuarial gains or losses are recognised immediately in the statement of profit and loss.
- d) **Other Short-term employee benefits:** All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-

term compensated absences, performance incentives etc. and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

3.8 Foreign currency reinstatement and translation

a) Functional and presentation currency

The standalone financial statements have been presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

b) Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date and exchange gain and losses arising on settlement and restatement are recognised in statement of profit and loss. Non-monetary items are measured in terms of historical cost in foreign currencies and are therefore not retranslated.

3.9 Financial instruments –

Initial recognition:

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

Subsequent measurement:

- i **Financial assets carried at amortised cost:** A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- ii **Financial assets carried at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- iii **Financial assets at fair value through profit or loss:** A financial asset which is not classified in any of (i) & (ii) above categories are subsequently fair valued through profit or loss.
- iv **Financial Liabilities:** Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition

The Company de-recognises of financial assets when the contractual rights to receive cash flows from the financial asset expire or transfer the financial asset and transfer qualifies for de-recognition under IND AS 109. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished is recognised in profit or loss as other income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses(ECL) model for measurement and recognition of impairment

loss on the following financial asset and credit risk exposure - Financial assets measured at amortised cost; - Financial assets measured at fair value through other comprehensive income(FVTOCI); ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

3.10 Investments in subsidiary :

The investments in subsidiary is carried in these standalone financial statements at historical 'cost'. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

3.11 Derivative financial instruments:

The Company uses derivative financial instruments, such as forward contracts to hedge its foreign currency exposure. The recognising of the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

3.12 Borrowing costs

- a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
- b) All other borrowing costs are recognised as expense in the period in which they are incurred.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

3.13 Taxation

Income tax expense represents the sum of current tax and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet approach for all taxable temporary differences to the extent that it is probable that future taxable profits will be available. Deferred tax assets and liabilities are measured at the applicable tax rates and tax laws those are enacted or substantively enacted. Deferred tax assets and deferred tax liabilities are set-off, and presented on net basis. The carrying amount of deferred tax is reviewed at each balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3.14 Revenue recognition and other income

The Company is in the business of sale of Steel Pipes and 3LPE Coated API Pipes and Colled Rolled Sheets, LED and conventional lighting Products, fans, appliances, PVC pipes and fittings etc. The Company also provide extended warranties for its LED street lighting.

Revenue from contracts with customers is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

a) Sale of Product/Goods

Revenue from sale of Product/Goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the Product/Goods and there is no uncertainty in receiving the same and there is reasonable assurance that the Company will comply with the conditions attached to them in recognition of revenue from sale of goods. The Company also considers the effects of sales returns, volume rebates, schemes discount, incentives, price concessions and financing components.

Extended warranty:- The extended warranties provided to the customers having separate performance obligation are considered as the separate contract and revenue from these contracts recognised accordingly.

Volume rebates and schemes discounts: The Company provides volume rebates and schemes discounts to its customers based on quantity of products sold to them during the period. To estimate for the expected future outgo for revenue recognition, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract.

Financing component: In case of extended trade credit agreed with the customers containing significant financing component, the transaction price for such contract are discounted, using the effective interest rate that would be considered separate financing transaction at transaction inception, to take into consideration the significant financing component.

b) Rendering of Service

Revenue from Services is recognised as per terms of the contract with customers based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

c) Export incentives:

Export benefits are accounted for in the year of exports based on eligibility as well as reasonable assurance that the Company will comply with the conditions attached to them and when there is no uncertainty in receiving the same.

d) Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding, the rate applicable and reasonable certainty of receiving the same.

3.15 Government grants / Assistance

Government grants/Assistance recognised in profit and loss account on a systematic basis where there is reasonable assurance that the same will be received and the eligibility criteria is met out. The same are periodically reviewed and adjusted for changes in policies and regulations.

3.16 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution, if leviable, is recognised directly in equity.

3.17 Fair Value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i.) In the principal market for the asset or liability,
or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would

use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted prices in active markets for identical assets and liabilities

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs. This includes the assets and liabilities carried at forward contract rates / prevailing exchange rate at year end and assets carried at present value using appropriate discounting rate

Level 3: Inputs which are not based on observable market data.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.18 Earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the Net profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

3.19 Provisions

a) Provisions

Provisions (excluding employee benefits) are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the standalone financial statements.

Contingent assets are not recognised. However, when the realisation of income is virtually certain, it is recognised as an asset.

c) Warranty Provisions

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

As per the terms of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

3.20 Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- a) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- b) Its intention to complete and its ability and intention to use or sell the asset
- c) How the asset will generate future economic benefits
- d) The availability of resources to complete the asset
- e) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

3.21 Leases

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date by discounting the lease payment by using the Company's incremental borrowing rate.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term up to 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.22 Share based payments

Equity-settled share-based payments to employees are measured at fair value of the equity instrument as at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the shares that will eventually vest to the employees

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any,

in profit or loss, with a corresponding adjustment to equity. However, fair value of options is not remeasured subsequently.

Company has created an Employee Benefit Trust for the share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee Stock option schemes. The Trust buys shares of the Company from the market, for granting shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are fulfilled with treasury shares.

3.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker which comprises of the Board of Directors, Chairman, Executive Director and Chief financial officer which assesses the financial performance and position of the Company and makes strategic decisions.

The Company primarily operates in the Steel Pipe and lighting segment. The reportable segments are Steel pipes & strips and Lighting & consumer durable.

4.1 Critical accounting estimates, assumptions and judgements

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the standalone financial statement:

a) Property, plant and equipment - Useful lives of assets

The Company reviews the useful life of assets at the end of each reporting period. This reassessment may result in change in depreciation expenses in future periods.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

b) Warranties

The Company generally offers Warranties for its consumer products and the liability towards warranty-related costs are recognised in the year of sales or service provided to the customers. Management ascertain and measure the liability for warranty claims based on historical experience and trend. The assumptions made in relation to current year are consistent of those are in prior years.

c) Provision

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

d) Contingent Liabilities and Contingent Assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not

probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the standalone financial statements.

e) Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, associates and joint venture and impairment losses/ write down in value of investment in subsidiaries, associates and joint venture and significant disposal of Property, plant and equipment etc.

4.2 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

5 PROPERTY, PLANT AND EQUIPMENT

Particulars	Land-Freehold	Land-Leasehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment's	Computers	Total	Capital work in progress	
											(₹ in crore)
GROSS CARRYING VALUE											
As at 1 st April, 2022	32.76	10.97	235.44	1,235.26	6.38	12.45	5.25	8.11	1,546.62	52.97	
Additions	-	-	7.45	71.58	0.54	3.40	0.95	1.26	85.18	16.14	
Disposals	-	-	-	15.11	0.80	0.63	0.29	1.01	17.84	60.64	
As at 31 st March, 2023	32.76	10.97	242.89	1,291.73	6.12	15.22	5.91	8.36	1,613.96	8.47	
Additions	-	7.57	2.23	24.13	0.39	2.96	0.96	1.22	39.46	19.42	
Disposals	-	-	3.36	8.48	0.25	1.42	0.41	0.97	14.89	10.82	
As at 31 st March, 2024	32.76	18.54	241.76	1,307.38	6.26	16.76	6.46	8.61	1,638.53	17.07	
Depreciation											
As at 1 st April, 2022	-	2.41	55.12	538.74	3.86	5.28	3.04	6.34	614.79	-	
Depreciation for the year	-	0.34	8.90	96.09	0.50	1.42	0.80	1.09	109.14	-	
Disposals	-	-	-	8.63	0.79	0.37	0.29	0.99	11.07	-	
As at 31 st March, 2023	-	2.75	64.02	626.20	3.57	6.33	3.55	6.44	712.86	-	
Depreciation for the year	-	0.50	9.04	97.54	0.54	1.79	0.89	1.15	111.45	-	
Disposals	-	-	0.34	4.58	0.25	0.75	0.39	0.96	7.27	-	
As at 31 st March, 2024	-	3.25	72.72	719.16	3.86	7.37	4.05	6.63	817.04	-	
Net carrying value											
As at 31 st March, 2023	32.76	8.22	178.87	665.53	2.55	8.89	2.36	1.92	901.10	8.47	
As at 31 st March, 2024	32.76	15.29	169.04	588.22	2.40	9.39	2.41	1.98	821.49	17.07	

Explanatory Notes:

- The above property plant and equipment are under charge as security against borrowing see note no.18 & 23
- The Company has acquired exclusive used right for certain premises being used for its offices and classified them as Right to use assets.

(₹ in crore)

Particulars	Right to use Assets	Other Intangible Asset	Amount in CWIP for a period of		
			Less than 1 year	2-3 years	More than 3 years
Gross carrying value					
As at 1 st April, 2022	30.29	-			
Additions	6.60	-			
Disposals	9.19	-			
As at 31 st March, 2023	27.70	-			
Additions	5.61	2.01			
Disposals	9.98	-			
As at 31 st March, 2024	23.33	2.01			
Depreciation/Amortisation					
As at 1 st April, 2022	19.25	-			
Additions	6.27	-			
Disposals	9.19	-			
As at 31 st March, 2023	16.33	-			
Additions	5.72	0.10			
Disposals	9.98	-			
As at 31 st March, 2024	12.07	0.10			
Net carrying value					
As at 31 st March, 2023	11.37	-			
As at 31 st March, 2024	11.26	1.91			

As at 31st March, 2024

Capital-Work-in Progress (CWIP) aging schedule

Capital-Work-in-Progress	Amount in CWIP for a period of			Total
	Less than 1 year	2-3 years	More than 3 years	
Projects in progress	17.07	-	-	17.07

No capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

As at 31st March, 2023

Capital-Work-in Progress (CWIP) aging schedule

Capital-Work-in-Progress	Amount in CWIP for a period of			Total
	Less than 1 year	2-3 years	More than 3 years	
Projects in progress	8.47	-	-	8.47

No capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

6 INVESTMENT IN SUBSIDIARY

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Investment carried at cost		
Unquoted		
38,50,000 (previous year 38,50,000) Equity shares of Surya Roshni LED Lighting projects Limited of ₹ 10/- each fully paid-up (100% holding -38,49,940 equity shares held in the name of Company and balance 60 equity shares held through six nominees)	3.85	3.85
	3.85	3.85
Aggregate amount of quoted investments Market value of ₹ Nil (Previous year ₹ Nil)	-	-
Aggregate amount of unquoted investments	3.85	3.85

7 OTHER FINANCIAL ASSETS AT AMORTISED COST (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Deferred Receivable	-	3.90
Contract Assets	11.92	16.59
Security deposits	10.32	10.48
Fixed Deposit with Banks	25.00	-
	47.24	30.97

8 OTHER NON-CURRENT ASSETS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Capital Advances	24.18	15.10
	24.18	15.10

9 INVENTORIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Raw materials	393.87	481.14
Work-in-progress	104.87	126.44
Finished goods	561.56	521.73
Stores, spares and consumables	26.16	22.65
	1,086.46	1,151.96

The mode of valuation has been stated in note no.3.6

Inventories are hypothecated as security against borrowings see note no.18 & 23

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

10 TRADE RECEIVABLES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Trade receivables considered good-secured	-	-
Trade receivables considered good-unsecured	714.82	744.54
Trade receivables considered good-unsecured from wholly owned subsidiary (refer note 49)	0.11	0.03
Trade receivables which have significant increase in Credit Risk	-	-
Trade receivables-credit impaired	6.80	7.18
Less : Allowance for credit impairment	6.80	7.18
Net Trade receivables-credit impaired	-	-
	714.93	744.57

As at 31st March, 2024

(₹ in crore)

Particulars	Trade Receivables ageing schedule						Total
	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables-considered good	481.21	165.56	31.99	18.71	4.79	5.38	707.64
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables-credit impaired	-	-	0.01	1.50	0.61	1.53	3.65
(iv) Disputed Trade Receivables-considered good	-	0.01	-	0.71	0.57	6.00	7.29
(v) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	0.06	0.19	2.90	3.15
Total (A)	481.21	165.57	32.00	20.98	6.16	15.81	721.73
Allowance for credit impairment (B)							6.80
Total [(A)-(B)]							714.93

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

As at 31st March, 2023

(₹ in crore)

Particulars	Trade Receivables ageing schedule						Total
	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables-considered good	530.51	165.98	15.71	8.28	6.04	12.81	739.33
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables-credit impaired	-	-	0.01	0.48	0.71	2.80	4.00
(iv) Disputed Trade Receivables-considered good	-	0.07	0.09	0.49	0.40	4.19	5.24
(v) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	0.04	0.21	2.93	3.18
Total (A)	530.51	166.05	15.81	9.29	7.36	22.73	751.75
Allowance for credit impairment (B)							7.18
Total [(A)-(B)]							744.57

11 CASH AND CASH EQUIVALENTS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
a. Balance with banks		
In Current Accounts	34.35	0.03
b. Cash on hand	0.19	0.13
Cash and cash equivalents as per statement of cash flow	34.54	0.16

12 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Earmarked Balances with banks		
Unpaid dividend account (Earmarked against the corresponding provision refer note 26)	0.58	0.52
Fixed Deposit in Bank	10.00	-
	10.58	0.52

13 OTHER FINANCIAL ASSETS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Contract Assets	4.62	4.62
Forward Contract Receivable	0.05	0.53
Other recoverables	19.60	37.90
	24.27	43.05

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

14 CURRENT TAX ASSETS (NET)

	As at 31 st March, 2024	As at 31 st March, 2023
Current Tax Asset	-	-

15 OTHER CURRENT ASSETS

	As at 31 st March, 2024	As at 31 st March, 2023
Considered good, unless otherwise stated		
Recoverable from government authorities	67.24	81.07
Balances with statutory authorities	31.75	24.30
Prepaid expenses	3.11	3.84
Advances to Supplier	18.82	34.09
	120.92	143.30

16 SHARE CAPITAL

	As at 31 st March, 2024 (Face value of ₹ 5 each)	As at 31 st March, 2023 (Face value of ₹ 10 each)
I Equity Share Capital		
Authorised		
52,26,00,000 Equity Shares of ₹ 5/- each with voting rights (Previous year 26,13,00,000 Equity Shares of ₹ 10/- each with voting rights)	261.30	261.30
Issued, subscribed and fully paid up Equity share capital		
10,88,17,948 Equity Shares of ₹ 5 /- each with voting rights (Previous year 5,44,08,974 Equity Shares of ₹ 10/- each with voting rights)	54.41	54.41
Less: Treasury Shares held	0.17	0.60
	54.24	53.81
Note:-During the year,Equity shares of Company were sub-divided from the face value of ₹ 10/- each to face value of ₹ 5/- each w.e.f. 6 th October,2023		
Movement of Equity Shares		
Balance at the beginning of the reporting period	10,76,10,574	5,33,27,044
Add: Treasury Shares sold/ (acquired) by the Surya Roshni Employees Welfare Trust	3,03,740	1,94,970
Add: Treasury Shares transferred to Employees by the Surya Roshni Employees Welfare Trust (refer note no. 48)	5,70,602	2,83,273
Balance at the end of the reporting period	10,84,84,916	5,38,05,287
Treasury Shares		
Balance at the beginning of the reporting period	12,07,374	10,81,930
Add: Treasury Shares acquired/ (sold) by the Surya Roshni Employees Welfare Trust	(3,03,740)	(1,94,970)
Less: Treasury Shares transferred to Employees by the Surya Roshni Employees Welfare Trust (refer note no. 48)	5,70,602	2,83,273
Balance at the end of the reporting period	3,33,032	6,03,687
II Preference share capital		
Authorised		
6,20,000 (previous year 6,20,000) Preference shares of ₹ 100/- each (There are no issued, subscribed and paid up preference share capital)	6.20	6.20

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Terms / rights attached to equity shares

The Company has one class of equity share at par value of ₹ 5/-per share (Previous Year ₹ 10/-per share). Each shareholder is eligible for one vote per share. 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.

	As at 31 st March, 2024	As at 31 st March, 2023
Cash dividends on equity shares declared and paid		
Dividend for the year ended 31 st March, 2023: ₹ 4.00 per share of ₹ 10/- each (Previous year ₹ 4.00 per share of ₹ 10/- each)	21.76	21.76
Interim Dividend Paid for the Financial Year 2023-24: ₹ 2.50 per share of ₹ 5/-each (Previous year ₹ 3.00 per share of ₹ 10/- each)	27.20	16.32
Proposed dividends on equity shares		
Dividend for the year ended 31 st March, 2024: ₹ 2.50 per share of ₹ 5/- each (Previous year ₹ 4.00 per share of ₹ 10/- each)	27.20	21.76

Details of shares held by each shareholder holding more than 5% shares:

Names	As at 31 st March 2024		As at 31 st March 2023	
	Number of shares held (Face value of ₹ 5 each)	% holding in that class of shares	Number of shares held (Face value of ₹ 10 each)	% holding in that class of shares (₹ in crore)
Diwakar Marketing Private Limited	1,12,75,000	10.36	56,37,500	10.36
Cubitex Marketing Private Limited	97,22,000	8.93	48,61,000	8.93
Shreyansh Mercantile Private Limited	63,56,000	5.84	31,78,000	5.84
Sahaj Tie-Up Private Limited	62,50,174	5.74	31,25,087	5.74

Shares held by promoters at the end of the year ended 31st March, 2024

S. No.	Promoter name	No. of Shares (Face value of ₹ 5 each)	% of total shares	% Change during the year
1	Diwakar Marketing Private Limited	1,12,75,000	10.36%	-
2	Cubitex Marketing Private Limited	97,22,000	8.93%	-
3	Shreyansh Mercantile Private Limited	63,56,000	5.84%	-
4	Sahaj Tie-Up Private Limited	62,50,174	5.74%	-
5	Dicord Commodeal Private Limited	45,31,220	4.16%	-
6	Shirin Commodeal Private Limited	42,32,378	3.89%	-
7	S M Vyapaar Private Limited	39,67,840	3.65%	-
8	Goel Die Cast Limited	38,55,924	3.54%	-
9	Zatco Vyapaar Private Limited	28,06,910	2.58%	-
10	Sadabahr Tradecomm Private Limited	25,56,358	2.35%	-
11	Jits Courier and Finance Private Limited	20,02,998	1.84%	-
12	Pankaj Investments Limited	19,38,696	1.78%	-
13	B M Graphics Private Limited	19,22,156	1.77%	-
14	Jai Prakash Agarwal	16,73,256	1.54%	-
15	Vinay Surya	10,65,662	0.98%	-
16	Gargiya Finance and Investment Private Limited	10,44,974	0.96%	-
17	Urmil Agarwal	5,84,162	0.54%	-
18	Viksit Trading and Holding Private Limited	4,74,692	0.44%	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Promoter name	No. of Shares (Face value of ₹ 5 each)	% of total shares	% Change during the year
19	Vasudha Surya	3,80,200	0.35%	-
20	Jaivardhan Kaartik Surya	3,62,800	0.33%	-
21	Parinistha Surya	3,62,600	0.33%	-
22	Puja Surya	3,50,500	0.32%	-
23	Padmini Agarwal	3,26,500	0.30%	-
24	Bharti Bangur	3,26,500	0.30%	-
25	Lustre Merchants Private Limited	1,44,788	0.13%	-
26	Basu Dev Agarwal	200	0.00%	-
Total		6,85,14,488	62.96%	Nil

Shares held by promoters at the end of the year ended 31st March, 2023

S. No.	Promoter name	No. of Shares (Face value of ₹ 10 each)	% of total shares	% Change during the year
1	Diwakar Marketing Private Limited	56,37,500	10.36%	-
2	Cubitex Marketing Private Limited	48,61,000	8.93%	-
3	Shreyansh Mercantile Private Limited	31,78,000	5.84%	-
4	Sahaj Tie-Up Private Limited	31,25,087	5.74%	-
5	Dicord Commoddeal Private Limited	22,65,610	4.16%	-
6	Shirin Commoddeal Private Limited	21,16,189	3.89%	-
7	S M Vyapaar Private Limited	19,83,920	3.65%	-
8	Goel Die Cast Limited	19,27,962	3.54%	-
9	Zatco Vyapaar Private Limited	14,03,455	2.58%	-
10	Sadabahr Tradecomm Private Limited	12,78,179	2.35%	-
11	Jits Courier and Finance Private Limited	10,01,499	1.84%	-
12	Pankaj Investments Limited	9,69,348	1.78%	-
13	B M Graphics Private Limited	9,61,078	1.77%	-
14	Jai Prakash Agarwal	8,36,628	1.54%	-
15	Vinay Surya	5,32,831	0.98%	-
16	Gargiya Finance and Investment Private Limited	5,22,487	0.96%	-
17	Urmil Agarwal	2,92,081	0.54%	-
18	Viksit Trading and Holding Private Limited	2,37,346	0.44%	-
19	Vasudha Surya	1,90,100	0.35%	-
20	Jaivardhan Kaartik Surya	1,81,400	0.33%	-
21	Parinistha Surya	1,81,300	0.33%	-
22	Puja Surya	1,75,250	0.32%	-
23	Padmini Agarwal	1,63,250	0.30%	-
24	Bharti Bangur	1,63,250	0.30%	-
25	Lustre Merchants Private Limited	72,394	0.13%	-
26	Basu Dev Agarwal	100	0.00%	-
Total		3,42,57,244	62.96%	Nil

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

17 OTHER EQUITY

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
a. Capital redemption reserve	3.00	3.00
b. Capital Reserve	124.69	124.69
c. Securities premium	135.20	118.09
d. Share Option Outstanding Account	21.29	14.91
e. Forfeiture reserve	17.63	17.63
f. General reserve	199.36	165.36
g. Retained earnings	1,622.02	1,376.13
h. Other comprehensive income	(13.98)	(12.67)
Balance at the end of the Financial year	2,109.21	1,807.14

Notes : For movements in reserves refer statement of change in equity

Nature and purpose of reserves

a. Capital Redemption Reserve

Capital Redemption Reserve was created on redemption of preference share capital. The Company may issue fully paid-up bonus share to it's members out of the capital redemption reserve

b. Capital Reserve

Capital reserve has been created on Business Combination on appointed date i.e.1st April, 2016 Pursuant to the Scheme of Arrangement amongst company and its associate e-Surya Global Steel Tubes Limited as per order of NCLT dated 11th December, 2017.

c. Securities premium

Securities premium is used to record the premium on issue of shares. The premium should be utilised in accordance with the provisions of the Companies Act.

d. Share Option Outstanding Account

The Share option outstanding account relates to share options granted by the Company to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 48.

e. Forfeiture reserve

Forfeiture Reserve represents the forfeiture of amount of consideration received on allotment of warrants of the cases where option to take equity shares were not exercised within the prescribed time in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

f. General reserve

The general reserve is created time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by transfer from one component of equity to another equity, hence items included in general reserve will not be reclassified subsequently to profit and loss.

g. Dividend

Final Dividend of ₹ 27.20 crore for the Year 2023-24 (Dividend of ₹ 21.76 crore for the Year 2022-23) is accounted in the year of approval by the shareholders.

18 BORROWINGS (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Change in Liability arising from financing activities

(₹ in crore)

	1 st April, 2023	Receipts	Payments	31 st March, 2024
Current Borrowings (Net Basis) (refer note 23)	403.94	-	400.21	3.73
Non-Current Borrowings	-	-	-	-
Total	403.94	-	400.21	3.73

(₹ in crore)

	1 st April, 2022	Receipts	Payments	31 st March, 2023
Current Borrowings (Net Basis) (refer note 23)	519.35	-	115.41	403.94
Non-Current Borrowings	60.67	-	60.67	-
Total	580.02	-	176.08	403.94

19 LEASE LIABILITIES (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Lease liabilities	6.46	6.82
	6.46	6.82

The Company's lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. The Company also has certain leases of with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

The movement in Lease liabilities (Non-current and Current) is as follows:

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Balance as at beginning of the year	13.83	13.07
Add: Addition	5.61	6.60
Add: Accretion of interest	0.99	0.97
Less: Payments	6.55	6.81
Less: Retirement of Lease Assets	1.60	-
Closing balance as at 31st March	12.28	13.83

20 OTHERS FINANCIAL LIABILITIES (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Security deposits	20.30	13.89
	20.30	13.89

21 PROVISION (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Provision for employee benefits		
Gratuity (refer note 47)	5.20	3.54
Compensated absences (refer note 47)	15.86	14.29
	21.06	17.83

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

22 DEFERRED TAX LIABILITIES (NET)

(₹ in crore)

	As at 31 st March, 2023	Recognised in P & L	Recognised in OCI	As at 31 st March, 2024
Deferred tax liabilities / assets are attributable to the following items;				
Deferred tax liabilities				
Property, Plant and Equipment	76.20	(10.38)	-	65.82
Sub- (a)	76.20	(10.38)	-	65.82
Deferred tax assets				
Gratuity and Compensated absences	7.42	0.76	0.43	8.61
Trade Receivables	1.81	(0.10)	-	1.71
Sub- (b)	9.23	0.66	0.43	10.32
Net deferred tax liability (a-b)	66.97	(11.04)	(0.43)	55.50

(₹ in crore)

	As at 1 st April, 2022	Recognised in P & L	Recognised in OCI	As at 31 st March, 2023
Deferred tax liabilities / assets are attributable to the following items;				
Deferred tax liabilities				
Property, Plant and Equipment	82.08	(5.88)	-	76.20
Sub- (a)	82.08	(5.88)	-	76.20
Deferred tax assets				
Gratuity and Compensated absences	18.63	(11.35)	0.14	7.42
Trade Receivables	2.91	(1.10)	-	1.81
Others	3.74	(3.74)	-	-
Sub- (b)	25.28	(16.19)	0.14	9.23
Net deferred tax liability (a-b)	56.80	10.31	(0.14)	66.97

23 BORROWINGS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Secured		
Loans repayable on demand		
From banks		
Rupee loans	3.73	403.94
	3.73	403.94

The above working Capital borrowings of ₹ 3.73 crore are secured against current assets both present and future and further secured by way of second charge on all Property(except Land admeasuring 12,150 sq mts. at Khasra No.816 & 817 MIN,Mahuakheraganj,Dist. Udham Singh Nagar,Kashipur,Uttarakhand), plant and equipment including equitable mortgage of Land and Building and personal guarantee of the Chairman of the Company. The Rupee Loans of ₹ 1.59 crore (WCDL) linked with T Bill carrying interest rate of 8.50% and ₹ 2.14 crore (Cash Credit) linked with 1 Year / 6 Month MCLR of respective banks plus spread (spread ranging from Nil ~ 75 bps)

24 LEASE LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Lease liabilities	5.82	7.01
	5.82	7.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

25 TRADE PAYABLES

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
outstanding dues of micro enterprises and small enterprises	37.31	35.58
outstanding dues other than micro enterprises and small enterprises	331.37	370.98
	368.68	406.56

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company as under

i	The Principal amount and the interest due thereon remaining unpaid to any supplier.		
	Principal Amount :	63.95	55.02
	Interest :	Nil	Nil
ii	The amount of interest paid by the Company along with the amount of the payment made to the supplier beyond the appointed day for the year ending.	Nil	Nil
iii	The amount of Interest due and payable for the period of delay in making payment (beyond the appointed day during the year.	Nil	Nil
iv	The amount of interest accrued and remaining unpaid for the year ending	Nil	Nil
v	The amount of further interest remaining due and payable for the earlier years.	Nil	Nil

The Information has been given in respect of such suppliers to the extent they could be identified as "Micro and Small" enterprises on the basis of information submitted to the Company.

As at 31st March, 2024

(₹ in crore)

Particulars	Trade Payables ageing schedule					Total
	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) MSME	63.95	-	-	-	-	63.95
(ii) Others	264.12	40.56	0.05	-	-	304.73
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	328.07	40.56	0.05	-	-	368.68

As at 31st March, 2023

(₹ in crore)

Particulars	Trade Payables ageing schedule					Total
	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) MSME	55.02	-	-	-	-	55.02
(ii) Others	341.69	9.83	0.01	-	0.01	351.54
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	396.71	9.83	0.01	-	0.01	406.56

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

26 OTHER FINANCIAL LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Interest accrued but not due on borrowings	0.49	0.13
Unpaid dividends* (refer note 12)	0.58	0.52
Payable to employees	62.88	49.50
Expenses Payable	107.52	100.28
	171.47	150.43

*There are no amount due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2024

27 OTHER LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Advances from customers	34.56	52.75
Statutory dues payables	25.22	19.67
	59.78	72.42

28 PROVISIONS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Provision for employee benefits		
Gratuity (refer note 47)	8.87	8.16
Compensated Absences (refer note 47)	4.33	3.52
	13.20	11.68
Other payables		
Warranty Payable (refer note 44)	21.68	22.78
	21.68	22.78
	34.88	34.46

29 CURRENT TAX LIABILITY

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Current Tax Liability(Net)	7.57	13.14
	7.57	13.14

30 INCOME TAX

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a Income tax recognised in profit or loss		
Current tax expense	126.78	113.34
Deferred tax expense		
Origination and reversal of temporary differences	(11.04)	10.31
Total tax expenses	115.74	123.65

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
b Reconciliation of effective tax rate		
Profit before tax	444.60	458.93
Domestic tax rate	25.168%	25.168%
Tax using the Company's domestic tax rate	111.90	115.50
Increase / reduction in Taxes on account of		
Deduction / exemptions in taxable income/ Other non deductible expenses (Net)	3.84	8.15
Income tax expenses charged to statement of profit and loss	115.74	123.65
Effective tax rate	26.03%	26.94%

31 REVENUE FROM OPERATIONS

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Sale of products		
i. Steel pipe and strips	6,195.32	6,427.51
ii. Lighting and consumer durables	1,510.65	1,532.24
	7,705.97	7,959.75
Less Inter Segment Sales	4.45	0.35
	7,701.52	7,959.40
b. Other operating revenue;		
i. Investment promotion assistance (refer note 43)	21.25	-
i. Export incentives and claims	25.97	22.08
	47.22	22.08
c. Sale of services	59.78	14.47
	59.78	14.47
	7,808.52	7,995.95

32 OTHER INCOME

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Interest Income from financial assets	8.39	5.11
b. Profit on sale of property, plant and equipment	4.88	0.05
c. Miscellaneous income	0.51	0.06
	13.78	5.22

33 COST OF MATERIALS CONSUMED

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
i. Steel pipe and strips		
a. Raw materials (Imported)	125.65	174.96
b. Raw materials (Indigenous)	4,957.30	5,051.20
ii. Lighting and consumer durables		
a. Raw materials (Imported)	200.16	215.45
b. Raw materials (Indigenous)	286.51	366.34
c. Packing materials consumed	41.17	47.46
	5,610.79	5,855.41
Less Inter Segment Consumption	4.45	0.35
	5,606.34	5,855.06

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

34 PURCHASE OF STOCK-IN-TRADE

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Lighting and consumer durables (outsourced)	486.31	429.18
	486.31	429.18

35 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Inventories at the end of the year		
Finished goods	561.56	521.73
Work in Progress	104.87	126.44
	666.43	648.17
Inventories at the beginning of the year		
Finished goods	521.73	452.41
Work in Progress	126.44	133.45
	648.17	585.86
	(18.26)	(62.31)

36 EMPLOYEE BENEFIT EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Salaries, wages and bonus	380.50	343.69
b. ESOS Expenses (refer note 48)	6.38	7.01
c. Contribution to provident and other funds	15.64	14.33
d. Staff welfare expenses	7.31	7.33
	409.83	372.36

37 FINANCE COST

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Interest expenses	20.91	37.07
b. Interest on Lease Liability	0.99	0.97
c. Other borrowing cost	2.15	6.80
	24.05	44.84

38 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Depreciation (refer note 5)	111.45	109.14
b. Right of Use Assets (refer note 5)	5.72	6.27
c. Amortisation of Other Intangible Assets (refer note 5)	0.10	-
	117.27	115.41

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

39 OTHER EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Consumption of stores and spares	51.78	48.16
b. Power, fuel and water charges	129.81	128.23
c. Repairs and maintenance :		
- plant and machinery	3.27	3.37
- buildings	2.64	1.74
- others	0.63	0.92
d. Product warranties	18.41	21.44
e. Sales promotion expenses	49.48	27.31
f. Commission on sales	29.68	21.96
g. Advertisement and publicity	16.07	12.11
h. Freight and forwarding expenses	274.68	377.81
i. Allowance for doubtful debts / bad debts W/off	0.06	0.15
j. Rent	4.73	3.61
k. Rates and taxes	0.44	0.29
l. Insurance	3.86	5.14
m. Postage, telegraph and telephone	2.66	2.61
n. Travelling and conveyance	32.05	29.15
o. Loss on discard / disposal of property, plant and equipment	3.17	0.69
p. Corporate social responsibility expenses (refer note 42)	6.36	4.23
q. Legal and professional expenses	15.86	6.45
r. Auditor's remuneration		
for audit	0.25	0.22
for tax audit	0.06	0.06
for certification work	0.09	0.10
for reimbursement of out of pocket expenses	0.04	0.01
s. Miscellaneous expenses	106.08	91.94
	752.16	787.70

40 OTHER COMPREHENSIVE INCOME

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
i Items that will not be reclassified to profit or loss		
- Remeasurements of the defined benefit plans	(1.74)	(0.57)
ii Income tax relating to items that will not be reclassified to profit or loss		
- Related to remeasurements of the defined benefit plans	0.43	0.14
	(1.31)	(0.43)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

41 EARNING PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

		(₹ in crore)	
Particulars		For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A	Issued equity shares of ₹ 5/- each.	10,88,17,948	10,88,17,948
	Less :- Treasury Shares held by the Surya Roshni Employees welfare Trust	3,33,032	12,07,374
	Issued equity shares after taking effect of Treasury Shares	10,84,84,916	10,76,10,574
B	Weighted average equity shares outstanding - Basic	10,78,79,426	10,68,84,008
C	Weighted average equity shares outstanding - Diluted	10,88,17,948	10,88,17,948
D	Net profit after tax	328.86	335.28
	Basic Earning per equity share (D/B)	Per / ₹ 30.48	31.37
	Diluted Earning per equity share (D/C)	Per / ₹ 30.22	30.81
	Face Value per Equity Share	₹ 5.00	5.00

The Shareholders of Company at the AGM of the Company held on 15th September, 2023 has approved sub-division of shares from ₹ 10/-each to ₹ 5/-each as per record date of 6th October, 2023. Therefore effect of increase in number of shares is considered while calculating Basic EPS and Diluted EPS in above results and previous period figures are also restated for Basic EPS and Diluted EPS in accordance with IND AS-33, "Earning Per Share".

42 EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY

Details of expenditure on Corporate Social Responsibility Activities as per Section 135 of the Companies Act, 2013 read with schedule III are as below: The said amount has been spent through surya foundation.

		(₹ in crore)	
Particulars		For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A	Gross amount required to be spent by the Company during the year	6.37	4.23
B	Amount spent during the year		
	i Construction/ acquisition of asset	NIL	NIL
	ii On purpose other than (i) above –		
	(a) Rural Development	6.06	4.01
	(b) Naturopathy	0.24	0.22
	(c) Community & District Development	0.07	-
		6.37	4.23
C	Short fall at the end of the Year	NIL	NIL
D	Total of Previous Year Shortfall	NIL	NIL
E	Reason of Shortfall	Not applicable	Not applicable
F	Nature of CSR Activities	Rural Development Project under Adarsh Gram Yojna, Promoting Health Care Including Preventive Health Care (Naturopathy), Community Learning Centre-Police Line & Development of District	Rural Development Project under Adarsh Gram Yojna and Promoting Health Care Including Preventive Health Care (Naturopathy)
G	Details of Related party transaction	NIL	NIL

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

43 CONTINGENT LIABILITIES

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
I Guarantees		
Bank Guarantees issued by banks for which counter guarantee given by the Company	413.67	416.43
II Other contingent liabilities		
a) Export obligation under EPCG Scheme (Duty involved on imports made by the Company) Bonds to customs (₹ 8.50 crore (₹ 8.12 crore in previous year))	3.32	3.16
b) Estimated amount of contract remaining to be executed on capital account and not provided for	61.03	1.74
c) Claims against the Company not acknowledged as debt	4.71	3.48

III Entry of Goods into Local Area Act, 2008 :

The Haryana Government levied Local Area Development Tax by (The LADT Act) w.e.f. 5th May, 2000. The said act was declared ultra vires by the Hon'ble Punjab & Haryana High Court on 14th March, 2007. Later on, the Haryana Government has repealed the LADT Act w.e.f. 8th April, 2008 and introduced in its place, 'The Haryana Tax on Entry of Goods into local Areas Act, 2008', which was also held ultra vires by the Hon'ble High Court on 1st October, 2008 (Rules not yet notified). Both these Acts were declared unconstitutional on the ground of non-compensatory, but Subsequently, on the SLP of the Haryana Government, the Hon'ble Supreme Court Constitutional Bench vide its judgment dated 11th November, 2016 held the applicability of entry tax valid on compensatory grounds. However, directed its Divisional bench for examining the provisions on the other issues of discrimination, local area etc. The divisional bench remanded back the matters to the Hon'ble Punjab & Haryana High Court on 21st March, 2017 with a direction to file fresh writ petitions in this regard for factual backgrounds and other constitutional statutory issues. The matter is still pending in the Hon'ble Punjab & Haryana High Court, as per Interim order dated 24th November, 2023, this issue require consideration and admitted. Hence no provision has been made.

IV Income Tax Act

In respect of Income-tax assessments of the Company for the AY 2009-10 to AY 2013-14 demands of ₹ 72.42 crore. were raised wherein, Company had appealed and the cases were decided in favour of the Company by CIT (A). Thereafter revenue appealed before ITAT, where the appeal filed by the revenue were dismissed and cases were in favour of the Company. However revenue has preferred to appeal before Delhi High Court. Based on the decision in favour of the Company, interpretations and decisions of appellate authorities and Courts in similar cases and as per the consultations made, the Company is not liable for such demand and accordingly no provision has been made.

44 MOVEMENT IN WARRANTY PROVISION

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Movement in warranty provision during the financial year are provided below:		
Opening Balance	22.78	26.25
Provision Made	18.41	21.44
Utilised during the year	19.51	24.91
Closing Balance	21.68	22.78

The Company gives warranties on certain products, which fail to perform satisfactorily during the warranty period. Provision made represents the amount of expected cost of meeting such obligation on account of repair/ replacement. It is expected that significant portion of these cost is to be incurred within a period of one year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

45 GOVERNMENT GRANTS (INVESTMENT PROMOTION ASSISTANCE)

The Company has made investments of ₹ 379.94 crore up to 31st March, 2024 in the State of Madhya Pradesh, Andhra Pradesh, Uttarakhand and Gujarat for establishing manufacturing facilities at Malanpur, Hindupur, Kashipur and Anjar respectively as per provisions of the Industrial Investment Promotion Assistance Schemes/ Policy of these states / PLI scheme by Central Government. The Company has been eligible for periodical Grants during the specified period by way of assistance/ reimbursement of VAT/ CST/ SGST/PLI (Production Linked Incentive Scheme by Central Govt. on LED Component)/ Power Cost and recognised the same in revenue on satisfying the conditions mentioned under the respective schemes/policies. These incentive claims are periodically evaluated and necessary adjustments /reversals have been made time to time for deductions made or expected in processing, verifications, clarifications or change in policies/guidelines. Accordingly, The Company has recognised grants of ₹ 122.03 crore up to 31st March, 2024 (₹ 98.59 crore up to 31st March, 2023 (Out of which ₹ 32.01 crore remained outstanding as on 31st March, 2024 and ₹ 61.04 crore as on 31st March, 2023).

46 PROJECT FOR SUPPLY, IMPLEMENTATION, OPERATION AND MAINTENANCE OF ORISSA GREENFIELD STREET LIGHTING SYSTEM THROUGH SPV COMPANY

The Company has been awarded project(s) by Directorate of Municipal Administration(DMA), Orissa for designing, implementing, operating, maintaining the Greenfield Pubic Street Lighting System along with other infrastructure including CCMS and automation. The project is required to be executed through Special Purpose Vehicle Company (SPV) as per terms of LOA and accordingly Company has incorporated a wholly-owned subsidiary namely SURYA ROSHNI LED LIGHTING PROJECTS LIMITED on 21st January, 2019. Company has committed the funding requirement of SPV for project completion and project is being implemented efficiently.

47 EMPLOYEE BENEFITS

Disclosures pursuant to Ind AS -19 "Employee Benefits" (Specified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act) are given below

Contribution to Defined Contribution Plan, recognised as expenses are as under :

(₹ in crore)

Particulars	For the Year Ended	
	31 st March, 2024	31 st March, 2023
Employer's Contribution to defined contribution plans	15.64	14.33

I The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

(₹ in crore)

Particulars	Valuation as at	
	31 st March, 2024	31 st March, 2023
Attrition rate for various ages in %	1.00 to 5.00	1.00 to 5.00
Discount Rate in %	7.21	7.37
Expected Rate of increase in salary in %	5.35	5.35
Mortality rate - Indian Assured Lives Mortality	100% of IALM (2012-14)	100% of IALM (2012-14)
Expected Average remaining working lives of employees (years)	13.77	14.24

- Discount rate is based on the prevailing market yields of Indian Government securities as at the balances sheet date for the estimated term of obligations.
- The assumption of future salary increase takes into account the inflation, seniority, promotion, business plan, HR Policy and other relevant factors such as supply and demand in employment market.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

II Movement in Obligation

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Gratuity (partly funded)	Compensated absences (Unfunded)	Gratuity (partly funded)	Compensated absences (Unfunded)
Present value of obligation as at the beginning of the period	61.73	17.81	57.12	16.75
Current Service cost	4.32	1.95	4.01	1.84
Past Service Cost including curtailment Gain/Losses	-	-	-	-
Interest cost	4.55	1.31	4.09	1.20
Benefits paid	(4.56)	(3.59)	(4.06)	(3.86)
Actuarial loss / (gain) arising from changes in Demographic assumptions	-	-	-	-
Actuarial loss / (gain) arising from changes in Financial assumptions	0.76	0.24	(0.95)	(0.31)
Actuarial loss / (gain) arising from experience adjustment	0.98	2.47	1.52	2.19
Present value of obligation as at the end of the period	67.78	20.19	61.73	17.81

III Amount recognised in the statement of Profit and Loss:

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Current Service cost	4.32	1.95	4.01	1.84
Interest cost (Net of return on plan assets)	0.86	1.31	4.09	1.20
Remeasurement - Actuarial loss/(gain)	-	2.71	-	1.88
Expenses recognised in the statement of Profit and Loss	5.18	5.97	8.10	4.92

IV Component of defined benefit costs recognised in other comprehensive income

(₹ in crore)

Particulars	Gratuity	
	For the Year ended 31 st March, 2024	For the Year ended 31 st March, 2023
Actuarial loss / (gain) arising from changes in demographic assumptions	-	-
Actuarial loss / (gain) arising from changes in Financial assumptions	0.76	(0.95)
Actuarial loss / (gain) arising from experience adjustment	0.98	1.52
Actuarial loss / (gain) arising on plan asset	0.00	0.00
Component of defined benefit costs recognised in other comprehensive income	1.74	0.57

V Current and non-current provision for Gratuity and Compensated absences

(₹ in crore)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Current provision	8.87	4.33	8.16	3.52
Non-current provision	5.20	15.86	3.54	14.29
Total provision	14.07	20.19	11.70	17.81

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

VI Maturity profile of Defined Benefit Obligation are as under :-

(₹ in crore)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
0 to 1 Year	8.87	4.33	8.66	3.52
1 to 5 Years	18.74	4.38	15.36	3.43
5 Year Onwards	40.17	11.48	37.71	10.86

VII Movements in the fair value of the plan assets are as follows:

(₹ in crore)

Gratuity	For the Year ended 31 st March, 2024	For the Year ended 31 st March, 2023
Opening fair value of plan assets	50.04	0.02
Return on plan assets (excluding amounts included in net interest expenses)	3.67	0.02
Employer Contribution	-	50.00
Benefits paid	-	-
Closing fair value of the plan assets	53.71	50.04

Note: The Company has invested the plan assets in India only with Life insurance corporation of India & SBI Life and closing value of the plan assets are the fair value of plan assets

VIII Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and withdrawal rate. The sensitivity analysis below have been determined based on reasonably possible changes of respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Effect on Gratuity Obligation	Effect on Compensated absences Obligation	Effect on Gratuity Obligation	Effect on Compensated absences Obligation
One percentage point increase in discount rate	(4.70)	(1.46)	(4.35)	(1.38)
One percentage point decrease in discount rate	5.01	1.57	4.64	1.48
One percentage point increase in salary growth rate	5.07	1.59	4.71	1.50
One percentage point decrease in salary growth rate	(4.80)	(1.50)	(4.45)	(1.41)
One percentage point increase in attrition rate	0.55	0.23	0.50	0.20
One percentage point decrease in attrition rate	(0.57)	(0.27)	(0.52)	(0.23)

Note :

- The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
- Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.
- There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

48 INFORMATION IN RESPECT OF OPTIONS GRANTED UNDER THE COMPANY'S EMPLOYEE STOCK OPTION SCHEME ('SCHEME')

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)
1	Date of Shareholders' approval :	28 th September, 2018
2	Total number of Options approved under the Scheme :	16,00,000 (Refer S.No.9 below)
3	Vesting Schedule :	<p>The vesting period for conversion of Options is as follows:</p> <p>On completion of 1 year from the date of grant of the Options: 33% vests</p> <p>On completion of 2 years from the date of grant of the Options: 33% vests</p> <p>On completion of 3 years from the date of grant of the Options: 34% vests</p>
4	Exercise price (Refer S.No.9 below) :	<p>The exercise price has been fixed at ₹ 37.50/- per share of 12,88,000 options granted on 29th October, 2020 by Nomination and Remuneration Committee ("Compensation Committee")</p> <p>The exercise price has been fixed at ₹ 75/- per share of 3,27,000 options granted on 9th July, 2021 by Nomination and Remuneration Committee ("Compensation Committee")</p> <p>The exercise price has been fixed at ₹ 115/- per share of 45,050 options granted on 29th March, 2023 by Nomination and Remuneration Committee ("Compensation Committee")</p>
5	Maximum term of Options granted :	3 years from the date of vesting
6	Source of Shares :	Secondary - Market purchase by Surya Roshni Employees Welfare Trust (Trust)
7	Variation in terms of Options :	None
8	Method used for accounting of : share based payment plans :	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2023-24 is ₹ 2.89 crore (Previous Year – ₹ 3.43 crore)
9	Nature and extent of employee share based payment plans that existed during the period including the general terms and conditions of each plan :	<p>The Company has made sub-division/stock split of its existing 1 (one) Equity Share of ₹ 10/- each fully paid into 2 (two) equity share of ₹ 5/- each fully paid-up w.e.f 6th October, 2023 in accordance with provisions of Companies Act,2013 and Listing Regulations as approved by shareholders in the AGM held on 15th September, 2023. Accordingly,the terms of the scheme in respect of number of options/shares and the price of the same under the scheme are adjusted and restated to give the effect of aforesaid corporate action so as to give true and fair view of the information for better understanding and comparison for the FY:2023-24 and FY: 2022-23.</p> <p>Each Option entitles the holder thereof to apply for and be allotted one Equity Share of the Company of ₹ 5/- each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of three years from the date of vesting. The above is in addition to the other terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore</p>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)			
10	Weighted average exercise prices : and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock		As at 31st March, 2024	As at 31st March, 2023	
	Weighted average exercise price per Option in ₹		83.49	55.61	
	Weighted average fair value per Option in ₹		187.09	122.67	
11	Option movements during the year		ended 31st March, 2024	ended 31st March, 2023	
(a)	Number of options outstanding at the beginning of the year		5,13,830	9,70,560	
(b)	Number of options granted during the year		NIL	45,050	
(c)	Number of options forfeited / lapsed/ surrendered during the year		22,280	1,15,090	
(d)	Number of options vested and exercisable during the year (net of Options lapsed and exercised)		3,69,076	3,69,660	
(e)	Number of options exercised during the year		3,62,400	3,86,690	
(f)	Number of shares arising as a result of exercise of options		3,62,400	3,86,690	
(g)	Number of options outstanding at the end of the year		1,29,150	5,13,830	
(h)	Number of options exercisable at the end of the year		30,566	23,890	
(i)	Money realised by exercise of options (₹ In crore), if scheme is implemented directly by the Company		Not Applicable since the scheme is implemented through Trust		
12	Loan repaid by the Trust during the year from exercise price received in (₹ in crore)		ended 31st March, 2024	ended 31st March, 2023	
			1.64	1.71	
13	Summary of the status of Options				
	Particulars		As at 31st March, 2024	As at 31st March, 2023	
			No. of Options	No. of Options	Weighted average Exercise Prices (in ₹)
					Weighted average Exercise Prices (in ₹)
	Outstanding at the beginning of the year	5,13,830	55.61	9,70,560	47.74
	Add: Granted during the year	NIL	NIL	45,050	115.00
	Less: Lapsed/ surrendered during the year	22,280	65.17	1,15,090	50.33
	Less: Exercised during the year	3,62,400	45.08	3,86,690	44.35
	Outstanding at the end of the year	1,29,150	83.49	5,13,830	55.61
	Options exercisable at the end of the year	30,566	76.65	23,890	48.38
14	Weighted average share price of Shares arising upon exercise of Options		As at 31st March, 2024	As at 31st March, 2023	
			₹ 528.26	₹ 248.85	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)					
15	Summary of Options outstanding, scheme-wise:						
	Particulars	As at 31st March, 2024			As at 31st March, 2023		
		No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life	No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life
	Grant date - 29th October, 2020	12,400	37.50	1.59 Years	3,13,780	37.50	2.59 Years
	Grant date - 9th July, 2021	77,700	75.00	2.27 Years	1,55,000	75.00	3.27 Years
	Grant date - 29th March, 2023	39,050	115.00	3.99 Years	45,050	115.00	4.99 Years
16	A description of the method used : during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted	Not Granted during the Year			The fair value of each Option is estimated using the Black Scholes Option Pricing model Weighted average exercise price per Option : ₹ 115.00 Weighted average fair value per Option : ₹ 219.96		
	The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:					
		Particulars	During the Financial year 2023-24		During the Financial year 2022-23		
		(i) Risk-free interest rate	Not Granted during the Year		7.12% to 7.16%		
		(ii) Expected life			2.5 to 4.5 years		
		(iii) Expected volatility			50.97% to 53.15%		
		(iv) Expected dividends			1.80%		
		(v) The price of the underlying shares in market at the time of Option grant			₹ 321.98		
17	Methodology for determination of expected volatility	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements and the movement due to abnormal events if any gets evened out. Estimates of expected future long term volatility should be based on historical volatility for a period that approximates the expected life of the options being valued.					

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)			
18	Options granted to :	As provided below:			
(a)	Senior managerial personnel The Optionees were granted Options on :	Name	Designation	During the financial year 2023-24	During the financial year 2022-23
		Jitendra J Agrawal	CEO- Lighting & Consumer Durables	NIL	13,050
				Not Granted during the Year	29 th March, 2023 at the exercise price of ₹ 115.00 per Option
(b)	Any other employee who : received a grant on any one year of Options amounting to 5% or more of the Options granted during the year.	None			
(c)	Identified employees who were : granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	None			

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)	
1	Date of Shareholders' approval	19 th June, 2021	
2	Total number of Options approved under the Scheme	16,00,000 (Refer S.No.9 below)	
3	Vesting Schedule	The vesting period for conversion of Options is as follows:	
		On completion of 1 year from the date of grant of the Options: 33% vests	
		On completion of 2 years from the date of grant of the Options: 33% vests	
		On completion of 3 years from the date of grant of the Options: 34% vests	
4	Exercise price (Refer S.No.9 below)	The exercise price has been fixed at ₹ 75/- per share of options granted on 9 th July, 2021 by Nomination and Remuneration Committee ("Compensation Committee")	
5	Maximum term of Options granted	3 years from the date of vesting	
6	Source of Shares	Secondary - Market purchase by Surya Roshni Employees Welfare Trust (Trust)	
7	Variation in terms of Options	None	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)		
8	Method used for accounting of : share based payment plans	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2023-24 is ₹ 3.49 crore (Previous Year – ₹ 3.58 crore)		
9	Nature and extent of employee : share based payment plans that existed during the period including the general terms and conditions of each plan	<p>The Company has made sub-division/stock split of its existing 1 (one) Equity Share of ₹ 10/- each fully paid into 2 (two) equity share of ₹ 5/- each fully paid-up w.e.f 6th October,2023 in accordance with provisions of Companies Act, 2013 and Listing Regulations as approved by shareholders in the AGM held on 15th September, 2023. Accordingly, the terms of the scheme in respect of No. of options/shares and the price of the same under the scheme are adjusted on proportionate basis and restated to give the effect of aforesaid corporate action so as to give information for better understanding and comparison for the FY:2023-24 and FY: 2022-23.</p> <p>Each Option entitles the holder thereof to apply for and be allotted one Equity Share of the Company of ₹ 5/- each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of three years from the date of vesting. The above is in addition to the other terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore</p>		
10	Weighted average exercise prices : and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock		As at 31st March, 2024	As at 31st March, 2023
	Weighted average exercise price per Option in ₹		75.00	75.00
	Weighted average fair value per Option in ₹		188.24	188.24
11	Option movements during the year	ended 31st March, 2024	ended 31st March, 2023	
	(a) Number of options outstanding at the beginning of the year	4,38,374	6,66,750	
	(b) Number of options granted during the year	NIL	NIL	
	(c) Number of options forfeited / lapsed/surrendered during the year	26,290	48,520	
	(d) Number of options vested and exercisable during the year (net of Options lapsed and exercised)	1,94,684	2,07,554	
	(e) Number of options exercised during the year	2,08,202	1,79,856	
	(f) Number of shares arising as a result of exercise of options	2,08,202	1,79,856	
	(g) Number of options outstanding at the end of the year	2,03,882	4,38,374	
	(h) Number of options exercisable at the end of the year	14,180	27,698	
	(i) Money realised by exercise of options (₹ In crore), if scheme is implemented directly by the group.	Not Applicable since the scheme is implemented through Trust		
12	Loan repaid by the Trust during the year from exercise price received	ended 31st March, 2024	ended 31st March, 2023	
		1.56	1.35	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)				
13	Summary of the status of Options					
	Particulars	As at 31st March, 2024		As at 31st March, 2023		
		No. of Options	Weighted average Exercise Prices (in ₹)	No. of Options	Weighted average Exercise Prices (in ₹)	
	Outstanding at the beginning of the year	4,38,374	75.00	6,66,750	75.00	
	Add: Granted during the year	NIL	75.00	NIL	75.00	
	Less: Forfeited/ Lapsed/surrendered during the year	26,290	75.00	48,520	75.00	
	Less: Exercised during the year	2,08,202	75.00	1,79,856	75.00	
	Outstanding at the end of the year	2,03,882	75.00	4,38,374	75.00	
	Options exercisable at the end of the year	14,180	75.00	27,698	75.00	
14	Weighted average share price of Shares arising upon exercise of Options	As at 31st March, 2024		As at 31st March, 2023		
		₹ 503.95		₹ 219.43		
15	Summary of Options outstanding, scheme-wise:					
	Particulars	As at 31st March, 2024			As at 31st March, 2023	
		No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life	No. of Options outstanding	Range of Exercise Price (₹)
	SRL- ESOS (2021)	2,03,882	75.00	2.27 Years	4,38,374	75.00
16	A description of the method used : during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted	Not Granted during the Year			Not Granted during the Year	
	The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:				
		Particulars	During the Financial year 2023-24	During the Financial year 2022-23		
		(i) Risk-free interest rate	Not Applicable	Not Applicable		
		(ii) Expected life				
		(iii) Expected volatility				
		(iv) Expected dividends				
		(v) The price of the underlying shares in market at the time of Option grant				

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)		
17	Methodology for determination of expected volatility :	<p>The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time.</p> <p>The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements and the movement due to abnormal events if any gets evened out. Estimates of expected future long term volatility should be based on historical volatility for a period that approximates the expected life of the options being valued.</p>		
18	Options granted to :	As provided below:		
	(a) Senior managerial personnel :	Name	Designation	During the financial year 2023-24
				During the financial year 2022-23
		Not Granted during the Year		
	(b) Any other employee who received a grant on any one year of Options amounting to 5% or more of the Options granted during the year. :		None	
	(c) Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Group at the time of grant. :		None	

49 RELATED PARTY TRANSACTIONS

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported here

List of related parties

1 Related parties where control exists.

Subsidiary Company:-Surya Roshni LED Lighting projects Limited (Wholly owned subsidiary)

2 Key Management Personnel

S. No.	Name	Designation
1	Mr. Jai Prakash Agarwal	Executive Chairman
2	Mr. Raju Bista	Managing Director
3	Mr. Vinay Surya	Managing Director
4	Mr. Kaustubh N Karmarkar	Whole Time Director
5	Mrs. Urmil Agarwal	Director
6	Mr. Tara Sankar Sudhir Bhattacharya	Independent Director
7	Mr. Surendra Singh Khurana	Independent Director
8	Mr.Sunil Sikka	Independent Director

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Name	Designation
9	Ms. Suruchi Agarwal	Independent Director
10	Mr. Tekan Ghanshyam Keswani (w.e.f. 28 th October, 2022)	Independent Director
11	Mr. Naresh Agarwal (w.e.f. 4 th November, 2022)	Independent Director
12	Mr. Pramod Jain (from 27 th November, 2021 to 21 st September, 2022)	Independent Director
13	Mr. Krishan Kumar Narula (up to 4 th September, 2022)	Independent Director
14	Mr. Sudhanshu Kumar Awasthi (up to 4 th September, 2022)	Independent Director
15	Mr. Bharat Bhushan Singal	CFO & Company Secretary
16	Mr. Jitendra J Agrawal (w.e.f. 10 th November, 2022)	CEO- Lighting & Consumer Durables
17	Mr. Nirupam Sahay (from 29 th October, 2020 to 31 st May, 2022)	Ex-ED & CEO Lighting
18	Mr. Tarun Baldua (upto 30 th November, 2023)	Ex-ED and CEO- Steel Operations

3 Relatives of key management personnel where transactions have taken place

S.No.	Name of Relatives	Relationship
1	Mr. Rajesh Bista	Brother of Mr. Raju Bista
2	Mrs. Puja Surya	Spouse of Mr. Vinay Surya
3	Master Jaivardhan Surya	Son of Mr. Vinay Surya
4	Ms. Parinistha Surya	Daughter of Mr. Vinay Surya
5	Ms. Vasudha Surya	Daughter of Mr. Vinay Surya
6	Mrs. Bharti Bangur	Daughter of Mr. Jai Prakash Agarwal
7	Mrs. Padmini Agarwal	Daughter of Mr. Jai Prakash Agarwal
8	Mr. Basu Dev Agarwal (Demise on 04 th March'24)	Father of Mr. Jai Prakash Agarwal

The following transactions were carried out with the related parties in the ordinary course of business

i With the Subsidiary Company

- Surya Roshni LED Lighting projects Limited

(₹ in crore)

S. No.	Nature of transaction/ relationship	For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
i	Sales of Goods and others (including GST)	13.01	8.18
ii	Balances at year end		
	- Receivables	0.11	0.03

ii Compensation of Key Management Personnel of the Company

(₹ in crore)

S. No.	Nature of transaction/ relationship	For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
a)	Short Term Benefit (See notes below)	20.47	15.51
b)	Directors commission	26.68	16.06
	Total Short-Term benefits	47.15	31.57
c)	Director sitting Fee's	0.45	0.49

Notes:

- Short-term benefits comprises the expenses recorded under the head employee benefit expenses (eg. Salary and wages, contribution to provident fund, NPS, Leave encashment payments, and taxable value of perquisites etc..
- The liability for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.
- The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- D. The Company has granted Stock Options to eligible employees, including Executive Directors and KMPs, under its Employee Stock Option Schemes [within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended]. However, in accordance with Ind AS -102, the Company has recorded employee benefits expense by way of share based payments to employees at ₹ 6.38 crore for the year ended 31st March, 2024 [2023 - ₹ 7.01 crore].

	(₹ in crore)	
	For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
iii Dividend paid to Key Management Personnel	1.50	1.17
iv Payment of Salaries and perquisites to relatives of Key Management Personnel	1.09	0.81
v Dividend paid to relatives of Key Management Personnel	0.95	0.74

Disclosure under Regulation 53(f) and 34(3) read together with Para A Schedule V of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Loans and Advances in the nature of loans given to Subsidiary or outstanding investment in Subsidiary :
Surya Roshni LED Lighting Projects Limited

(₹ in crore)		
Particulars	Amount Outstanding as at the year ended on 31 st March, 2024	Maximum Principal Amount Outstanding during the year ending 31 st March, 2024
Investment	3.85	3.85

Particulars	Amount Outstanding as at the year ended on 31 st March, 2023	Maximum Principal Amount Outstanding during the year ending 31 st March, 2023
Investment	3.85	3.85

50 SEGMENT INFORMATION

Description of segments and principal activities

The Chief operational decision makers (CODM) monitor the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/ services and have been identified as per the quantitative criteria specified in the Ind AS.

Specifically, the Company's reportable segments under Ind AS are as follows:

- 1 Steel Pipe and Strips (comprises Steel pipes and cold rolled strips)
- 2 Lighting and consumer durables (comprises Lamps, fittings, street light, fans, electric appliances and allied items)

Identification of Segments:

For financial statements presentation purposes, these individual operating segments have been aggregated into a single operating segment after taking into consideration the similar nature of the products, production processes and other risk factors. For financial statements presentation purposes, these individual operating segment's have been aggregated into a single operating segment taking into account the following factors:

- i. These operating segments have similar long-term gross profit margins;
- ii. The nature of the products and production processes are similar; and
- iii. The methods used to distribute the products to the customer are same

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

The additional factors taken into consideration for aggregation into a single operating segment are as follows:

- i. Operating revenues and expenses related to both third party and inter-segment transactions are included in determining the segment results of each respective segment.
- ii. Finance expense incurred are not allocated to individual segment and the same has been reflected at the Company level for segment reporting.
- iii. Segment assets represent assets directly managed by each segment, and primarily include receivables, property, plant and equipment, intangibles, inventories, operating cash and bank balances, inter-segment assets and exclude derivative financial assets, deferred tax assets and income tax recoverable.
- iv. Segment liabilities comprise operating liabilities and exclude external borrowings, provision for taxes, deferred tax liabilities and derivative financial liabilities.
- v. Segment capital expenditure comprises additions to property, plant and equipment and intangible assets (net of rebates, where applicable).
- vi. Unallocated expenses/ results, assets and liabilities include expenses/ results, assets and liabilities (including inter-segment assets and liabilities) and other activities not allocated to the operating segments. These also include current taxes, deferred taxes and certain financial assets and liabilities not allocated to the operating segments.

I. Segment revenues and results

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Segment revenue	Steel Pipe and Strips	6,241.78	6,451.88
	Lighting and consumer durables	1,571.19	1,544.42
		7,812.97	7,996.30
Less : Inter Segment revenue		4.45	0.35
		7,808.52	7,995.95
Segment profit (earning before interest and taxes)	Steel Pipe and Strips	347.27	408.62
	Lighting and consumer durables	121.38	95.15
		468.65	503.77
Finance costs		24.05	44.84
Profit before tax		444.60	458.93
Tax expense		115.74	123.65
Profit after tax		328.86	335.28

ii. Segment Assets and Liabilities

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Segment assets	Steel Pipe and Strips	1,985.47	2,170.12
	Lighting and consumer durables	933.23	884.30
	Total Segment assets	2,918.70	3,054.42
	Unallocated assets	-	-
		2,918.70	3,054.42
Segment liabilities	Steel Pipe and Strips	303.57	290.47
	Lighting and consumer durables	384.88	418.95
	Total Segment Liabilities	688.45	709.42
	Unallocated Liabilities	66.80	484.05
		755.25	1,193.47

Notes :

- I Unallocated assets comprises of income tax refundable.
- II Unallocated liabilities comprises of borrowings, provision for income tax, deferred tax etc.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

iii. Other segment information

(₹ in crore)

Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Cost incurred on acquisition of Property, plant and equipment	Steel Pipe and Strips	21.71	19.51
	Lighting and consumer durables	28.36	21.17
		50.07	40.68
Depreciation and amortisation expense of Property, plant and equipment	Steel Pipe and Strips	88.61	88.55
	Lighting and consumer durables	22.94	20.59
		111.55	109.14

iv. Geographical information

The Company operates in seven geographical areas: India (country of domicile), Asia, Africa, North-America, Central America, South-America and Europe.

The Company's revenue from operations from customers by location of operations and information about its non-current assets by location of assets are detailed below:

a. Revenue from external customers

(₹ in crore)

Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
India		6,641.21	6,731.59
Outside India		1,167.31	1,264.36
Total		7,808.52	7,995.95

b. Non-current assets

(₹ in crore)

Particulars		As at 31 st March, 2024	As at 31 st March, 2023
Non-Current Assets	Within India	927.00	970.86
	Outside India	Nil	Nil
		927.00	970.86

v. Information about major customers

Company has no single customer from whom the revenue is not less than 10 % of the revenue from external customers of the Company

51 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

(₹ in crore)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Dividend proposed for Equity shareholders @ ₹ 2.50 per share of ₹ 5/- each. (previous year ₹ 4.00/- per share of ₹ 10/- each)	27.20	21.76

There are no other significant subsequent event items which require an adjustment in financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

52 FINANCIAL INSTRUMENTS

Fair value of financial assets and liabilities

The value of financial assets and liabilities by categories were as follows:

As at 31st March, 2024

(₹ in crore)

S. No.	Particulars	Measured at Amortised cost	Measured at Fair Value (Level 2)	Total carrying value
	Assets:			
i	Cash and cash equivalents	34.54		34.54
ii	Bank Balances other than (ii) above	10.58		10.58
iii	Trade receivables	714.93		714.93
iv	Other financial assets	71.46	0.05	71.51
	Total	831.51	0.05	831.56
	Liabilities:			
i	Non Current Borrowings	-	-	-
ii	Current Borrowings	3.73	-	3.73
iii	Trade payables	368.68	-	368.68
iv	Lease liabilities	12.28	-	12.28
v	Other financial liabilities	191.77	-	191.77
	Total	576.46	-	576.46

The financial assets measured at fair value are derivative contracts outstanding as at 31st March, 2024.

As at 31st March, 2023

(₹ in crore)

S. No.	Particulars	Measured at Amortised cost	Measured at Fair Value (Level 2)	Total carrying value
	Assets:			
i	Cash and cash equivalents	0.16	-	0.16
ii	Bank Balances other than (ii) above	0.52	-	0.52
iii	Trade receivables	744.57	-	744.57
iv	Other financial assets	73.49	0.53	74.02
	Total	818.74	0.53	819.27
	Liabilities:			
i	Non Current Borrowings	-	-	-
ii	Current Borrowings	403.94	-	403.94
iii	Trade payables	406.56	-	406.56
iv	Lease liabilities	13.83	-	13.83
v	Other financial liabilities	164.32	-	164.32
	Total	988.65	-	988.65

The financial assets measured at fair value are derivative contracts outstanding as at 31st March, 2023.

The fair value hierarchy is based on inputs to valuation techniques that are use to measure fair value that are either observable or unobservable and consists of the following three levels :

Level 1:	Quoted prices in active markets for identical assets and liabilities
Level 2:	Directly or indirectly observable market inputs, other than Level 1 inputs. This includes the assets and liabilities carried at forward contract rates / prevailing exchange rate at year end and assets carried at present value using appropriate discounting rate
Level 3:	Inputs which are not based on observable market data.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

53 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Risk Management Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Risk Management committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Risk Management Committee. The Company is exposed to financial market risk, credit risk and liquidity risk.

I Financial Market risk

Financial market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of financial instrument. The value of a financial instrument may change as a result of change in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency trade receivables, trade payables and borrowings.

a Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. In order to optimise the Company's position with regards to interest and to manage the interest rate risk, finance department performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate with reset clause and floating rate financial instruments in its total portfolio. The borrowings of the Company are on floating interest rate along with periodical interest reset.

The Company is not exposed to significant interest rate risk at the respective reporting dates. With all other variables held constant, the following table demonstrates the impact of borrowing cost on floating rate portion of loans and borrowings are taken.

(₹ in crore)

Interest rate sensitivity	Effect on profit before tax	
	Decrease by 50 basis point	Increase by 50 basis point
For the year ended 31 st March, 2024	0.02	(0.02)
For the year ended 31 st March, 2023	2.02	(2.02)

b Foreign currency risk

The Company transacts business primarily in Indian Rupee, USD and Pound sterling (GBP). The Company having trade payables as well as receivables in foreign currency. The Company evaluates foreign currency exposure time to time and follows established risk management policies by taking foreign exchange forward contracts mostly with a maturity less than one year from the reporting date. The Company do not use derivate financial instrument for trading or speculation purpose to hedge exposure of foreign currency risk. The particulars of forward contract taken are given below :-

Particulars	Type	No.of Contract	USD (million)	Equivalent (₹ In crore)
As at 31 st March, 2024	Sell	17	12.05	100.5
	Buy	10	4.51	37.58
As at 31 st March, 2023	Sell	21	13.69	112.47
	Buy	29	11.16	91.71

The net foreign currency exposure towards pending import /(export) orders in hand stands at (USD 5.86 million) as at 31st March, 2024 (Previous year (USD 6.32 million)).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

II Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and cash and cash equivalents. To manage this, the Company periodically assesses the financial risk limits of the customers, taking into account the payment behaviour, aging of outstanding, credit ratings, current economic trends, and analysis of historical bad debts, Further the Company makes provision for bad and doubtful debts on trade receivables based on Expected Credit loss (ECL) method based on provision matrix.

Trade Receivable

The Company's exposure to credit risk is influenced by the individual characteristics of each customer, Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company has a detailed review mechanism of overdue trade receivables at various levels in the organisation to ensure proper attention and focus on realisation.

Expected credit loss assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk

The movement in the allowances for impairment in respect of trade receivables during the year was as follows:

Particulars	(₹ in crore)	
	As at 31 st March, 2024	As at 31 st March, 2023
Opening Balances	7.18	7.03
Add : Impairment loss recognised	0.06	0.15
Less : Impairment Loss Reversed/Bad debts written off	0.44	-
Closing balance	6.80	7.18

Cash and Cash Equivalents, Deposit in Banks and other Financial instruments

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. For other financial assets the company monitors ratings, credit spreads and financial strengths of its counterparties. Based on its ongoing assessment of the counter party's risk, the Company adjust its exposures to various counter parties. Based on the assessment there is no impairment in other financial assets.

III Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department manage the liquidity through verity of sources of borrowings, by ensuring sufficient liquidity to meet its liabilities when due, under all circumstances, without incurring unacceptable losses or risk to the Company's reputation. The current committed working capital facilities are used 40% to 50% and sufficient to meet its requirement. The Company monitor rolling forecast for its liquidity requirements.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

As at 31 st March, 2024	(₹ in crore)			
	Less than 1 year	1 year - 5 years	Above 5 years	Total
Non Current Borrowings	-	-	-	-
Current Borrowings	3.73	-	-	3.73
Trade payables	368.68	-	-	368.68
Lease liabilities	5.82	6.46	-	12.28
Other financial liabilities	171.47	20.30	-	191.77
Total	549.70	26.76	-	576.46

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(₹ in crore)

As at 31 st March, 2023	Less than 1 year	1 year - 5 years	Above 5 years	Total
Non Current Borrowings	-	-	-	-
Current Borrowings	403.94	-	-	403.94
Trade payables	406.56	-	-	406.56
Lease liabilities	7.01	6.82	-	13.83
Other financial liabilities	150.43	13.89	-	164.32
Total	967.94	20.71	-	988.65

54 CAPITAL MANAGEMENT

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The Board of Directors monitors the return on capital, dividend to shareholders, maintain balance between capital and borrowing in the light of changes in economic environment and the business requirements. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings

Further the Company monitors capital using gearing ratio, which is net debt divided by Equity and net debt. as under: -

(₹ in crore)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Debt (consist of long term and short term borrowings refer note 18 and 23)	3.73	403.94
Less: Cash and cash equivalents	34.54	0.16
Net Debt	(30.81)	403.78
Equity	2,163.45	1,860.95
Equity and Net Debt	2,132.64	2,264.73
Gearing ratio in %	NIL	17.83%

Accounting Ratios

Particulars	Numerator	Denominator	As at 31 st March 2024	As at 31 st March 2023	Variance in %
Current Ratio (In Times)	Current Assets	Current Liabilities	3.06	1.92	59.38
Debt-Equity Ratio (In times)	Total Debt (Term Loans and Working Capital Loans)	Equity	NIL	0.22	(100.00)
Debt Service Coverage Ratio (In times)	Earnings before Interest, Depreciation and Exceptional Items	Interest + Regular Repayments of long term loans	19.09	11.28	69.24
Return on Equity Ratio in %	Profit after Tax	Average Net Worth	16.34	19.69	(17.01)
Inventory turnover ratio (In Times)	Cost of Goods Sold	Inventories	5.59	5.40	3.52
Trade Receivable turnover ratio (In Times)	Revenue from Operation	Trade Receivable	10.92	10.74	1.68
Trade Payables turnover ratio (In Times)	Cost of Goods Sold	Trade Payable	16.48	15.30	7.71

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Particulars	Numerator	Denominator	As at 31 st March 2024	As at 31 st March 2023	Variance in %
Net Capital turnover ratio (In Times)	Turnover	Net Worth	3.61	4.30	(16.05)
Net Profit ratio (in %)	Profit after Tax	Turnover	4.21	4.19	0.48
Return on Capital employed in %	Profit before Interest and Tax	Average Capital Employed	21.15	22.95	(7.84)
Return on investment in %	Profit after Tax of Wholly-owned subsidiary	Time weighted average Investments	7.21	5.72	26.05

Reasons for change in the ratio by more than 25% as compared to the preceding year

- Current Ratio improved due to substantial reduction in Current Liabilities in comparison to last year whereas no major change in Current assets.
- Debt Equity Ratio reduced to Nil due to Debt free and Cash surplus.
- Debt Service Coverage Ratio improved due to substantial reduction in Interest cost and NIL debt repayment obligation with no major change in earning of current year.
- Return on Investment is higher due to higher margin in maintenance service business.

ESOS- Loan to Employees Welfare Trust

The Company has introduced Employees Stock Option schemes for its employees and hold 3,33,032 Treasury equity shares of ₹ 5/- each as on 31st March, 2024 (12,07,374 Treasury equity shares of ₹ 5/- each as on 31st March, 2023 re-stated on account of sub-division of shares w.e.f. 06th October'2023) acquired by way of secondary acquisition through Surya Roshni Employees Welfare Trust and for the same provided funds by way of interest free loan to the Trust in compliance of Provisions of The Companies Act, 2013 and SEBI(SBEB Regulations), 2014 as amended having outstanding balance of ₹ 7.67 crore as on 31st March, 2024 (₹ 25.22 crore as on 31st March, 2023)

55 ADDITIONAL INFORMATION

- All title deeds of Immovable properties are held in name of the Company;
- The Company has no investment property hence disclosure of fair value of investment property is not applicable;
- The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets), hence disclosure on the basis of its revaluation is not applicable;
- The Company has not revalued its intangible assets hence disclosure on the basis of its revaluation is not applicable;
- No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
 - Repayable on demand; or
 - Without specifying any terms or period of repayment,
- No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts;
- The Company is not a declared wilful defaulter by any bank or financial institutions or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India;
- The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956;
- No charges or satisfaction are yet to be registered with ROC beyond the statutory period;

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- (xi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017;
- (xii) No Scheme of Arrangement has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 during the year;
- (xiii) (A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities(Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xiv) The Company has not traded or invested in Crypto currency or Virtual currency during the financial year, hence disclosure is not required;
- (xv) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date;
- (xvi) There are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income-Tax Act, 1961, that has not been recorded in the books of account.

56 The Company has perpetual system of balance confirmation and reconciliation of Trade receivables and Trade payables, however at year end some of the balances remain subject to confirmation and reconciliation.

57 Previous Period figures are regrouped /reclassified wherever necessary in line with requirement of Schedule III to the Companies Act 2013.

58 Approval of financial statements.

The financial statements were approved for issue by the Board of Directors on 14th May, 2024.

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.

Chartered Accountants

(Firm Registration No. ICAI: 02777N)

Vinay Surya

Managing Director

DIN: 00515803

Raju Bista

Managing Director

DIN: 01299297

J P Agarwal

Chairman

DIN: 00041119

CA. Ashok Kumar Goyal

Partner FCA

Membership no. 017644

B B Singal

Chief Financial Officer &

Company Secretary

Jitendra J Agrawal

CEO (Lighting & Consumer Durables)

Place : New Delhi

Dated : 14th May, 2024

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SURYA ROSHNI LIMITED

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **SURYA ROSHNI LIMITED** ("the Parent"/ "the Holding Company") and its subsidiary, (the Parent/ Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) , the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the

consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's/ Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for

INDEPENDENT AUDITORS' REPORT (Contd.)

preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent/ Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent/ Holding 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 the 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Parent/ Holding Company included in the consolidated financial statements of which we are the independent auditors 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.

INDEPENDENT AUDITORS' REPORT (Contd.)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks included in CARO report in respect of the standalone financial statements of the Holding Company and sole subsidiary Company which are included in these Consolidated Financial Statements.
2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Parent/ Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Company and its subsidiary company, none of the directors of the Group companies, is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. – Refer **Note No. 42** to the consolidated Financial Statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent/ Holding Company.
 - iv. (a) The management of the holding Company has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether, recorded in writing or otherwise, that the intermediary shall, whether directly

INDEPENDENT AUDITORS' REPORT (Contd.)

- or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management of the holding Company has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recoded in the writing or otherwise, that the Company shall, whether directly, or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the holding Company is in compliance with Section 123 of the Act.
- h) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, associates and joint ventures/joint operations which are companies incorporated in India whose financial statements have been audited under the Act, the company, subsidiaries, associates and joint ventures/joint operations have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
3. The Holding Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration – 002777N)

(CA. Ashok Kumar Goyal)
Partner, F.C.A

Membership No. 017644
UDIN: 24017644BKEKEW5988

Place: New Delhi
Date: 14th May, 2024

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SURYA ROSHNI LIMITED

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT") AS REFERRED TO IN PARAGRAPH 2(f) OF 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION

We have audited the internal financial controls with reference to consolidated financial statements of **SURYA ROSHNI LIMITED** ("the Parent"/ "the Holding Company") and its subsidiary as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company and its subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies 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. 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 internal financial controls with reference to consolidated financial statements of Company and its subsidiary 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 with reference to consolidated financial

statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 judgement, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls system with reference to consolidated financial statements of Company and its subsidiary.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements 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 entity;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorisations of management and directors of the entity; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT (Contd.)

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements 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 and its subsidiary have, in all material respects, an adequate internal financial controls

system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to consolidated financial statements criteria established by the respective companies 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 Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration – 002777N)

(CA. Ashok Kumar Goyal)
Partner, F.C.A

Place: New Delhi
Date: 14th May, 2024

Membership No. 017644
UDIN: 24017644BKEKEW5988

CONSOLIDATED BALANCE SHEET

AS AT 31st MARCH, 2024

Particulars	Note No.	(₹ in crore)	
		As at 31 st March, 2024	As at 31 st March, 2023
I ASSETS			
1 Non-current assets			
a Property, plant and equipment	5	821.49	901.10
b Capital work-in-progress	5	17.07	8.47
c Right of use Assets	5	11.26	11.37
d Other Intangible Assets	5	1.91	-
e Financial assets			
i Other financial assets	6	50.08	33.70
f Other non-current assets	7	24.18	15.10
		925.99	969.74
2 Current assets			
a Inventories	8	1,086.69	1,152.33
b Financial assets			
i Trade receivables	9	718.08	746.92
ii Cash and cash equivalents	10	34.99	1.11
iii Bank balances other than (ii) above	11	10.58	0.52
iv Other financial assets	12	24.27	43.05
c Current tax assets (net)	13	-	-
d Other current assets	14	121.13	143.50
		1,995.74	2,087.43
Total Assets		2,921.73	3,057.17
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	54.24	53.81
Other equity	16	2,112.15	1,809.78
		2,166.39	1,863.59
LIABILITIES			
1 Non-current liabilities			
a Financial liabilities			
i Borrowings	17	-	-
ia Lease liabilities	18	6.46	6.82
ii Other financial liabilities	19	20.30	13.89
b Provisions	20	21.06	17.83
c Deferred tax liabilities (net)	21	55.51	66.98
		103.33	105.52
2 Current liabilities			
a Financial liabilities			
i Borrowings	22	3.73	403.94
ia Lease liabilities	23	5.82	7.01
ii Trade payables			
A) Total outstanding dues of micro enterprises and small enterprises;	24	37.31	35.58
B) Total outstanding dues of creditors other than micro enterprises and small enterprises;	24	331.37	370.98
iii Other financial liabilities	25	171.48	150.46
b Other current liabilities	26	59.80	72.45
c Provisions	27	34.88	34.46
d Current tax liabilities (net)	28	7.62	13.18
		652.01	1,088.06
Total Equity and liabilities		2,921.73	3,057.17

See accompanying notes to the consolidated financial statements

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31st MARCH, 2024

(₹ in crore)

Particulars	Note No.	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
I REVENUE FROM OPERATIONS	30	7,809.27	7,996.71
II OTHER INCOME	31	13.89	5.35
III TOTAL INCOME (I+II)		7,823.16	8,002.06
IV EXPENSES			
Cost of materials consumed	32	5,606.49	5,855.23
Purchases of stock-in-trade	33	486.31	429.18
Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	(18.26)	(62.31)
Employee benefits expense	35	410.07	372.47
Finance costs	36	24.05	44.85
Depreciation and amortisation expense	37	117.27	115.41
Other expenses	38	752.24	787.98
Total expenses		7,378.17	7,542.81
V PROFIT BEFORE TAX (III-IV)		444.99	459.25
VI TAX EXPENSE			
Current Tax	29	126.87	113.41
Deferred Tax	21	(11.04)	10.32
		115.83	123.73
VII PROFIT FOR THE YEAR (V-VI)		329.16	335.52
VIII OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to profit or loss	39	(1.74)	(0.57)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.43	0.14
Total other comprehensive income		(1.31)	(0.43)
IX TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX (VII + VIII)		327.85	335.09
Profit for the year attributable to			
Equity holders of the parent company		329.16	335.52
Non controlling interests		-	-
Other Comprehensive Income/ (loss) for the year attributable to			
Equity holders of the parent company		(1.31)	(0.43)
Non controlling interests		-	-
Total Comprehensive Income for the year attributable to			
Equity holders of the parent company		327.85	335.09
Non controlling interests		-	-
X EARNINGS PER EQUITY SHARES ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY (FACE VALUE OF ₹ 5/-EACH)	40		
1) Basic (in ₹)		30.51	31.39
2) Diluted (in ₹)		30.25	30.83

See accompanying notes to the consolidated financial statements

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2024

Particulars	(₹ in crore)	
	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
a. Net operating profit before tax	444.99	459.25
Adjustment for :		
Re-measurement gain / loss on defined benefit plans routed through OCI	(1.74)	(0.57)
Depreciation and amortisation of Property, Plant and Equipment	117.27	115.41
(Profit)/Loss on Sale/Retirement of Property Plant and Equipment (Net)	(1.71)	0.64
Allowance for doubtful debts	0.06	0.15
ESOS Expenses	6.38	7.01
Lease Rent Paid	(6.55)	(6.81)
Finance cost	24.05	44.85
b. Operating profit before Working Capital changes	582.75	619.93
Adjustment for :		
(Increase) / Decrease in Trade receivables	28.78	141.09
(Increase) / Decrease in Other financial assets	2.41	(3.68)
(Increase) / Decrease in Other assets	12.38	(2.31)
(Increase)/Decrease in Inventories	65.63	(164.72)
Increase / (Decrease) in Trade payables	(37.88)	(186.99)
Increase / (Decrease) in provisions	3.64	(47.80)
Increase / (Decrease) in Other financial liabilities	27.03	7.69
Increase / (Decrease) in Other liabilities	(12.64)	21.55
	89.35	(235.17)
c. Cash generated from Operations before tax (a+b)	672.10	384.76
d. Net Direct Taxes paid	(132.43)	(104.56)
Net cash flow from operating activities A = (c+d)	539.67	280.20
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment.	(61.91)	(36.39)
Sale of Property, Plant and Equipment	10.45	3.21
Net cash flow used in investing activities	(51.46)	(33.18)
Net cash from operating and investing activities (A+B)	488.21	247.02
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Borrowing (Non Current)	-	(60.67)
Short term borrowings Increase /(Decrease) during the year (net)	(400.21)	(115.41)
(Purchase)/Sale of Company's Shares for ESOS through trust	14.35	8.95
ESOS Exercise amount received	3.20	3.06
Payment of dividend	(48.97)	(38.09)
Finance cost	(22.70)	(44.01)
Net cash used in financing activities	(454.33)	(246.17)
Net cash (used) in/from operating, investing and financing activities (A+B+C)	33.88	0.85
Net increase/(decrease) in Cash & Cash equivalent	33.88	0.85
Opening balance	1.11	0.26
Closing balance of Cash & Cash equivalent (refer note no.10)	34.99	1.11

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31st MARCH, 2024

A. EQUITY SHARE CAPITAL

(1) Year ended 31st March, 2024

(₹ in crore)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
53.81	-	-	0.43	54.24

(2) Year ended 31st March, 2023

(₹ in crore)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
53.33	-	-	0.48	53.81

B OTHER EQUITY

(1) Year ended 31st March, 2024

(₹ in crore)

Particulars	Reserves and Surplus						Share Option Outstanding Account	Other items of Other Comprehensive Income	Total
	Capital Reserve	Securities premium	General reserve	Retained earnings	Capital Redemption Reserve	Forfeiture Reserve			
Balance at the beginning of the current reporting period	124.69	118.08	165.36	1,378.79	3.00	17.63	14.90	(12.67)	1,809.78
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	329.16	-	-	6.38	(1.31)	334.23
Dividends	-	-	-	(48.97)	-	-	-	-	(48.97)
Transfer to retained earnings	-	-	34.00	(34.00)	-	-	-	-	-
Impact of ESOP Trust Consolidation	-	17.11	-	-	-	-	-	-	17.11
Balance at the end of the current reporting period	124.69	135.19	199.36	1,624.98	3.00	17.63	21.28	(13.98)	2,112.15

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(2) Year ended 31st March, 2023

(₹ in crore)

Particulars	Reserves and Surplus						Share Option Outstanding Account	Other items of Other Comprehensive Income	Total
	Capital Reserve	Securities premium	General reserve	Retained earnings	Capital Redemption Reserve	Forfeiture Reserve			
Balance at the beginning of the previous reporting period	124.69	107.29	131.36	1,115.36	3.00	17.63	7.16	(12.24)	1,494.25
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	335.52	-	-	7.01	(0.43)	342.10
Dividends	-	-	-	(38.09)	-	-	-	-	(38.09)
Transfer to retained earnings	-	-	34.00	(34.00)	-	-	-	-	-
Impact of ESOP Trust Consolidation	-	10.79	-	-	-	-	0.73	-	11.52
Balance at the end of the previous reporting period	124.69	118.08	165.36	1,378.79	3.00	17.63	14.90	(12.67)	1,809.78

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024

1 CORPORATE AND GENERAL INFORMATION

Surya Roshni Limited ("SRL" or "the Company") is domiciled and incorporated in India and its shares are publicly traded on the National Stock Exchange ("NSE") and the BSE Limited ("BSE"), in India. The registered office of SRL is situated at Prakash Nagar, Sankhol, Rohtak Road, Bahadurgarh – 124507 (Haryana) India. Company is the largest GI Steel Pipe Manufacturer and the second largest in lighting products in India. The Corporate Identification Number (CIN) of the Company is L31501HR1973PLC007543

SRL is more than five decade old manufacturing conglomerate with business interest spanning Steel Pipes, colled rolled sheets and 3LPE Coated API Pipes, LED and conventional Lighting Products, Fans, electric Appliances, PVC pipes etc. Besides enjoying market presence across the length and breadth of India, it also export products to more than 50 countries globally.

SRL together with its subsidiary M/s Surya Roshni LED Lighting Project Limited is hereinafter refer to as '**the Group**'

2 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND USE OF ESTIMATES

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value

In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

a) An asset is classified as current when it satisfies any of the following criteria:-

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

b) A liability is classified as current when it satisfies any of the following criteria:-

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

c) Deferred tax assets and liabilities are classified as non-current only

2.2.1 Basis of consolidation

The consolidated financial statements relates to Surya Roshni Limited ('the Company') and its wholly owned subsidiary Surya Roshni LED Lighting Project Limited (incorporated on 21st January, 2019). The Subsidiary operates in lighting business. Subsidiary is entity that is controlled by the Company. Control is achieved when the Company:-

- Has power over the investee;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- Is expected, or has right, to variable returns from its involvement with the investee;
- Has the ability to use its power to affect the returns

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Consolidation procedure:

The financial statements of the Company and its subsidiary company have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances, intra-group transactions and unrealised profits on intra-group transactions.

The excess of cost to the Group of its investments in the subsidiaries over its share of equity of the subsidiaries, at the dates on which the investments in the subsidiaries were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on

annual basis. On the other hand, where the share of equity in the subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary and such amounts are not set off between different entities.

Non-controlling interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the non-controlling shareholders at the date on which investments in the subsidiaries were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to non-controlling interest is identified and adjusted against the profit / loss after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

2.2.2 Business combination

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the profit and loss as incurred. The acquiree's identified assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair value at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition after reassessing the fair value of the net assets and contingent liabilities, the excess is recognised as capital revenue.

The interest of non-controlling shares is initially measured either at fair value or at the non-controlled interests proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlled interest is the amount of those interests at initial

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

recognition plus the non-controlling interests share of subsequent charges in equity of subsidiaries.

Business combinations arising from transfer of interest in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate given and the aggregate historical carrying amounts of the assets and liabilities of the acquired entity are recorded in shareholders' equity.

2.3 Statement of compliance

The Group's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.4 Use of estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimate, judgements and assumptions affect the application of accounting policies and the reported balances of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Estimates and under lying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimations of uncertainty at the date of the consolidated financial statements, which may cause a material adjustments to the carrying amount of assets and liabilities in the next financial years; are in respect of useful life of PPE, provision for warranties, recognition of government grants and claim receivables and estimations of contingent assets and liabilities.

3 MATERIAL ACCOUNTING POLICIES

3.1 Basis of Measurement

These consolidated financial statements have been prepared under the historical cost principle except for certain financial assets and liabilities which have been measured at fair value.

The consolidated financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest crore and two decimals thereof, except as stated otherwise.

3.2 Property, Plant and Equipment (PPE) & Other Intangible Assets

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price (net of GST/ CENVAT / duty credits, Government Grants (wherever applicable) and all direct costs attributable to bringing the asset to its working condition for intended use and includes the borrowing costs for qualifying assets if the recognition criteria's are met. All other repair and maintenance costs are recognised in the consolidated statement of profit and loss as incurred.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated Statement of Profit and Loss on the date of disposal or retirement.

Capital work-in-progress includes cost of property, plant and equipment under installation and not put to use as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Intangible assets acquired separately are measured at initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

3.3 Depreciation and Amortisation

i Depreciation on the property, plant and equipment is provided over the useful life of assets which is coincide with the life specified in Schedule II to the Companies Act, 2013. The range of useful lives of

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

the Property, Plant and Equipment are as follows:

Property, plant and equipment	Useful life in Years
Plant and equipments	08 – 15
Buildings	05-60
Office equipment's	05
Vehicles	08
Furniture and fixtures	10
Computers	03 – 06

However, in case of the following category of plant and equipments, the depreciation has been provided, based on the technical evaluation of the remaining useful life as under :-

Plant and Equipments - Pipe and cold rolling Mills and 3 LPE Plant in Steel Pipe and Strip Division and allied	25 years
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The useful lives of assets as mentioned above is on single shift basis, if an asset is used for any time during the year for double shift, the depreciation increased by 50% and for triple shift by 100% for that period.

- ii Property, plant and equipment (PPE) which are added/ disposed- of during the year, depreciation is provided on pro-rata basis from (up- to) the date on which the PPE is available for use (disposed-off).
- iii The residual values and useful lives of PPE are reviewed in every financial year considering the physical condition, benchmarking analysis or indicators for review of residual value and useful life of the respective assets and the same is adjusted prospectively. Lease hold land is amortised over the period of lease.
- iv Free-hold land are not subject to amortisation.
- v The "Right of use Assets" arising from Leases are amortised on straightline method basis over the life of the respective leases.

Intangible Asset	Useful life in Years
Computer Software	05

Intangible asset are amortised over their estimated useful life on straight-line method basis.

3.4 Impairment of PPE and other non-financial assets

Property, plant and equipment and other non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset and recognised in the consolidated statement of Profit and Loss. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised immediately in consolidated Statement of Profit and Loss.

3.5 Cash and cash equivalents

Cash and cash equivalents includes cash in hand and Cheques / drafts in hand, balances with banks, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS) 7 statement of cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

3.6 Inventories

Inventories are carried in the balance sheet as follows:

Raw material	At lower of cost and net realisable value
Work-in Progress	At lower of cost and net realisable value
Finished Goods / Stock in trade	At lower of cost and net realisable value
Stores, spares and consumable	At lower of cost and net realisable value

The cost of inventories comprises of cost of purchase, cost of conversion and other related costs incurred in bringing the inventories to their respective present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.7 Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind-AS 19 – Employee Benefits.

a) Defined contribution plan

- i Provident Fund: Contribution to the provident fund with the government at pre-determined rates is a defined contribution scheme and is charged to the statement of Profit and Loss when employees have rendered services entitling them to such benefit.
- ii National pension scheme: Contribution to the national pension scheme with the at pre-determined rates is a defined contribution scheme and is charged to the statement of Profit and Loss when employees have rendered services entitling them to such benefit.

b) Defined benefit plan

Gratuity : The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognised in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligations is recognised in Other Comprehensive Income. The effect of any plan amendments are recognised in net profits in the consolidated Statement of Profit and Loss.

- c) **Long term employee benefits:** Provisions for other long term employee benefits-compensated absences, a defined benefit scheme, is made on the basis of actuarial valuation at the end of each financial year and are charged to the consolidated statement of profit and loss. All actuarial gains or losses are recognised immediately in the consolidated statement of profit and loss.
- d) **Other Short-term employee benefits:** All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc. and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

3.8 Foreign currency reinstatement and translation

a) Functional and presentation currency

The consolidated financial statements have been presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

b) Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date and exchange gain and losses arising on settlement and restatement are recognised in statement of profit and loss. Non-monetary items are measured in terms of historical cost in foreign currencies and are therefore not retranslated.

3.9 Financial instruments –

Initial recognition:

The Group recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

Subsequent measurement:

- i **Financial assets carried at amortised cost:** A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- ii **Financial assets carried at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- iii **Financial assets at fair value through profit or loss:** A financial asset which is not classified in any of (i) & (ii) above categories are subsequently fair valued through profit or loss.

- iv **Financial Liabilities:** Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition

The Group de-recognises of financial assets when the contractual rights to receive cash flows from the financial asset expire or transfer the financial asset and transfer qualifies for de-recognition under IND AS 109. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished is recognised in profit or loss as other income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses(ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure - Financial assets measured at amortised cost; - Financial assets measured at fair value through other comprehensive income(FVTOCI); ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

3.10 Derivative financial instruments:

The Group uses derivative financial instruments, such as forward contracts to hedge its foreign currency exposure. The recognising of the resulting gain or loss depends on whether the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

3.11 Borrowing costs

- a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
- b) All other borrowing costs are recognised as expense in the period in which they are incurred.

3.12 Taxation

Income tax expense represents the sum of current tax and deferred tax. Tax is recognised in the consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period as applicable to SRL and its subsidiary.

Deferred Tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet approach for all taxable temporary differences to the extent that it is probable that future taxable profits will be available. Deferred tax assets and liabilities are measured at the applicable tax rates and tax laws those are enacted or substantively enacted. Deferred tax assets and deferred tax

liabilities are set-off, and presented on net basis. The carrying amount of deferred tax is reviewed at each balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3.13 Revenue recognition and other income

The Group is in the business of sale of Steel Pipes and 3LPE Coated API Pipes and Colled Rolled Sheets, LED and conventional lighting Products, fans, appliances, PVC pipes and fittings etc. The Group also provide extended warranties for its LED street lighting.

Revenue from contracts with customers is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

a) Sale of Product/Goods

Revenue from sale of Product/Goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the Product/Goods and there is no uncertainty in receiving the same and there is reasonable assurance that the Group will comply with the conditions attached to them in recognition of revenue from sale of goods. The Group also considers the effects of sales returns, volume rebates, schemes discount, incentives, price concessions and financing components.

Extended warranty:- The extended warranties provided to the customers having separate Performance obligation are considered as separate contract and revenue from these contracts recognised accordingly.

Volume rebates and schemes discounts: The Group provides volume rebates and schemes discounts to its customers based on quantity of products sold to them during the period. To estimate for the expected future outgo for revenue recognition, the Group applies the most likely amount method for contracts with a single-volume threshold and the expected

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract.

Financing component: In case of extended trade credit agreed with the customers containing significant financing component, the transaction price for such contract are discounted, using the effective interest rate that would be considered separate financing transaction at transaction inception, to take into consideration the significant financing component.

b) **Rendering of Service**

Revenue from Services is recognised as per terms of the contract with customers based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

c) **Export incentives:**

Export benefits are accounted for in the year of exports based on eligibility as well as reasonable assurance that the Group will comply with the conditions attached to them and when there is no uncertainty in receiving the same.

d) **Other Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding, the rate applicable and reasonable certainty of receiving the same.

3.14 Government grants / Assistance

Government grants/Assistance recognised in consolidated statement of profit and loss account on a systematic basis where there is reasonable assurance that the same will be received and the eligibility criteria is met out. The same are periodically reviewed and adjusted for changes in policies and regulations.

3.15 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution, if leviable, is recognised directly in equity.

3.16 Fair Value measurement

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability,
- or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted prices in active markets for identical assets and liabilities

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs. This includes the assets and liabilities carried at forward contract rates / prevailing exchange rate at year end and assets carried at present value using appropriate discounting rate

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Level 3: Inputs which are not based on observable market data.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.17 Earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the Net profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

3.18 Provisions

a) Provisions

Provisions (excluding employee benefits) are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material,

provisions are discounted using equivalent period government securities interest rate. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the consolidated financial statements.

Contingent assets are not recognised. However, when the realisation of income is virtually certain, it is recognised as an asset.

c) Warranty Provisions

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

As per the terms of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

3.19 Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- a) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- b) Its intention to complete and its ability and intention to use or sell the asset
- c) How the asset will generate future economic benefits
- d) The availability of resources to complete the asset
- e) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

3.20 Leases

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date by discounting the lease payment by using the Company's incremental borrowing rate.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term up to 12 months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.21 Share based payments

Equity-settled share-based payments to employees are measured at fair value of the equity instrument as at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the shares that will eventually vest to the employees. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. However, fair value of options is not remeasured subsequently.

Company has created an Employee Benefit Trust for the share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the employee Stock option schemes. The Trust buys shares of the Company from the market, for granting shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting year are fulfilled with treasury shares.

3.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

to the chief operating decision maker which comprises of the Board of Directors, Chairman, Executive Director and Chief financial officer which assesses the financial performance and position of the Company and makes strategic decisions.

The Group primarily operates in the steel Pipe and lighting segment. The reportable segments are Steel pipes & strips and Lighting & consumer durable

4.1 Critical accounting estimates, assumptions and judgements

In the process of applying the Group's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the consolidated financial statement:

a) Property, plant and equipment - Useful lives of assets

The Group reviews the useful life of assets at the end of each reporting period. This reassessment may result in change in depreciation expenses in future periods.

b) Warranties

The Group generally offers Warranties for its consumer products and the liability towards warranty-related costs are recognised in the year of sales or service provided to the customers. Management ascertain and measure the liability for warranty claims based on historical experience and trend. The assumptions made in relation to current year are consistent of those are in prior years.

c) Provision

A provision is recognised when the Group has a present obligation as a result of past events and

it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

d) Contingent Liabilities and Contingent Assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the consolidated financial statements.

e) Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, associates and joint venture and impairment losses/ write down in value of investment in subsidiaries, associates and joint venture and significant disposal of Property, plant and equipment etc.

4.2 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

5 PROPERTY, PLANT AND EQUIPMENT

Particulars	Land-Freehold	Land-Leasehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment's	Computers	Total	Capital work in progress
GROSS CARRYING VALUE										
As at 1 st April, 2022	32.76	10.97	235.44	1,235.26	6.38	12.45	5.25	8.11	1,546.62	52.97
Additions	-	-	7.45	71.58	0.54	3.40	0.95	1.26	85.18	16.14
Disposals	-	-	-	15.11	0.80	0.63	0.29	1.01	17.84	60.64
As at 31 st March, 2023	32.76	10.97	242.89	1,291.73	6.12	15.22	5.91	8.36	1,613.96	8.47
Additions	-	7.57	2.23	24.13	0.39	2.96	0.96	1.22	39.46	19.42
Disposals	-	-	3.36	8.48	0.25	1.42	0.41	0.97	14.89	10.82
As at 31 st March, 2024	32.76	18.54	241.76	1,307.38	6.26	16.76	6.46	8.61	1,638.53	17.07
Depreciation										
As at 1 st April, 2022	-	2.41	55.12	538.74	3.86	5.28	3.04	6.34	614.79	-
Depreciation for the year	-	0.34	8.90	96.09	0.50	1.42	0.80	1.09	109.14	-
Disposals	-	-	-	8.63	-	0.37	0.29	0.99	11.07	-
As at 31 st March, 2023	-	2.75	64.02	626.20	3.57	6.33	3.55	6.44	712.86	-
Depreciation for the year	-	0.50	9.04	97.54	0.25	1.79	0.89	1.15	111.45	-
Disposals	-	-	0.34	4.58	0.25	0.75	0.39	0.96	7.27	-
As at 31 st March, 2024	-	3.25	72.72	719.16	3.86	7.37	4.05	6.63	817.04	-
Net carrying value										
As at 31 st March, 2023	32.76	8.22	178.87	665.53	2.55	8.89	2.36	1.92	901.10	8.47
As at 31 st March, 2024	32.76	15.29	169.04	588.22	2.40	9.39	2.41	1.98	821.49	17.07

Explanatory Notes:

- i. The above property plant and equipment are under charge as security against borrowing see note no.17 & 22
- ii. The Company has acquired exclusive used right for certain premises being used for its offices and classified them as Right to use assets.

(₹ in crore)

Particulars	Right to use Assets	Other Intangible Asset
Gross carrying value		
As at 1 st April, 2022	30.29	-
Additions	6.60	-
Disposals	9.19	-
As at 31 st March, 2023	27.70	-
Additions	5.61	2.01
Disposals	9.98	-
As at 31 st March, 2024	23.33	2.01
Depreciation/Amortisation		
As at 1 st April, 2022	19.25	-
Additions	6.27	-
Disposals	9.19	-
As at 31 st March, 2023	16.33	-
Additions	5.72	0.10
Disposals	9.98	-
As at 31 st March, 2024	12.07	0.10
Net carrying value		
As at 31 st March, 2023	11.37	-
As at 31 st March, 2024	11.26	1.91

As at 31st March, 2024

Capital-Work-in Progress (CWIP) aging schedule

Capital-Work-in-Progress	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in progress	17.07	-	-	17.07

No capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

As at 31st March, 2023

Capital-Work-in Progress (CWIP) aging schedule

Capital-Work-in-Progress	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in progress	8.47	-	-	8.47

No capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

6 OTHER FINANCIAL ASSETS AT AMORTISED COST (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Unsecured, considered good		
Deferred Receivable	2.84	6.63
Contract Assets	11.92	16.59
Security deposits	10.32	10.48
Fixed Deposit with Banks	25.00	-
	50.08	33.70

7 OTHER NON-CURRENT ASSETS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Capital Advances	24.18	15.10
	24.18	15.10

8 INVENTORIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Raw materials	394.10	481.51
Work-in-progress	104.87	126.44
Finished goods	561.55	521.73
Stores, spares and consumables	26.17	22.65
	1,086.69	1,152.33

The mode of valuation has been stated in note no.3.6

Inventories are hypothecated as security against borrowings see note no.17 & 22

9 TRADE RECEIVABLES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Trade receivables considered good-secured	-	-
Trade receivables considered good-unsecured	718.08	746.92
Trade receivables which have significant increase in Credit Risk	-	-
Trade receivables-credit impaired	6.80	7.18
Less : Allowance for doubtful debts	6.80	7.18
Net Trade receivables-credit impaired	-	-
	718.08	746.92

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

As at 31st March, 2024

(₹ in crore)

Particulars	Trade Receivables ageing schedule						Total
	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables-considered good	484.36	165.56	31.99	18.71	4.79	5.38	710.79
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables-credit impaired	-	-	0.01	1.50	0.61	1.53	3.65
(iv) Disputed Trade Receivables-considered good	-	0.01	-	0.71	0.57	6.00	7.29
(v) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	0.06	0.19	2.90	3.15
Total (A)	484.36	165.57	32.00	20.98	6.16	15.81	724.88
Allowance for credit impairment (B)							6.80
Total [(A)-(B)]							718.08

As at 31st March, 2023

(₹ in crore)

Particulars	Trade Receivables ageing schedule						Total
	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables-considered good	530.51	168.33	15.71	8.28	6.04	12.81	741.68
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables-credit impaired	-	-	0.01	0.48	0.71	2.80	4.00
(iv) Disputed Trade Receivables-considered good	-	0.07	0.09	0.49	0.40	4.19	5.24
(v) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	0.04	0.21	2.93	3.18
Total (A)	530.51	168.40	15.81	9.29	7.36	22.73	754.10
Allowance for credit impairment (B)							7.18
Total [(A)-(B)]							746.92

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

10 CASH AND CASH EQUIVALENTS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
a. Balance with banks		
In Current Accounts	34.80	0.97
b. Cash on hand	0.19	0.14
Cash and cash equivalents as per statement of cash flow	34.99	1.11

11 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Earmarked Balances with banks		
Unpaid dividend account (Earmarked against the corresponding provision refer note 25)	0.58	0.52
Fixed Deposit in Bank	10.00	-
	10.58	0.52

12 OTHER FINANCIAL ASSETS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Contract Assets	4.62	4.62
Forward Contract Receivable	0.05	0.53
Other recoverables	19.60	37.90
	24.27	43.05

13 CURRENT TAX ASSETS (NET)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Current Tax Asset	-	-

14 OTHER CURRENT ASSETS

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Considered good, unless otherwise stated		
Recoverable from government authorities	67.24	81.07
Balances with statutory authorities	31.94	24.47
Prepaid expenses	3.13	3.87
Advances to Supplier	18.82	34.09
	121.13	143.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

15 SHARE CAPITAL

(₹ in crore)

	As at 31 st March, 2024 (Face value of ₹ 5 each)	As at 31 st March, 2023 (Face value of ₹ 10 each)
I Equity Share Capital		
Authorised		
52,26,0000 Equity Shares of ₹ 5/- each with voting rights (Previous year 26,13,00,000 Equity Shares of ₹ 10/- each with voting rights)	261.30	261.30
Issued, subscribed and fully paid up Equity share capital		
10,88,17,948 Equity Shares of ₹ 5/-each with voting rights (Previous year 5,44,08,974 Equity Shares of ₹ 10/- each with voting rights)	54.41	54.41
Less: Treasury Shares held	0.17	0.60
	54.24	53.81
Note:-During the year ,Equity shares of Company were sub-divided from the face value of ₹10/- each to face value of ₹5/- each w.e.f. 6 th October, 2023		
Movement of Equity Shares		
Balance at the beginning of the reporting period	10,76,10,574	5,33,27,044
Add: Treasury Shares sold/ (acquired) by the Surya Roshni Employees Welfare Trust	3,03,740	1,94,970
Add: Treasury Shares transferred to Employees by the Surya Roshni Employees Welfare Trust (refer note no. 47)	5,70,602	2,83,273
Balance at the end of the reporting period	10,84,84,916	5,38,05,287
Treasury Shares		
Balance at the beginning of the reporting period	12,07,374	10,81,930
Add: Treasury Shares acquired by the Surya Roshni Employees Welfare Trust	(3,03,740)	(1,94,970)
Less: Treasury Shares transferred to Employees by the Surya Roshni Employees Welfare Trust (refer note no. 47)	5,70,602	2,83,273
Balance at the end of the reporting period	3,33,032	6,03,687
II Preference share capital		
Authorised		
6,20,000 (previous year 6,20,000) Preference shares of ₹ 100/- each (There are no issued, subscribed and paid up preference share capital)	6.20	6.20

Terms / rights attached to equity shares

The Company has one class of equity share at par value of ₹ 5/-per share (Previous Year ₹10/-per share). Each shareholder is eligible for one vote per share. 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.

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Cash dividends on equity shares declared and paid		
Dividend for the year ended 31 st March, 2023: ₹ 4.00 per share of ₹10/- each (Previous year ₹ 4.00 per share of ₹ 10/- each)	21.76	21.76
Interim Dividend Paid for the Financial Year 2023-24: ₹2.50 per share of ₹ 5/-each (Previous year ₹ 3.00 per share of ₹ 10/- each)	27.20	16.32
Proposed dividends on equity shares		
Dividend for the year ended 31 st March, 2024: ₹ 2.50 per share of ₹5/- each (Previous year ₹ 4.00 per share of ₹ 10/- each)	27.20	21.76

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(₹ in crore)

Details of shares held by each shareholder holding more than 5% shares:

Names	As at 31 st March 2024		As at 31 st March 2023	
	Number of shares held (Face value of ₹ 5 each)	% holding in that class of shares	Number of shares held (Face value of ₹ 10 each)	% holding in that class of shares
Diwakar Marketing Private Limited	1,12,75,000	10.36	56,37,500	10.36
Cubitex Marketing Private Limited	97,22,000	8.93	48,61,000	8.93
Shreyansh Mercantile Private Limited	63,56,000	5.84	31,78,000	5.84
Sahaj Tie-Up Private Limited	62,50,174	5.74	31,25,087	5.74

Shares held by promoters at the end of the year ended 31st March, 2024

S. No.	Promoter name	No. of Shares (Face value of ₹ 5 each)	% of total shares	% Change during the year
1	Diwakar Marketing Private Limited	1,12,75,000	10.36%	-
2	Cubitex Marketing Private Limited	97,22,000	8.93%	-
3	Shreyansh Mercantile Private Limited	63,56,000	5.84%	-
4	Sahaj Tie-Up Private Limited	62,50,174	5.74%	-
5	Dicord Commoddeal Private Limited	45,31,220	4.16%	-
6	Shirin Commoddeal Private Limited	42,32,378	3.89%	-
7	S M Vyapaar Private Limited	39,67,840	3.65%	-
8	Goel Die Cast Limited	38,55,924	3.54%	-
9	Zatco Vyapaar Private Limited	28,06,910	2.58%	-
10	Sadabahr Tradecommm Private Limited	25,56,358	2.35%	-
11	Jits Courier and Finance Private Limited	20,02,998	1.84%	-
12	Pankaj Investments Limited	19,38,696	1.78%	-
13	B M Graphics Private Limited	19,22,156	1.77%	-
14	Jai Prakash Agarwal	16,73,256	1.54%	-
15	Vinay Surya	10,65,662	0.98%	-
16	Gargiya Finance and Investment Private Limited	10,44,974	0.96%	-
17	Urmil Agarwal	5,84,162	0.54%	-
18	Viksit Trading and Holding Private Limited	4,74,692	0.44%	-
19	Vasudha Surya	3,80,200	0.35%	-
20	Jaivardhan Kaartik Surya	3,62,800	0.33%	-
21	Parinistha Surya	3,62,600	0.33%	-
22	Puja Surya	3,50,500	0.32%	-
23	Padmini Agarwal	3,26,500	0.30%	-
24	Bharti Bangur	3,26,500	0.30%	-
25	Lustre Merchants Private Limited	1,44,788	0.13%	-
26	Basu Dev Agarwal	200	0.00%	-
Total		6,85,14,488	62.96%	Nil

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Shares held by promoters at the end of the year ended 31st March, 2023

S. No.	Promoter name	No. of Shares (Facevalue of ₹ 10 each)	% of total shares	% Change during the year
1	Diwakar Marketing Private Limited	56,37,500	10.36%	-
2	Cubitex Marketing Private Limited	48,61,000	8.93%	-
3	Shreyansh Mercantile Private Limited	31,78,000	5.84%	-
4	Sahaj Tie-Up Private Limited	31,25,087	5.74%	-
5	Dicord Commodeal Private Limited	22,65,610	4.16%	-
6	Shirin Commodeal Private Limited	21,16,189	3.89%	-
7	S M Vyapaar Private Limited	19,83,920	3.65%	-
8	Goel Die Cast Limited	19,27,962	3.54%	-
9	Zatco Vyapaar Private Limited	14,03,455	2.58%	-
10	Sadabahr Tradecomm Private Limited	12,78,179	2.35%	-
11	Jits Courier and Finance Private Limited	10,01,499	1.84%	-
12	Pankaj Investments Limited	9,69,348	1.78%	-
13	B M Graphics Private Limited	9,61,078	1.77%	-
14	Jai Prakash Agarwal	8,36,628	1.54%	-
15	Vinay Surya	5,32,831	0.98%	-
16	Gargiya Finance and Investment Private Limited	5,22,487	0.96%	-
17	Urmil Agarwal	2,92,081	0.54%	-
18	Viksit Trading and Holding Private Limited	2,37,346	0.44%	-
19	Vasudha Surya	1,90,100	0.35%	-
20	Jaivardhan Kaartik Surya	1,81,400	0.33%	-
21	Parinistha Surya	1,81,300	0.33%	-
22	Puja Surya	1,75,250	0.32%	-
23	Padmini Agarwal	1,63,250	0.30%	-
24	Bharti Bangur	1,63,250	0.30%	-
25	Lustre Merchants Private Limited	72,394	0.13%	-
26	Basu Dev Agarwal	100	0.00%	-
Total		3,42,57,244	62.96%	Nil

16 OTHER EQUITY

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
a. Capital redemption reserve	3.00	3.00
b. Capital Reserve	124.69	124.69
c. Securities premium	135.19	118.08
d. Share Option Outstanding Account	21.28	14.90
e. General reserve	199.36	165.36
f. Retained earnings	1,624.98	1,378.79
g. Other comprehensive income	(13.98)	(12.67)
Balance at the end of the Financial year	2,112.15	1,809.78

Notes : For movements in reserves refer statement of change in equity

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Nature and purpose of reserves

a. Capital Redemption Reserve

Capital Redemption Reserve was created on redemption of preference share capital. The Company may issue fully paid-up bonus share to its members out of the capital redemption reserve

b. Capital Reserve

Capital reserve has been created on Business Combination on appointed date i.e. 1st April, 2016 Pursuant to the Scheme of Arrangement amongst company and its associate e-Surya Global Steel Tubes Limited as per order of NCLT dated 11th December, 2017.

c. Securities premium

Securities premium is used to record the premium on issue of shares. The premium should be utilised in accordance with the provisions of the Companies Act.

d. Share Option Outstanding Account

The Share option outstanding account relates to share options granted by the Company to its employees under its employee share option plan. Further information about share-based payments to employees is set out in note 47.

e. Forfeiture reserve

Forfeiture Reserve represents the forfeiture of amount of consideration received on allotment of warrants of the cases where option to take equity shares were not exercised within the prescribed time in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

f. General reserve

The general reserve is created time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by transfer from one component of equity to another equity, hence items included in general reserve will not be reclassified subsequently to profit and loss.

g. Dividend

Final Dividend of ₹ 27.20 crore for the Year 2023-24 (Dividend of ₹21.76 crore for the Year 2022-23) is accounted in the year of approval by the shareholders

17 BORROWINGS (NON CURRENT)

	(₹ in crore)
	As at 31 st March, 2024
	As at 31 st March, 2023
	-

Change in Liability arising from financing activities

	(₹ in crore)			
	1 st April, 2023	Receipts	Payments	31 st March, 2024
Current Borrowings (Net Basis) (refer note 22)	403.94	-	400.21	3.73
Non-Current Borrowings	-	-	-	-
Total	403.94	-	400.21	3.73

	(₹ in crore)			
	1 st April, 2022	Receipts	Payments	31 st March, 2023
Current Borrowings (Net Basis) (refer note 22)	519.35	-	115.41	403.94
Non-Current Borrowings	60.67	-	60.67	-
Total	580.02	-	176.08	403.94

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

18 LEASE LIABILITIES (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Lease liabilities	6.46	6.82
	6.46	6.82

The Company's lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. The Company also has certain leases of with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

The movement in Lease liabilities (Non-current and Current) is as follows:

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Balance as at beginning of the year	13.83	13.07
Add: Addition	5.61	6.60
Add: Accretion of interest	0.99	0.97
Less: Payments	6.55	6.81
Less: Retirement of Lease Assets	1.60	-
Closing balance as at 31st March	12.28	13.83

19 OTHERS FINANCIAL LIABILITIES (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Security deposits	20.30	13.89
	20.30	13.89

20 PROVISION (NON CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Provision for employee benefits		
Gratuity (refer note 46)	5.20	3.54
Compensated absences (refer note 46)	15.86	14.29
	21.06	17.83

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

21 DEFERRED TAX LIABILITIES (NET)

(₹ in crore)

	As at 31 st March, 2023	Recognised in P & L	Recognised in OCI	As at 31 st March, 2024
Deferred tax liabilities / assets are attributable to the following items:				
Deferred tax liabilities				
Property, Plant and Equipment	76.20	(10.38)	-	65.82
Sub- (a)	76.20	(10.38)	-	65.82
Deferred tax assets				
Gratuity and Compensated absences	7.41	0.76	0.43	8.60
Trade Receivables	1.81	(0.10)	-	1.71
Others	-	-	-	-
Sub- (b)	9.22	0.66	0.43	10.31
Net deferred tax liability (a-b)	66.98	(11.04)	(0.43)	55.51

(₹ in crore)

	As at 1 st April, 2022	Recognised in P & L	Recognised in OCI	As at 31 st March, 2023
Deferred tax liabilities / assets are attributable to the following items:				
Deferred tax liabilities				
Property, Plant and Equipment	82.08	(5.88)	-	76.20
Sub- (a)	82.08	(5.88)	-	76.20
Deferred tax assets				
Gratuity and Compensated absences	18.63	(11.36)	0.14	7.41
Trade Receivables	2.91	(1.10)		1.81
Others	3.74	(3.74)		-
Sub- (b)	25.28	(16.20)	0.14	9.22
Net deferred tax liability (a-b)	56.80	10.32	(0.14)	66.98

22 BORROWINGS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Secured		
Loans repayable on demand		
From banks		
Rupee loans	3.73	403.94
	3.73	403.94

The above working Capital borrowings of ₹ 3.73 crore are secured against current assets both present and future and further secured by way of second charge on all Property(except Land admeasuring 12,150 sq. mts. at Khasra No.816 & 817 MIN,Mahuakheraganj,Dist. Udham Singh Nagar,Kashipur ,Uttarakhand), plant and equipment including equitable mortgage of Land and Building and personal guarantee of the Chairman of the Company. The Rupee Loans of ₹ 1.59 crore (WCDL) linked with T Bill carrying interest rate of 8.50% and ₹ 2.14 crore (Cash Credit) linked with 1 Year / 6 Month MCLR of respective banks plus spread (spread ranging from Nil ~ 75 bps)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

23 LEASE LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Lease liabilities	5.82	7.01
	5.82	7.01

24 TRADE PAYABLES

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
outstanding dues of micro enterprises and small enterprises	37.31	35.58
outstanding dues other than micro enterprises and small enterprises	331.37	370.98
	368.68	406.56

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company as under

I	The Principal amount and the interest due thereon remaining unpaid to any supplier.		
	Principal Amount :	63.95	55.02
	Interest :	Nil	Nil
ii	The amount of interest paid by the Company along with the amount of the payment made to the supplier beyond the appointed day for the year ending.	Nil	Nil
iii	The amount of Interest due and payable for the period of delay in making payment (beyond the appointed day during the year.	Nil	Nil
iv	The amount of interest accrued and remaining unpaid for the year ending	Nil	Nil
v	The amount of further interest remaining due and payable for the earlier years.	Nil	Nil

The Information has been given in respect of such suppliers to the extent they could be identified as "Micro and Small" enterprises on the basis of information submitted to the Company.

As at 31st March, 2024

(₹ in crore)

Particulars	Trade Payables ageing schedule					
	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	63.95	-	-	-	-	63.95
(ii) Others	264.12	40.56	0.05	-	-	304.73
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	328.07	40.56	0.05	-	-	368.68

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

As at 31st March, 2023

(₹ in crore)

Particulars	Trade Payables ageing schedule					Total
	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1- 2 years	2- 3 years	More than 3 years	
(i) MSME	55.02	-	-	-	-	55.02
(ii) Others	341.69	9.83	0.01	-	0.01	351.54
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	396.71	9.83	0.01	-	0.01	406.56

25 OTHER FINANCIAL LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Interest accrued but not due on borrowings	0.49	0.13
Unpaid dividends* (refer note 11)	0.58	0.52
Payable to employees	62.88	49.50
Expenses Payable	107.53	100.31
	171.48	150.46

*There are no amount due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2024

26 OTHER LIABILITIES (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Advances from customers	34.55	52.75
Statutory dues payables	25.25	19.70
	59.80	72.45

27 PROVISIONS (CURRENT)

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Provision for employee benefits		
Gratuity (refer note 46)	8.87	8.16
Compensated Absences (refer note 46)	4.33	3.52
	13.20	11.68
Other payables		
Warranty Payable (refer note 43)	21.68	22.78
	21.68	22.78
	34.88	34.46

28 CURRENT TAX LIABILITY

(₹ in crore)

	As at 31 st March, 2024	As at 31 st March, 2023
Current Tax Liability(Net)	7.62	13.18
	7.62	13.18

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

29 INCOME TAX

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a Income tax recognised in profit or loss		
Current tax expense	126.87	113.41
Deferred tax expense		
Origination and reversal of temporary differences	(11.04)	10.32
Total tax expenses	115.83	123.73
b Reconciliation of effective tax rate		
Profit before tax	444.99	459.25
Domestic tax rate	25.168%	25.168%
Tax using the Company's domestic tax rate	111.99	115.58
Increase / reduction in Taxes on account of		
Deduction / exemptions in taxable income/ Other non deductible expenses (Net)	3.84	8.15
Income tax expenses charged to statement of profit and loss	115.83	123.73
Effective tax rate	26.03%	26.94%

30 REVENUE FROM OPERATIONS

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Sale of products		
i. Steel pipe and strips	6,195.32	6,427.51
ii. Lighting and consumer durables	1,510.90	1,528.10
	7,706.22	7,955.61
Less Inter Segment Sales	4.45	0.35
	7,701.77	7,955.26
b. Other operating revenue;		
i. Investment promotion assistance (refer note 43)	21.25	-
ii. Export incentives and claims	25.97	22.08
	47.22	22.08
c. Sale of services	60.28	19.37
	60.28	19.37
	7,809.27	7,996.71

31 OTHER INCOME

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Interest Income from financial assets	8.50	5.24
b. Profit on sale of property, plant and equipment	4.88	0.05
c. Miscellaneous income	0.51	0.06
	13.89	5.35

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

32 COST OF MATERIALS CONSUMED

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
i. Steel pipe and strips		
a. Raw materials (Imported)	125.65	174.96
b. Raw materials (Indigenous)	4,957.45	5,051.20
ii. Lighting and consumer durables		
a. Raw materials (Imported)	200.16	215.45
b. Raw materials (Indigenous)	286.51	366.51
c. Packing materials consumed	41.17	47.46
	5,610.94	5,855.58
Less Inter Segment Consumption	4.45	0.35
	5,606.49	5,855.23

33 PURCHASE OF STOCK-IN-TRADE

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Lighting and consumer durables (outsourced)	486.31	429.18
	486.31	429.18

34 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
Inventories at the end of the year		
Finished goods	561.56	521.73
Work in Progress	104.87	126.44
	666.43	648.17
Inventories at the beginning of the year		
Finished goods	521.73	452.41
Work in Progress	126.44	133.45
	648.17	585.86
	(18.26)	(62.31)

35 EMPLOYEE BENEFIT EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Salaries, wages and bonus	380.74	343.80
b. ESOS Expenses (refer note 47)	6.38	7.01
c. Contribution to provident and other funds	15.64	14.32
d. Staff welfare expenses	7.31	7.34
	410.07	372.47

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

36 FINANCE COST

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Interest expenses	20.91	37.08
b. Interest on Lease Liability	0.99	0.97
c. Other borrowing cost	2.15	6.80
	24.05	44.85

37 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Depreciation (refer note 5)	111.45	109.14
b. Right of Use Assets (refer note 5)	5.72	6.27
c. Other Intangible Assets (refer note 5)	0.10	-
	117.27	115.41

38 OTHER EXPENSES

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
a. Consumption of stores and spares	51.78	48.16
b. Power, fuel and water charges	129.81	128.23
c. Repairs and maintenance :		
- plant and machinery	3.27	3.37
- buildings	2.64	1.74
- others	0.63	0.92
d. Product warranties	18.41	21.44
e. Sales promotion expenses	49.48	27.31
f. Commission on sales	29.68	21.96
g. Advertisement and publicity	16.07	12.11
h. Freight and forwarding expenses	274.68	377.81
i. Allowance for doubtful debts / bad debts W/off	0.06	0.15
j. Rent	4.76	3.64
k. Rates and taxes	0.44	0.29
l. Insurance	3.90	5.23
m. Postage, telegraph and telephone	2.66	2.62
n. Travelling and conveyance	32.05	29.15
o. Loss on discard / disposal of property, plant and equipment	3.17	0.69
p. Corporate social responsibility expenses (refer note 41)	6.36	4.23
q. Legal and professional expenses	15.87	6.58
r. Auditor's remuneration		
for audit	0.26	0.23
for tax audit	0.06	0.07
for certification work	0.09	0.10
for reimbursement of out of pocket expenses	0.04	0.01
s. Miscellaneous expenses	106.07	91.94
	752.24	787.98

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

39 OTHER COMPREHENSIVE INCOME

(₹ in crore)

	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
i. Items that will not be reclassified to profit or loss		
- Remeasurements of the defined benefit plans	(1.74)	(0.57)
ii. Income tax relating to items that will not be reclassified to profit or loss		
- Related to remeasurements of the defined benefit plans	0.43	0.14
	(1.31)	(0.43)

40 EARNING PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

(₹ in crore)

Particulars		For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A Issued equity shares of ₹ 5/-each	No's	10,88,17,946	10,88,17,946
Less :- Treasury Shares held by the Surya Roshni Employees welfare Trust		3,33,032	12,07,374
Issued equity shares after taking effect of Treasury Shares		10,84,84,914	10,76,10,572
B Weighted average equity shares outstanding - Basic	No's	10,78,79,426	10,68,84,008
C Weighted average equity shares outstanding - Diluted	No's	10,88,17,946	10,88,17,946
D Net profit after tax		329.16	335.52
Basic Earning per equity share (D/B)	Per / ₹	30.51	31.39
Diluted Earning per equity share (D/C)	Per / ₹	30.25	30.83
Face Value per Equity Share	₹	5.00	5.00

The Shareholders of Company at the AGM of the Company held on 15th September, 2023 has approved sub-division of shares from ₹10/-each to ₹5/-each as per record date of 6th October, 2023 .Therefore effect of increase in number of shares is considered while calculating Basic EPS and Diluted EPS in above results and previous period figures are also restated for Basic EPS and Diluted EPS in accordance with IND AS-33," Earning Per Share".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

41 EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY

Details of expenditure on Corporate Social Responsibility Activities as per Section 135 of the Companies Act, 2013 read with schedule III are as below: The said amount has been spent through surya foundation.

(₹ in crore)		
Particulars	For the year ended 31 st March, 2024	For the year ended 31 st March, 2023
A Gross amount required to be spent by the Company during the year	6.37	4.23
B Amount spent during the year		
i Construction/ acquisition of asset	NIL	NIL
ii On purpose other than (i) above –		
(a) Rural Development	6.06	4.01
(b) Naturopathy	0.24	0.22
(c) Community & District Development	0.07	-
	6.37	4.23
C Short fall at the end of the Year	NIL	NIL
D Total of Previous Year Shortfall	NIL	NIL
E Reason of Shortfall	Not applicable	Not applicable
F Nature of CSR Activities	Rural Development Project under Adarsh Gram Yojna ,Promoting Health Care Including Preventive Health Care (Naturopathy) , Community Learning Centre-Police Line & Development of District	Rural Development Project under Adarsh Gram Yojna and Promoting Health Care Including Preventive Health Care (Naturopathy)
G Details of Related party transaction	NIL	NIL

42 CONTINGENT LIABILITIES

(₹ in crore)		
	As at 31 st March, 2024	As at 31 st March, 2023
I Guarantees		
Bank Guarantees issued by banks for which counter guarantee given by the Company	413.67	416.43
II Other contingent liabilities		
a) Export obligation under EPCG Scheme (Duty involved on imports made by the Company)	3.32	3.16
Bonds to customs (₹ 8.50 crore (₹ 8.12 crore in previous year))		
b) Estimated amount of contract remaining to be executed on capital account and not provided for	61.03	1.74
c) Claims against the Company not acknowledged as debt	4.71	3.48

III Entry of Goods into Local Area Act, 2008 :

The Haryana Government levied Local Area Development Tax by (The LADT Act) w.e.f. 5th May, 2000, The said act was declared ultra vires by the Hon'ble Punjab & Haryana High Court on 14th March, 2007. Later on, the Haryana Government has repealed the LADT Act w.e.f. 8th April, 2008 and introduced in its place, 'The Haryana Tax on Entry of Goods into local Areas Act, 2008', which was also held ultra vires by the Hon'ble High Court on 1st October, 2008

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(Rules not yet notified). Both these Acts were declared unconstitutional on the ground of non-compensatory. but Subsequently, on the SLP of the Haryana Government, the Hon'ble Supreme Court Constitutional Bench vide its judgment dated 11th November, 2016 held the applicability of entry tax valid on compensatory grounds. However, directed its Divisional bench for examining the provisions on the other issues of discrimination, local area etc. The divisional bench remanded back the matters to the Hon'ble Punjab & Haryana High Court on 21st March, 2017 with a direction to file fresh writ petitions in this regard for factual backgrounds and other constitutional statutory issues. The matter is still pending in the Hon'ble Punjab & Haryana High Court, as per Interim order dated 24th November, 2023, this issue require consideration and admitted. Hence no provision has been made.

IV Income Tax Act

In respect of Income-tax assessments of the Company for the AY 2009-10 to AY 2013-14 demands of ₹72.42 crore were raised wherein, Company had appealed and the cases were decided in favour of the Company by CIT (A). Thereafter revenue appealed before ITAT, where the appeal filed by the revenue were dismissed and cases were in favour of the Company. However revenue has preferred to appeal before Delhi High Court. Based on the decision in favour of the Company, interpretations and decisions of appellate authorities and Courts in similar cases and as per the consultations made, the Company is not liable for such demand and accordingly no provision has been made.

43 MOVEMENT IN WARRANTY PROVISION

	As at 31 st March, 2024	As at 31 st March, 2023
(₹ in crore)		
Movement in warranty provision during the financial year are provided below:		
Opening Balance	22.78	26.25
Provision Made	18.41	21.44
Utilised during the year	19.51	24.91
Closing Balance	21.68	22.78

The Company gives warranties on certain products, which fail to perform satisfactorily during the warranty period. Provision made represents the amount of expected cost of meeting such obligation on account of repair/ replacement. It is expected that significant portion of these cost is to be incurred within a period of one year.

44 GOVERNMENT GRANTS (INVESTMENT PROMOTION ASSISTANCE)

The Company has made investments of ₹ 379.94 crore up to 31st March, 2024 in the State of Madhya Pradesh, Andhra Pradesh, Uttarakhand and Gujarat for establishing manufacturing facilities at Malanpur, Hindupur, Kashipur and Anjar respectively as per provisions of the Industrial Investment Promotion Assistance Schemes/ Policy of these states / PLI scheme by Central Government. The Company has been eligible for periodical Grants during the specified period by way of assistance/ reimbursement of VAT/ CST/ SGST/PLI (Production Linked Incentive Scheme by Central Govt. on LED Component)/ Power Cost and recognised the same in revenue on satisfying the conditions mentioned under the respective schemes/policies. These incentive claims are periodically evaluated and necessary adjustments /reversals have been made time to time for deductions made or expected in processing, verifications, clarifications or change in policies/guidelines. Accordingly, The Company has recognised grants of ₹ 122.03 crore up to 31st March, 2024 (₹ 98.59 crore up to 31st March, 2023 (Out of which ₹ 32.01 crore remained outstanding as on 31st March, 2024 and ₹ 61.04 crore as on 31st March, 2023).

45 PROJECT FOR SUPPLY, IMPLEMENTATION, OPERATION AND MAINTENANCE OF ORISSA GREENFIELD STREET LIGHTING SYSTEM THROUGH SPV COMPANY

SRL has been awarded project by Directorate of Municipal Administration(DMA), Orissa for designing, implementing, operating, maintaining the Greenfield Pubic Street Lighting System along with other infrastructure including CCMS and automation. The project is required to be executed through Special Purpose Vehicle Company (SPV) as per terms of LOA and accordingly SRL has incorporated a wholly-owned subsidiary namely SURYA ROSHNI LED LIGHTING PROJECTS LIMITED on 21st January, 2019. Company has committed the funding requirement of SPV for project completion and project is being implemented efficiently.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

46 EMPLOYEE BENEFITS

Disclosures pursuant to Ind AS -19 "Employee Benefits" (Specified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act) are given below

Contribution to Defined Contribution Plan, recognised as expenses are as under :

(₹ in crore)

Particulars	For the Year Ended	
	31 st March, 2024	31 st March, 2023
Employer's Contribution to defined contribution plans	15.64	14.32

I The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

(₹ in crore)

Particulars	Valuation as at	
	31 st March, 2024	31 st March, 2023
Attrition rate for various ages in %	1.00 to 5.00	1.00 to 5.00
Discount Rate in %	7.21	7.37
Expected Rate of increase in salary in %	5.35	5.35
Mortality rate - Indian Assured Lives Mortality	100% of IALM (2012-14)	100% of IALM (2012-14)
Expected Average remaining working lives of employees (years)	13.77	14.24

- Discount rate is based on the prevailing market yields of Indian Government securities as at the balances sheet date for the estimated term of obligations.
- The assumption of future salary increase takes into account the inflation, seniority, promotion, business plan, HR Policy and other relevant factors such as supply and demand in employment market.

II Movement in Obligation

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Gratuity (partly funded)	Compensated absences (Unfunded)	Gratuity (partly funded)	Compensated absences (Unfunded)
Present value of obligation as at the beginning of the period	61.73	17.81	57.12	16.75
Current Service cost	4.32	1.95	4.01	1.84
Past Service Cost including curtailment Gain/Losses	-	-	-	-
Interest cost	4.55	1.31	4.09	1.20
Benefits paid	(4.56)	(3.59)	(4.06)	(3.86)
Actuarial loss / (gain) arising from changes in Demographic assumptions	-	-	-	-
Actuarial loss / (gain) arising from changes in Financial assumptions	0.76	0.24	(0.95)	(0.31)
Actuarial loss / (gain) arising from experience adjustment	0.98	2.47	1.52	2.19
Present value of obligation as at the end of the period	67.78	20.19	61.73	17.81

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

III Amount recognised in the statement of Profit and Loss:

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Current Service cost	4.32	1.95	4.01	1.84
Interest cost	0.86	1.31	4.09	1.20
Remeasurement - Actuarial loss/(gain)	-	2.71	-	1.88
Expenses recognised in the statement of Profit and Loss	5.18	5.97	8.10	4.92

IV Component of defined benefit costs recognised in other comprehensive income

(₹ in crore)

Particulars	Gratuity	
	For the Year ended 31 st March, 2024	For the Year ended 31 st March, 2023
Actuarial loss / (gain) arising from changes in demographic assumptions	-	-
Actuarial loss / (gain) arising from changes in Financial assumptions	0.76	(0.95)
Actuarial loss / (gain) arising from experience adjustment	0.98	1.52
Actuarial loss / (gain) arising on plan asset	0.00	0.00
Component of defined benefit costs recognised in other comprehensive income	1.74	0.57

V Current and non-current provision for Gratuity and Compensated absences

(₹ in crore)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Current provision	8.87	4.33	8.16	3.52
Non-current provision	5.20	15.86	3.54	14.29
Total provision	14.07	20.19	11.70	17.81

VI Maturity profile of Defined Benefit Obligation are as under :-

(₹ in crore)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Gratuity	Compensated absences	Gratuity	Compensated absences
0 to 1 Year	8.87	4.33	8.66	3.52
1 to 5 Years	18.74	4.38	15.36	3.43
5 Year Onwards	40.17	11.48	37.71	10.86

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

VII Movements in the fair value of the plan assets are as follows:

(₹ in crore)

Gratuity	For the Year ended 31 st March, 2024	For the Year ended 31 st March, 2023
Opening fair value of plan assets	50.04	0.02
Return on plan assets (excluding amounts included in net interest expenses)	3.67	0.02
Employer Contribution	-	50.00
Benefits paid	-	-
Closing fair value of the plan assets	53.71	50.04

Note: The Company has invested the plan assets in India only with Life insurance corporation of India & SBI Life and closing value of the plan assets are the fair value of plan assets

VIII Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and withdrawal rate. The sensitivity analysis below have been determined based on reasonably possible changes of respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant

(₹ in crore)

Particulars	For the Year ended 31 st March, 2024		For the Year ended 31 st March, 2023	
	Effect on Gratuity Obligation	Effect on Compensated absences Obligation	Effect on Gratuity Obligation	Effect on Compensated absences Obligation
One percentage point increase in discount rate	(4.70)	(1.46)	(4.35)	(1.38)
One percentage point decrease in discount rate	5.01	1.57	4.64	1.48
One percentage point increase in salary growth rate	5.07	1.59	4.71	1.50
One percentage point decrease in salary growth rate	(4.80)	(1.50)	(4.45)	(1.41)
One percentage point increase in attrition rate	0.55	0.23	0.50	0.20
One percentage point decrease in attrition rate	(0.57)	(0.27)	(0.52)	(0.23)

Note :

- The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
- Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.
- Their was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

47 INFORMATION IN RESPECT OF OPTIONS GRANTED UNDER THE COMPANY'S EMPLOYEE STOCK OPTION SCHEME ('SCHEME'):

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)
1	Date of Shareholders' approval :	28 th September, 2018
2	Total number of Options approved under the Scheme :	16,00,000 (Refer S.No.9 below)
3	Vesting Schedule :	<p>The vesting period for conversion of Options is as follows:</p> <p>On completion of 1 year from the date of grant of the Options: 33% vests</p> <p>On completion of 2 years from the date of grant of the Options: 33% vests</p> <p>On completion of 3 years from the date of grant of the Options: 34% vests</p>
4	Exercise price (Refer S.No.9 below) :	<p>The exercise price has been fixed at ₹ 37.50/- per share of 12,88,000 options granted on 29th October, 2020 by Nomination and Remuneration Committee ("Compensation Committee")</p> <p>The exercise price has been fixed at ₹ 75/- per share of 3,27,000 options granted on 9th July, 2021 by Nomination and Remuneration Committee ("Compensation Committee")</p> <p>The exercise price has been fixed at ₹ 115/- per share of 45,050 options granted on 29th March, 2023 by Nomination and Remuneration Committee ("Compensation Committee")</p>
5	Maximum term of Options granted :	3 years from the date of vesting
6	Source of Shares :	Secondary - Market purchase by Surya Roshni Employees Welfare Trust (Trust)
7	Variation in terms of Options :	None
8	Method used for accounting of : share based payment plans :	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2023-24 is ₹ 2.89 crore (Previous Year – ₹ 3.43 crore)
9	Nature and extent of employee : share based payment plans that existed during the period including the general terms and conditions of each plan	<p>The Company has made sub-division/stock split of its existing 1 (one) Equity Share of ₹ 10/- each fully paid into 2 (two) equity share of ₹ 5/- each fully paid-up w.e.f 6th October,2023 in accordance with provisions of Companies Act,2013 and Listing Regulations as approved by shareholders in the AGM held on 15th September , 2023. Accordingly, the terms of the scheme in respect of No. of options/shares and the price of the same under the scheme are adjusted and restated to give the effect of aforesaid corporate action so as to give true and fair view of the information for better understanding and comparison for 2023-24 and 2022-23.</p> <p>Each Option entitles the holder thereof to apply for and be allotted one Equity Share of the Company of ₹ 5/- each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of three years from the date of vesting. The above is in addition to the other terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore</p>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)			
		As at 31 st March, 2024		As at 31 st March, 2023	
10	Weighted average exercise prices : and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price per Option in ₹	83.49	55.61	
		Weighted average fair value per Option in ₹	187.09	122.67	
11	Option movements during the year	ended 31 st March, 2024		ended 31 st March, 2023	
(a)	Number of options outstanding at the beginning of the year	5,13,830		9,70,560	
(b)	Number of options granted during the year	NIL		45,050	
(c)	Number of options forfeited / lapsed/ surrendered during the year	22,280		1,15,090	
(d)	Number of options vested and exercisable during the year (net of Options lapsed and exercised)	3,69,076		3,69,660	
(e)	Number of options exercised during the year	3,62,400		3,86,690	
(f)	Number of shares arising as a result of exercise of options	3,62,400		3,86,690	
(g)	Number of options outstanding at the end of the year	1,29,150		5,13,830	
(h)	Number of options exercisable at the end of the year	30,566		23,890	
(i)	Money realised by exercise of options (₹ In crore), if scheme is implemented directly by the Company	Not Applicable since the scheme is implemented through Trust			
12	Loan repaid by the Trust during the year from exercise price received in (₹ in crore)	ended 31 st March, 2024		ended 31 st March, 2023	
		1.64		1.71	
13	Summary of the status of Options				
	Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
		No. of Options	Weighted average Exercise Prices (in ₹)	No. of Options	Weighted average Exercise Prices (in ₹)
	Outstanding at the beginning of the year	5,13,830	55.61	9,70,560	47.74
	Add: Granted during the year	NIL	NIL	45,050	115.00
	Less: Lapsed/ surrendered during the year	22,280	65.17	1,15,090	50.33
	Less: Exercised during the year	3,62,400	45.08	3,86,690	44.35
	Outstanding at the end of the year	1,29,150	83.49	5,13,830	55.61
	Options exercisable at the end of the year	30,566	76.65	23,890	48.38
14	Weighted average share price of Shares arising upon exercise of Options	As at 31 st March, 2024		As at 31 st March, 2023	
		₹ 528.26		₹ 248.85	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)					
15	Summary of Options outstanding, scheme-wise:						
	Particulars	As at 31st March, 2024			As at 31st March, 2023		
		No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life	No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life
	Grant date - 29 th October, 2020	12,400	37.50	1.59 Years	3,13,780	37.50	2.59 Years
	Grant date - 9 th July, 2021	77,700	75.00	2.27 Years	1,55,000	75.00	3.27 Years
	Grant date - 29 th March, 2023	39,050	115.00	3.99 Years	45,050	115.00	4.99 Years
16	A description of the method used : during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted	Not Granted during the Year			The fair value of each Option is estimated using the Black Scholes Option Pricing model Weighted average exercise price per Option : ₹ 115.00 Weighted average fair value per Option : ₹ 219.96		
	The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:					
		Particulars	During the Financial year 2023-24		During the Financial year 2022-23		
		(i) Risk-free interest rate	Not Granted during the Year		7.12% to 7.16%		
		(ii) Expected life			2.5 to 4.5 years		
		(iii) Expected volatility			50.97% to 53.15%		
		(iv) Expected dividends			1.80%		
		(v) The price of the underlying shares in market at the time of Option grant			₹ 321.98		
17	Methodology for determination of expected volatility	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements and the movement due to abnormal events if any gets evened out. Estimates of expected future long term volatility should be based on historical volatility for a period that approximates the expected life of the options being valued.					

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	SRL- ESOS (2018)			
18	Options granted to :	As provided below:			
	(a) Senior managerial personnel	Name	Designation	During the financial year 2023-24	During the financial year 2022-23
		Jitendra J Agrawal	CEO- Lighting & Consumer Durables	NIL	13,050
	The Optionees were granted Options on :			Not Granted during the Year	29 th March, 2023 at the exercise price of ₹ 115.00 per Option
	(b) Any other employee who : received a grant on any one year of Options amounting to 5% or more of the Options granted during the year.	None			
	(c) Identified employees who were : granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	None			

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)	
1	Date of Shareholders' approval	: 19 th June, 2021	
2	Total number of Options approved under the Scheme	: 16,00,000 (Refer S.No.9 below)	
3	Vesting Schedule	: The vesting period for conversion of Options is as follows:	
		On completion of 1 year from the date of grant of the Options: 33% vests	
		On completion of 2 years from the date of grant of the Options: 33% vests	
		On completion of 3 years from the date of grant of the Options: 34% vests	
4	Exercise price (Refer S.No.9 below)	: The exercise price has been fixed at ₹ 150/- per share of options granted on 9 th July, 2021 by Nomination and Remuneration Committee ("Compensation Committee")	
5	Maximum term of Options granted	: 3 years from the date of vesting	
6	Source of Shares	: Secondary - Market purchase by Surya Roshni Employees Welfare Trust (Trust)	
7	Variation in terms of Options	: None	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)		
8	Method used for accounting of : share based payment plans	The employee compensation cost has been calculated using the fair value method of accounting for Options issued under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2023-24 is ₹ 3.49 crore (Previous Year – ₹ 3.58 crore)		
9	Nature and extent of employee : share based payment plans that existed during the period including the general terms and conditions of each plan	<p>The Company has made sub-division/stock split of its existing 1 (one) Equity Share of ₹ 10/- each fully paid into 2 (two) equity share of ₹ 5/- each fully paid-up w.e.f 6th October, 2023 in accordance with provisions of Companies Act, 2013 and Listing Regulations as approved by shareholders in the AGM held on 15th September, 2023. Accordingly, the terms of the scheme in respect of No. of options/shares and the price of the same under the scheme are adjusted on proportionate basis and restated to give the effect of aforesaid corporate action so as to give information for better understanding and comparison for the 2023-24 and 2022-23.</p> <p>Each Option entitles the holder thereof to apply for and be allotted one Equity Share of the Company of ₹ 5/- each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of three years from the date of vesting. The above is in addition to the other terms and conditions provided in the table under Serial Nos. (3) to (5) hereinbefore</p>		
10	Weighted average exercise prices : and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock		As at 31st March, 2024	As at 31st March, 2023
	Weighted average exercise price per Option in ₹		75.00	75.00
	Weighted average fair value per Option in ₹		188.24	188.24
11	Option movements during the year	ended 31st March, 2024	ended 31st March, 2023	
	(a) Number of options outstanding at the beginning of the year	4,38,374	6,66,750	
	(b) Number of options granted during the year	NIL	NIL	
	(c) Number of options forfeited / lapsed/surrendered during the year	26,290	48,520	
	(d) Number of options vested and exercisable during the year (net of Options lapsed and exercised)	1,94,684	2,07,554	
	(e) Number of options exercised during the year	2,08,202	1,79,856	
	(f) Number of shares arising as a result of exercise of options	2,08,202	1,79,856	
	(g) Number of options outstanding at the end of the year	2,03,882	4,38,374	
	(h) Number of options exercisable at the end of the year	14,180	27,698	
	(i) Money realised by exercise of options (₹ In crore), if scheme is implemented directly by the group.	Not Applicable since the scheme is implemented through Trust		
12	Loan repaid by the Trust during the year from exercise price received	ended 31st March, 2024	ended 31st March, 2023	
		1.56	1.35	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)				
13	Summary of the status of Options					
	Particulars	As at 31st March, 2024		As at 31st March, 2023		
		No. of Options	Weighted average Exercise Prices (in ₹)	No. of Options	Weighted average Exercise Prices (in ₹)	
	Outstanding at the beginning of the year	4,38,374	75.00	6,66,750	75.00	
	Add: Granted during the year	NIL	75.00	NIL	75.00	
	Less: Forfeited/ Lapsed/surrendered during the year	26,290	75.00	48,520	75.00	
	Less: Exercised during the year	2,08,202	75.00	1,79,856	75.00	
	Outstanding at the end of the year	2,03,882	75.00	4,38,374	75.00	
	Options exercisable at the end of the year	14,180	75.00	27,698	75.00	
14	Weighted average share price of Shares arising upon exercise of Options	As at 31st March, 2024		As at 31st March, 2023		
		₹ 503.95		₹ 219.43		
15	Summary of Options outstanding, scheme-wise:					
	Particulars	As at 31st March, 2024			As at 31st March, 2023	
		No. of Options outstanding	Range of Exercise Price (₹)	Weighted average remaining contractual life	No. of Options outstanding	Range of Exercise Price (₹)
	SRL- ESOS (2021)	2,03,882	75	2.27 Years	4,38,374	75
16	A description of the method used : during the year to estimate the fair values of Options, the weighted average exercise prices and weighted average fair values of Options granted	Not Granted during the Year			Not Granted during the Year	
	The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:				
	Particulars	During the Financial year 2023-24		During the Financial year 2022-23		
	(i) Risk-free interest rate	Not Applicable		Not Applicable		
	(ii) Expected life					
	(iii) Expected volatility					
	(iv) Expected dividends					
	(v) The price of the underlying shares in market at the time of Option grant					

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Particulars (during the financial year ended 31 st March, 2024)	Surya Roshni Limited Employees Stock Option Scheme - 2021 (SRL ESOS-2021)		
17	Methodology for determination of expected volatility :	<p>The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time.</p> <p>The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements and the movement due to abnormal events if any gets evened out. Estimates of expected future long term volatility should be based on historical volatility for a period that approximates the expected life of the options being valued.</p>		
18	Options granted to :	As provided below:		
	(a) Senior managerial personnel	Name	Designation	During the financial year 2023-24
				During the financial year 2022-23
		Not Granted during the Year		
	(b) Any other employee who received a grant on any one year of Options amounting to 5% or more of the Options granted during the year. :		None	
	(c) Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Group at the time of grant. :		None	

48 RELATED PARTY TRANSACTIONS

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported here

List of related parties

1 Key Management Personnel

S. No.	Name	Designation
1	Mr. Jai Prakash Agarwal	Executive Chairman
2	Mr. Raju Bista	Managing Director
3	Mr. Vinay Surya	Managing Director
4	Mr. Kaustubh N Karmarkar	Whole Time Director
5	Mrs. Urmil Agarwal	Director
6	Mr. Tara Sankar Sudhir Bhattacharya	Independent Director
7	Mr. Surendra Singh Khurana	Independent Director
8	Mr. Sunil Sikka	Independent Director
9	Ms. Suruchi Agarwal	Independent Director
10	Mr. Tekan Ghanshyam Keswani (w.e.f. 28 th October, 2022)	Independent Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

S. No.	Name	Designation
11	Mr. Naresh Agarwal (w.e.f. 4 th November, 2022)	Independent Director
12	Mr. Pramod Jain (from 27 th November, 2021 to 21 st September, 2022)	Independent Director
13	Mr. Krishan Kumar Narula (up to 4 th September, 2022)	Independent Director
14	Mr. Sudhanshu Kumar Awasthi (up to 4 th September, 2022)	Independent Director
15	Mr. Bharat Bhushan Singal	CFO & Company Secretary
16	Mr. Jitendra J Agrawal (w.e.f. 10 th November, 2022)	CEO- Lighting & Consumer Durables
17	Mr. Nirupam Sahay (from 29 th October, 2020 to 31 st May, 2022)	Ex-ED & CEO Lighting
18	Mr. Tarun Baldua (upto 30 th November, 2023)	Ex-ED and CEO- Steel Operations

2 Relatives of key management personnel where transactions have taken place

S.No.	Name of Relatives	Relationship
1	Mr. Rajesh Bista	Brother of Mr. Raju Bista
2	Mrs. Puja Surya	Spouse of Mr. Vinay Surya
3	Master Jaivardhan Surya	Son of Mr. Vinay Surya
4	Ms. Parinistha Surya	Daughter of Mr. Vinay Surya
5	Ms. Vasudha Surya	Daughter of Mr. Vinay Surya
6	Mrs. Bharti Bangur	Daughter of Mr. Jai Prakash Agarwal
7	Mrs. Padmini Agarwal	Daughter of Mr. Jai Prakash Agarwal
8	Mr. Basu Dev Agarwal (Demise on 4 th March, 2024)	Father of Mr. Jai Prakash Agarwal

i Compensation of Key Management Personnel of the Company

(₹ in crore)

S. No.	Nature of transaction/ relationship	For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
a)	Short Term Benefit (See notes below)	20.47	15.51
b)	Directors commission	26.68	16.06
	Total Short-Term benefits	47.15	31.57
c)	Director sitting Fee's	0.45	0.49

Notes:

- Short-term benefits comprises the expenses recorded under the head employee benefit expenses (eg. Salary and wages, contribution to provident fund, NPS, Leave encashment payments, and taxable value of perquisites etc..)
- The liability for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.
- The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.
- The Company has granted Stock Options to eligible employees, including Executive Directors and KMPs, under its Employee Stock Option Schemes [within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended]. However, in accordance with Ind AS -102, the Company has recorded employee benefits expense by way of share based payments to employees at ₹ 6.38 crore for the year ended 31st March, 2024 [2023 - ₹ 7.01 crore].

(₹ in crore)

S. No.	Nature of transaction/ relationship	For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
ii	Dividend paid to Key Management Personnel	1.50	1.17
iii	Payment of Salaries and perquisites to relatives of Key Management Personal	1.09	0.81
iv	Dividend paid to relatives of Key Management Personnel	0.95	0.74

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

49 SEGMENT INFORMATION

Description of segments and principal activities

The Chief operational decision makers (CODM) monitor the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/ services and have been identified as per the quantitative criteria specified in the Ind AS.

Specifically, the Group's reportable segments under Ind AS are as follows:

- 1 Steel Pipe and Strips (comprises Steel pipes and cold rolled strips)
- 2 Lighting and consumer durables (comprises Lamps, fittings, street light, fans, electric appliances and allied items)

Identification of Segments:

For financial statements presentation purposes, these individual operating segments have been aggregated into a single operating segment after taking into consideration the similar nature of the products, production processes and other risk factors. For financial statements presentation purposes, these individual operating segment's have been aggregated into a single operating segment taking into account the following factors:

- i. These operating segments have similar long-term gross profit margins;
- ii. The nature of the products and production processes are similar; and
- iii. The methods used to distribute the products to the customer are same

The additional factors taken into consideration for aggregation into a single operating segment are as follows:

- i. Operating revenues and expenses related to both third party and inter-segment transactions are included in determining the segment results of each respective segment.
- ii. Finance expense incurred are not allocated to individual segment and the same has been reflected at the Company level for segment reporting.
- iii. Segment assets represent assets directly managed by each segment, and primarily include receivables, property, plant and equipment, intangibles, inventories, operating cash and bank balances, inter-segment assets and exclude derivative financial assets, deferred tax assets and income tax recoverable.
- iv. Segment liabilities comprise operating liabilities and exclude external borrowings, provision for taxes, deferred tax liabilities and derivative financial liabilities.
- v. Segment capital expenditure comprises additions to property, plant and equipment and intangible assets (net of rebates, where applicable).
- vi. Unallocated expenses/ results, assets and liabilities include expenses/ results, assets and liabilities (including inter-segment assets and liabilities) and other activities not allocated to the operating segments. These also include current taxes, deferred taxes and certain financial assets and liabilities not allocated to the operating segments.

i. Segment revenues and results

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Segment revenue	Steel Pipe and Strips	6,241.78	6,451.89
	Lighting and consumer durables	1,571.94	1,545.17
		7,813.72	7,997.06
Less : Inter Segment revenue		4.45	0.35
		7,809.27	7,996.71
Segment profit (earning before interest and taxes)	Steel Pipe and Strips	347.27	408.62
	Lighting and consumer durables	121.77	95.48
		469.04	504.10
Finance costs		24.05	44.85
Profit before tax		444.99	459.25
Tax expense		115.83	123.73
Profit after tax		329.16	335.52

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

ii. Segment Assets and Liabilities

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Segment assets	Steel Pipe and Strips	1,985.47	2,170.13
	Lighting and consumer durables	936.26	887.04
	Total Segment assets	2,921.73	3,057.17
	Unallocated assets	-	-
		2,921.73	3,057.17
Segment liabilities	Steel Pipe and Strips	303.57	290.47
	Lighting and consumer durables	384.92	419.01
	Total Segment Liabilities	688.49	709.48
	Unallocated Liabilities	66.85	484.10
		755.34	1,193.58

Notes :

- I Unallocated assets comprises of income tax refundable.
- II Unallocated liabilities comprises of borrowings, provision for income tax, deferred tax etc.

iii. Other segment information

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
Cost incurred on acquisition of Property, plant and equipment	Steel Pipe and Strips	21.71	19.51
	Lighting and consumer durables	28.36	21.17
		50.07	40.68
Depreciation and amortisation expense of Property, plant and equipment	Steel Pipe and Strips	88.61	88.55
	Lighting and consumer durables	22.94	20.59
		111.55	109.14

iv. Geographical information

The Group operates in seven geographical areas: India (country of domicile), Asia, Africa, North-America, Central America, South-America and Europe.

The Group's revenue from operations from customers by location of operations and information about its non-current assets by location of assets are detailed below:

a. Revenue from external customers

		(₹ in crore)	
Particulars		For the Year Ended 31 st March, 2024	For the Year Ended 31 st March, 2023
India		6,641.96	6,732.35
Outside India		1,167.31	1,264.36
Total		7,809.27	7,996.71

b. Non-current assets

		(₹ in crore)	
Particulars		As at 31 st March, 2024	As at 31 st March, 2023
Non-Current Assets	Within India	925.99	969.74
	Outside India	Nil	Nil
		925.99	969.74

v. Information about major customers

The Group do not have single customer from whom the revenue is not less than 10 % of the revenue from external customers of the Company

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

50 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

(₹ in crore)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Dividend proposed for Equity shareholders @ ₹ 2.50 per share of ₹ 5/- each (previous year ₹4.00/- per share of ₹10/- each)	27.20	21.76

There are no other significant subsequent event items which require an adjustment in financial statements.

51 FINANCIAL INSTRUMENTS

Fair value of financial assets and liabilities

The value of financial assets and liabilities by categories were as follows:

As at 31st March, 2024

(₹ in crore)

S. No.	Particulars	Measured at Amortised cost	Measured at Fair Value (Level 2)	Total carrying value
Assets:				
i	Cash and cash equivalents	34.99		34.99
ii	Bank Balances other than (ii) above	10.58		10.58
iii	Trade receivables	718.08		718.08
iv	Other financial assets	74.30	0.05	74.35
	Total	837.95	0.05	838.00
Liabilities:				
i	Non Current Borrowings	-	-	-
ii	Current Borrowings	3.73	-	3.73
iii	Trade payables	368.68	-	368.68
iv	Lease liabilities	12.28	-	12.28
v	Other financial liabilities	191.78	-	191.78
	Total	576.47	-	576.47

The financial assets measured at fair value are derivative contracts outstanding as at 31st March, 2024.

As at 31st March, 2023

(₹ in crore)

S. No.	Particulars	Measured at Amortised cost	Measured at Fair Value (Level 2)	Total carrying value
Assets:				
i	Cash and cash equivalents	1.11	-	1.11
ii	Bank Balances other than (ii) above	0.52	-	0.52
iii	Trade receivables	746.92	-	746.92
iv	Other financial assets	76.22	0.53	76.75
	Total	824.77	0.53	825.30
Liabilities:				
i	Non Current Borrowings	-	-	-
ii	Current Borrowings	403.94	-	403.94
iii	Trade payables	406.56	-	406.56
iv	Lease liabilities	13.83	-	13.83
v	Other financial liabilities	164.35	-	164.35
	Total	988.68	-	988.68

The financial assets measured at fair value are derivative contracts outstanding as at 31st March, 2023.

The fair value hierarchy is based on inputs to valuation techniques that are use to measure fair value that are either observable or unobservable and consists of the following three levels :

Level 1:	Quoted prices in active markets for identical assets and liabilities
Level 2:	Directly or indirectly observable market inputs, other than Level 1 inputs. This includes the assets and liabilities carried at forward contract rates / prevailing exchange rate at year end and assets carried at present value using appropriate discounting rate
Level 3:	Inputs which are not based on observable market data.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

52 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Risk Management Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Risk Management committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Risk Management Committee. The Group is exposed to financial market risk, credit risk and liquidity risk.

I Financial Market risk

Financial market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of financial instrument. The value of a financial instrument may change as a result of change in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency trade receivables, trade payables and borrowings.

a Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. In order to optimise the Company's position with regards to interest and to manage the interest rate risk, finance department performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate with reset clause and floating rate financial instruments in its total portfolio. The borrowings of the Group are on floating interest rate along with periodical interest reset.

The Group is not exposed to significant interest rate risk at the respective reporting dates. With all other variables held constant, the following table demonstrates the impact of borrowing cost on floating rate portion of loans and borrowings are taken.

(₹ in crore)

Interest rate sensitivity	Effect on profit before tax	
	Decrease by 50 basis point	Increase by 50 basis point
For the year ended 31 st March, 2024	0.02	(0.02)
For the year ended 31 st March, 2023	2.02	(2.02)

b Foreign currency risk

The Group transacts business primarily in Indian Rupee, USD and Pound sterling (GBP). The Group has taken foreign currency loans and has trade payables as well as receivables in foreign currency. The Group evaluates foreign currency exposure time to time and follows established risk management policies by taking foreign exchange forward contracts mostly with a maturity less than one year from the reporting date. The Group do not use derivate financial instrument for trading or speculation purpose to hedge exposure of foreign currency risk. The particulars of forward contract taken are given below :-

Particulars	Type	No. of Contract	USD (million)	Equivalent (₹ In crore)
As at 31 st March, 2024	Sell	17	12.05	100.5
	Buy	10	4.51	37.58
As at 31 st March, 2023	Sell	21	13.69	112.47
	Buy	29	11.16	91.71

The net foreign currency exposure towards pending import /(export) orders in hand stands at (USD 5.86 million) as at 31st March, 2024 (Previous year (USD 6.32 million)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

II Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and cash and cash equivalents. To manage this, the Group periodically assesses the financial risk limits of the customers, taking into account the payment behaviour, aging of outstanding, credit ratings, current economic trends, and analysis of historical bad debts, Further the Group makes provision for bad and doubtful debts on trade receivables based on Expected Credit loss (ECL) method based on provision matrix.

Trade Receivable

The Company's exposure to credit risk is influenced by the individual characteristics of each customer, Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company has a detailed review mechanism of overdue trade receivables at various levels in the organisation to ensure proper attention and focus on realisation.

Expected credit loss assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the Group to determine incurred and expected credit losses. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk

The movement in the allowances for impairment in respect of trade receivables during the year was as follows:

Particulars	(₹ in crore)	
	As at 31 st March, 2024	As at 31 st March, 2023
Opening Balances	7.18	7.03
Add : Impairment loss recognised	0.06	0.15
Less : Impairment Loss Reversed/Bad debts written off	0.44	-
Closing balance	6.80	7.18

Cash and Cash Equivalents, Deposit in Banks and other Financial instruments

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. For other financial assets the Company monitors ratings, credit spreads and financial strengths of its counterparties. Based on its ongoing assessment of the counter party's risk, the Company adjust its exposures to various counter parties. Based on the assessment there is no impairment in other financial assets.

III Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department manage the liquidity through verity of sources of borrowings, by ensuring sufficient liquidity to meet its liabilities when due, under all circumstances, without incurring unacceptable losses or risk to the Company's reputation. The current committed working capital facilities are used 40% to 50% and sufficient to meet its requirement. The Company monitor rolling forecast for its liquidity requirements.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

As at 31 st March, 2024	(₹ in crore)			
	Less than 1 year	1 year - 5 years	Above 5 years	Total
Non Current Borrowings	-	-	-	-
Current Borrowings	3.73	-	-	3.73
Trade payables	368.68	-	-	368.68
Lease liabilities	5.82	6.46	-	12.28
Other financial liabilities	171.48	20.30	-	191.78
Total	549.71	26.76	-	576.47

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

(₹ in crore)

As at 31 st March, 2023	Less than 1 year	1 year - 5 years	Above 5 years	Total
Non Current Borrowings	-	-	-	-
Current Borrowings	403.94	-	-	403.94
Trade payables	406.56	-	-	406.56
Lease liabilities	7.01	6.82	-	13.83
Other financial liabilities	150.46	13.89	-	164.35
Total	967.97	20.71	-	988.68

53 CAPITAL MANAGEMENT

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Group's Capital Management is to maximise shareholder value. The Board of Directors monitors the return on capital, dividend to shareholders, maintain balance between capital and borrowing in the light of changes in economic environment and the business requirements. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings

Further the Group monitors capital using gearing ratio, which is net debt divided by Equity and net debt. as under: -

(₹ in crore)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Debt (consist of long term and short term borrowings refer note 17 and 22)	3.73	403.94
Less: Cash and cash equivalents	34.99	1.11
Net Debt	(31.26)	402.83
Equity	2,166.39	1,863.59
Equity and Net Debt	2,135.13	2,266.42
Gearing ratio in %	NIL	17.77%

Ratios

Particulars	Numerator	Denominator	As at 31 st March 2024	As at 31 st March 2023	Variance in %
Current Ratio (In Times)	Current Assets	Current Liabilities	3.06	1.92	59.38
Debt-Equity Ratio (In times)	Total Debt (Term Loans and Working Capital Loans)	Equity	NIL	0.22	(100.00)
Debt Service Coverage Ratio (In times)	Earnings before Interest , Depreciation and Exceptional Items	Interest + Regular Repayments of long term loans	19.1	11.28	69.33
Return on Equity Ratio in %	Profit after Tax	Average Net Worth	16.34	19.67	(16.93)
Inventory turnover ratio (In Times)	Cost of Goods Sold	Inventories	5.59	5.40	3.52
Trade Receivable turnover ratio (In Times)	Revenue from Operation	Trade Receivable	10.88	10.71	1.59
Trade Payables turnover ratio (In Times)	Cost of Goods Sold	Trade Payable	16.48	15.30	7.71
Net Capital turnover ratio (In Times)	Turnover	Net Worth	3.60	4.29	(16.08)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

Particulars	Numerator	Denominator	As at	As at	Variance in %
			31 st March 2024	31 st March 2023	
Net Profit ratio (in %)	Profit after Tax	Turnover	4.21	4.20	0.24
Return on Capital employed in %	Profit before Interest and Tax	Average Capital Employed	21.14	22.94	(7.85)

Reasons for change in the ratio by more than 25% as compared to the preceding year

- Current Ratio improved due to substantial reduction in Current Liabilities in comparison to last year whereas no major change in Current assets.
- Debt Equity Ratio reduced to Nil due to Debt free and Cash surplus.
- Debt Service Coverage Ratio improved due to substantial reduction in Interest cost and NIL debt repayment obligation with no major change in earnings of current year.

ESOS- Loan to Employees Welfare Trust

The Company has introduced Employees Stock Option schemes for its employees and hold 3,33,032 Treasury equity shares of ₹ 5/- each as on 31st March, 2024 (12,07,374 Treasury equity shares of ₹ 5/- each as on 31st March, 2023 re-stated on account of sub-division of shares w.e.f. 06th October'2023) acquired by way of secondary acquisition through Surya Roshni Employees Welfare Trust and for the same provided funds by way of interest free loan to the Trust in compliance of Provisions of The Companies Act, 2013 and SEBI(SBEB Regulations),2014 as amended having outstanding balance of ₹ 7.67 crore as on 31st March, 2024 (₹ 25.22 crore as on 31st March, 2023).

54 ADDITIONAL INFORMATION

- All title deeds of Immovable properties are held in name of the respective Companies;
- The Group has no investment property hence disclosure of fair value of investment property is not applicable;
- The Group has not revalued its Property, Plant and Equipment (including Right-of-Use Assets), hence disclosure on the basis of its revaluation is not applicable;
- The Group has not revalued its intangible assets hence disclosure on the basis of its revaluation is not applicable;
- No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) , either severally or jointly with any other person, that are:
 - Repayable on demand; or
 - Without specifying any terms or period of repayment,
- No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts;
- The Group is not a declared wilful defaulter by any bank or financial institutions or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India;
- The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956;
- No charges or satisfaction are yet to be registered with ROC beyond the statutory period;
- The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017;
- No Scheme of Arrangement has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 during the year;
- (A) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities(Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024 (Contd.)

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (xiv) The Group has not traded or invested in Crypto currency or Virtual currency during the financial year, hence disclosure is not required;
 - (xv) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date;
 - (xvi) There are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income-Tax Act, 1961, that has not been recorded in the books of account.
- 55** The Group has perpetual system of balance confirmation and reconciliation of Trade receivables and Trade payables, however at year end some of the balances remain subject to confirmation and reconciliation.

56 Previous Period figures are regrouped /reclassified wherever necessary in line with requirement of Schedule III to the Companies Act 2013.

57 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	as % of consolidated net assets	Amount	as % of consolidated profit or loss	Amount	as % of consolidated other comprehensive income	Amount	as % of consolidated total comprehensive income	Amount
Surya Roshni Limited	99.86	2,163.45	99.91	328.86	100.00	(1.31)	99.91	327.55
Indian Subsidiary								
Surya Roshni LED Lighting Projects Limited	0.14	2.94	0.09	0.30	-	-	0.09	0.30
Consolidated	100.00	2,166.39	100.00	329.16	100.00	(1.31)	100.00	327.85

58 APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved for issue by the Board of Directors on 14th May, 2024

As per our report of even date

For and on behalf of the Board

For Ashok Kumar Goyal & Co.
Chartered Accountants
(Firm Registration No. ICAI: 02777N)

Vinay Surya
Managing Director
DIN: 00515803

Raju Bista
Managing Director
DIN: 01299297

J P Agarwal
Chairman
DIN: 00041119

CA. Ashok Kumar Goyal
Partner FCA
Membership no. 017644

B B Singal
Chief Financial Officer &
Company Secretary

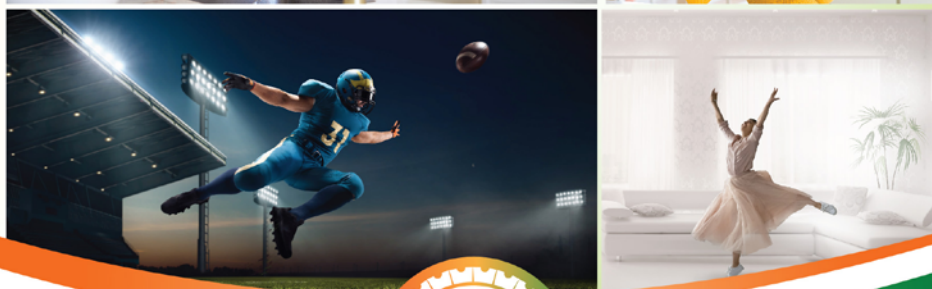
Jitendra J Agrawal
CEO (Lighting & Consumer Durables)

Place : New Delhi
Dated : 14th May, 2024

SURYA

Celebrating the freedom to live comfortably!

As we celebrate our nation's freedom, let's enhance our homes with the brilliance of Surya products. Everything that Surya manufactures is not merely about making our lives better; it symbolizes the freedom and progress we cherish as well. Just as our country shines with the spirit of independence, Surya brings alive every corner of our homes, offering convenience, comfort and clarity to our lives. This Independence Day, let's celebrate the spirit of freedom with Surya, make our homes shine with pride.



I am **SURYA**

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TOLL FREE
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SURYA

SURYA ROSHNI LIMITED

CIN – L31501HR1973PLC007543

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E-mail: investorgrievances@sroshni.com, Website: www.surya.co.in

Regd. Office: Prakash Nagar, Delhi - Rohtak Road, Sankhol

Bahadurgarh - 124507 (Haryana)

Tel: +01276-241840, 8813874800



PIPES



LIGHTING



FANS



APPLIANCES

NOTICE

SURYA

Regd. Office: Prakash Nagar, Sankhol, Bahadurgarh – 124507 (Haryana)

Corporate Identity Number (CIN) – L31501HR1973PLC007543

Phone: +91-1276- 241540 Fax No. +91-1276-241886

Website: www.surya.co.in, Email id: investorgrievances@sroshni.com

Notice is hereby given that the Fifty first (51st) Annual General Meeting of the members of **SURYA ROSHNI LIMITED** ("the Company") will be held on **Wednesday, the 4th September, 2024 at 12:00 noon**, through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended 31st March, 2024 and the report of Auditors thereon.
2. To declare final dividend of ₹2.50/- per equity share for the financial year ended 31st March, 2024.
3. To appoint Mr. Raju Bista (Director Identification No. – (01299297) who retires by rotation as a Director and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Raju Bista (DIN: 01299297), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**
"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company or a Committee of Directors authorised by the Board in this behalf for creating such mortgage and / or charge of all the immovable and movable properties of the Company where so

ever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Limited and / or Punjab National Bank, acting for itself and as an agent of Banks to secure the Working Capital Limits including CEL Limits for forward cover of ₹ 1,40,000 lakh, secured on Second Charge basis, lent and advanced / agreed to be lent and advanced by State Bank of India, Punjab National Bank, IDBI Bank Ltd., HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India to the Company, together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, IDBI Bank Ltd., HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans together with interest thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of Directors authorised by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/ or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution."

5. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, the Cost Auditor M/s R J Goel & Co. (a Cost Audit firm FRN:000026), who was appointed by the Board of Directors of the Company to conduct the audit of its cost records for the financial year ending 31st March, 2025, at a remuneration of ₹ 6,50,000 (Rupees Six lakh fifty thousand only) be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters, things and take all such steps as may be necessary desirable or expedient to give effect to this resolution.”

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)

Dated: 09th August, 2024

By order of the Board

B. B. SINGAL

CFO & Company Secretary
Membership No. ACS-10781

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos, 20/2020, 02/2022, 10/2022 and 09/2023 dated 5th May, 2020, 5th May, 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 11th July, 2023 and 7th October 2023 notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories at the close of the business hours on Friday, 9th August, 2024. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.surya.co.in and also on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
However, a member may request hard copy of the same via writing us at cs@surya.in
6. **In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing its members facility to exercise their right to vote on the Items of Business given in the AGM Notice dated 9th August, 2024 proposed to be passed in the Annual General Meeting (“meeting”) of the Company scheduled to be held on Wednesday, 4th September, 2024 through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”), The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting). The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting platform to members. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL The process of remote e-voting shall be as follows:**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, 30th day of August, 2024 at 9:00 A.M. (IST) and ends on Tuesday, 3rd day of September, 2024 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 28th August, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being 28th August, 2024.

Process to vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

I. Access to Depositories e-voting system in case of Individual Members holding shares in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If members are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name on e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name on e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	Members can also login using the login credentials of its demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name on e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 / 022-24997000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Access to NSDL e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

Step 1:

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Instructions:

- a) Any person who becomes members of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 28th August, 2024, will follow the above stated procedure or obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company Registrar - MAS Services Limited at investor@masserv.com.
- b) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the Board Resolution /Authority Letter / Power of Attorney (POA) etc. together with attested specimen signature of the authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in.
- c) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 / 022-24997000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.
- e) Members can also download the notice of the meeting at www.surya.co.in for exercising their e-voting rights.
- f) Members who have cast their vote through remote e-voting prior to the meeting may attend the meeting but shall not be allowed to cast their vote again.
- g) Mr. Ankit Singhi, (FCS No. 11685, C.P. No. 16274) Partner, M/s PI & Associates, Practicing Company Secretary (PR No. 1498/2021) failing which Mr. Nitesh Latwal, (ACS No.32109, C.P. No. 16276) Partner, M/s PI & Associates, shall

act as the Scrutinizer as appointed by the Board for conducting the entire voting process in a fair and transparent manner in accordance with the applicable provisions of the Act & Rules.

- h) At the end of the Annual General Meeting voting exercise, Scrutinizer will download the entire voting data using its scrutinizer login.
- i) The Scrutinizer will submit his final report after the conclusion of the Annual General Meeting but not later than 2 (two) working days from the conclusion of AGM to the Chairman of the meeting or to the Company Secretary of the Company.
- j) The Chairman of the meeting or the Company Secretary of the Company shall announce the result of voting on the resolutions taken up at the 51st Annual General Meeting on or after submission of final report by the Scrutinizer.
- k) The results along with the Scrutinizer's Report, will be placed on the Company's website at www.surya.co.in and the website of NSDL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

The Instructions for Members for E-Voting on the day of the AGM are as under:

- i) The procedure for e-Voting on the day of the AGM is as per the instructions mentioned overleaf.
- ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for Attending the AGM through VC / OAVM are as under:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for

Access to NSDL e-Voting system. After successful login, members can see link of "VC/OAVM link" placed under "**Join Annual General Meeting**" menu against company name. Members are requested to click on VC/OAVM link placed under Join Annual General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investorgrievances@sroshni.com atleast 48 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS OF SHAREHOLDERS AND GETTING COPY OF NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT 2023-24

- (i) Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by filling Form ISR-1 and sending the scanned copy of the Form mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhaar Card, Driving

Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2023-24 along with AGM Notice by email to investor@masserv.com. Members holding shares in demat form can update their email address with their Depository Participants and send scan copy of client master to investor@masserv.com.

- (ii) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
 - (iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - (iv) In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - (v) A member can also register his/her email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate Office, or at our E-mail ID: investorgeivances@sroshni.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
7. A statement pursuant to Section 102(1) of the Companies Act, 2013, are annexed hereto.
 8. The recorded transcript of the forthcoming AGM on 4th September, 2024, shall also be made available on the website of the Company www.surya.co.in.
 9. The Record date for taking into account the list of shareholders for final dividend entitlement is **23rd August, 2024**.
 10. The final dividend on Company's Equity Shares for the year ended 31st March, 2024, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Friday, 23rd August, 2024**.

- (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, 23rd August, 2024**.

11. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2024-25 does not exceed ₹ 5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All relevant documents referred to in the Notice or in the accompanying Statement can be obtained for inspection by writing to the Company at its email ID cs@surya.in on all working days till the date of AGM.

13. Pursuant to the provisions of Section 124(5) and (6) of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) vide notification dated 28th February, 2017 and 16th October, 2017 has notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2017 ('IEPF Rules') and inter-alia specified the manner for transfer of Unclaimed Dividend along with the shares, in respect of which dividend is unpaid or unclaimed for a period of seven years, to Investor Education and Protection Fund (IEPF) established by the Central Government. During the year, the Company has transferred 33,232 equity shares to IEPF Account as tabulated below in respect of which dividend stands unclaimed for a continuous period of seven years starting from F.Y - 2015-16 onwards. Disclosure with respect to transfer of shares to IEPF account as per the provisions of

section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Year	Total No. of Shareholders at the beginning of the year	Outstanding Shares in IEPF demat suspense account at the beginning of the year*	Total No. of Shareholders whose shares are transferred to IEPF demat suspense account during the year	Total No. of Shares transferred to IEPF suspense account during the year	Total No. of Shareholders who approached the company for transfer of shares from IEPF suspense account during the year	No. of Shareholders to whom shares were transferred from IEPF Suspense Account during the year	No. of Shares Transferred from IEPF Suspense Account during the year	Aggregate No. of shareholders in demat suspense account lying at the end of the year.	Outstanding Shares in demat suspense account lying at the end of the year.	Voting Rights Frozen
2023-24	2,115	4,80,298	134	33,232	20	6	1,298	2,243	5,12,232	Nil

*On account of sub-division / stock split of its existing 1 (one) Equity Share of the face value of Rs. ₹10/- each fully paid up into 2 (two) equity shares of the face value of ₹5/- each fully paid-up w.e.f. 6 th October, 2023, the shares in the IEPF transferred / claimed are re-stated for the FY 2023-24

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more i.e. for FY-2016-17 to 2023-24 shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers. The list of the shareholders whose shares are due for transfer during the year is also be available on the website of the Company www.surya.co.in under Investor.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

- The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 (now rescinded by Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023) read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.
- 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 and the bank account details maintained by the RTA for payment of dividend to Members only electronically by rescinded the SEBI circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, all dividend payments after 31st March, 2024, will be processed only electronically. Further, relevant FAQs have also been published by SEBI on its website at the following web link for investor awareness: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc.

In view of the above, shareholders of the Company holding securities in physical form are hereby provide the **procedure for updation of bank details:**

a) In case of shares are held in Physical mode

Sr. No.	Details to be updated or incorporated	Document required	Form required
1.	PAN(S) (including of joint holder)	Self-attested copy of PAN card (please make sure PAN to be linked with Aadhaar)	ISR-1
2.	Change of address	Copy of any one : Unique Identification Number (UID)(Aadhaar),Valid Passport, Registered Lease or Sale Agreement of Residence, Driving License, Flat Maintenance	ISR-1

Sr. No.	Details to be updated or incorporated	Document required	Form required
		bill, Utility bills like Telephone bill (only land line) Electricity bill or Gas bill not more than 3 months old), Id card/document with address issued by any of the following : Central/State Government and its departments (duly attested by their employer), The Proof of Address in the name of the spouse, Client Master List provided by Depository Participant.	
3.	Email id	Mention e-mail id in ISR-1	ISR-1
4.	Mobile Number	Mention mobile number in ISR-1	ISR-1
5.	Bank detail	Original cancelled cheque (shareholder name printed on it); or Bank passbook/statement attested by bank	ISR-1
6.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) or Bank passbook/statement attested by bank and signature attested by bank on ISR-2	ISR-2 & ISR-1
7.	Incorporation of Nomination	Detail of nominee in SH-13	SH-13
8.	Cancellation or Change of Nomination	Detail in SH-14	SH-14
9.	Declaration to opt-out of nomination	Declaration in ISR-3	ISR-3

The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e. www.masserv.com or Company's website i.e. <https://surya.co.in/investor-relations/investor-information/#kyc-forms/> For any queries in this regard send an e-mail request at investor@masserv.com.

Shareholder(s) are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the company RTA MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 110020, Ph. : 011-26387281-82-83, Website: www.masserv.com

Email:- investor@masserv.com

The scan copies of the documents may also be e-mailed through your registered email id with MAS Services Limited (RTA) at the e-mail id investor@masserv.com duly e-Signed on the forms and all proofs.

(A separate communication has already been sent to the respective shareholders from time to time.)

b) In case of shares are held in demat mode:

Please update your bank account and other details with your DP. The Company /RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts in Form No. ISR-1 along with the

original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/ Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form will communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number

In compliance with SEBI Circular, please note that no dividend will be processed in Physical mode and we will process the dividend in electronic mode only as per the details provided by you within the stipulated time. Further to note that if the aforesaid details are not received and the dividend remain unpaid/unclaimed upto 7 years, dividend will be transferred to IEPF after 7 years as per the applicable provisions of the Companies Act, 2013.

16. In compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company / Company RTA in physical form

will be processed and the shares will be issued in dematerialisation form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate / Consolidation of securities certificates/folios
- vi. Transmission
- vii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of MAS Services Ltd, Registrar and Share

Transfer Agent (RTA) The aforementioned form shall be furnished in hard copy form.

17. Securities and Exchange Board of India ("**SEBI**") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 (updated as on 11th August, 2023), has introduced a common Online Dispute Resolution Portal ("**ODR Portal**") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

The procedure of raising complaints / disputes under the investor grievance redressal mechanism as framed by SEBI is as tabulated below:

Level-1	<p>Lodging of Complaints with the Company/ Company's Registrar and Transfer Agent (RTA)</p> <p>An investor shall first take up his/her grievance against the Company/RTA by lodging a complaint directly with the Company's Registrar and Transfer Agent (RTA).</p> <p>Investor can also lodge complaint to company at the address mentioned on the top.</p>
Level-2	<p>If the grievance is not redressed satisfactorily in the Level 1 within 21 days of lodgments, the investor may escalate the same through the SEBI SCORES Portal which can be accessed at https://scores.gov.in/.</p>
Level-3	<p>If the investor is still not satisfied with the outcome at Level 2, investor can initiate Online Dispute Resolution through the ODR Portal at https://smartodr.in/login.</p> <p>Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with Company/Company's RTA was not satisfactorily resolved or at any stage of the subsequent escalations mentioned in the above Levels (prior to or at the end of such escalation/s).</p> <p>The dispute resolution through the ODR Portal can be initiated only when the complaint/dispute is not under consideration in terms of the above Level 1 or Level 2 or SCOREs guidelines as applicable or not pending before any arbitral process, court, and tribunal or consumer forum or are non-arbitrable in terms of Indian law.</p>

Investors may also refer link <https://scores.gov.in/> to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration / review / resolution of complaints/ disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company. An intimation to the shareholders through email had been sent by Company RTA on 6th December, 2023 whose email are registered with them in regard to the Online Dispute Resolution Mechanism (ODR system) as maintained by the Company.

18. Information provided as per Secretarial Standards on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as the "Listing Regulations".

To appoint Mr. Raju Bista (Director Identification No. – (01299297) who retires by rotation as a Director and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the resolution as an **Ordinary Resolution** as set out in Item No.3 of the Ordinary Business.

Name of Director (DIN)	Raju Bista (DIN-01299297)
Date of Birth	03-01-1986
Age	38 years.
No. of Equity Shares held, either directly or indirectly in form of beneficial interest for any other person	No. of Shares held in the Company – Nil
Qualification	Graduate in Arts from Manipur and has done executive Master Programme in Business Administration in Marketing Management from National Institute of Business Management.

Name of Director (DIN)	Raju Bista (DIN-01299297)
Inter-se relationship with other directors and key managerial personnel of the Company.	None
Brief Resume, experience, nature of expertise in specific functional areas	Possess vast experience of 16 years in the field of Management, Operations, Sales & Marketing, Finance, Administration, Corporate Governance and Community Service.
Name of Companies in which he holds Directorship	Listed : Surya Roshni Ltd.
The number of meetings of the Board attended during the year	Attended 4 Board Meetings of the Company during the FY-2023-24 and 2 Board Meetings in FY-2024-25
Name of Committees of the Companies of which he holds Membership/ Chairmanship	Surya Roshni Limited <ul style="list-style-type: none"> - Member of Corporate Social Responsibility, - Member of Stakeholders Relationship Committee, - Member of Committee of Directors
Listed Entities from which the Director has resigned from Directorship in last 3 (three) years	None
Date of first appointment on the Board	18-06-2009
Terms and conditions of appointment	In accordance with the provisions of Section 152 of the Act, Appointment as director of the company who retires by rotation and offers himself for re-appointment.
Details of remuneration sought to be paid and last drawn remuneration	Remuneration sought to be paid as per terms of agreement approved by shareholders at AGM held on 15 th September, 2023. The last drawn remuneration is ₹11.033 crore in FY 2023-24

19. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

ITEM NO. 4

The Company has been sanctioned the revised working capital limits from consortium Banks i.e. State Bank of India, Punjab National Bank, IDBI Bank Ltd., HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India for its Steel Pipes & Strips and Lighting & Consumer Durables Segments. The details are as under:

The Working Capital Limits including CEL Limits for forward cover of ₹1,40,000/- lakh secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, IDBI Bank Ltd., HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India to the Company.

The financial assistance together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, IDBI Bank Ltd, HDFC Bank Limited, Bank of Baroda, DCB Bank Limited and Union Bank of India under Loan Agreements

entered into/to be entered into by the Company in respect of the aforesaid loans have to be secured by a joint mortgage of the immovable and movable properties of the Company, present and future as per terms of said agreements.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia that the Board of Directors of a Public Company shall not, without the consent of shareholders of such Public Company in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking/unit, of the whole or substantially the whole of any such undertaking. Since the mortgage by the Company of its immovable and movable properties as aforesaid in favour of the Lenders may be regarded as disposal of the Company’s properties/ undertakings, it is necessary for the members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, before creation of the said fresh/ modification of the mortgage/charge.

The Board of Directors recommends the resolution(s) as set out in Item No.4 of the Notice for the approval of the shareholders as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or relatives of Directors or Key Managerial personnel (to the extent of their shareholding in the Company, if any) have any interest financial or otherwise in the said resolution.

ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee in their meeting held on **14th May, 2024** approved the appointment of M/s R J Goel & Company (a Cost auditor firm having registration No.000026) as Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending 31st March, 2025 at a remuneration of ₹6,50,000/-.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be ratified by the shareholders of the Company.

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)

Dated: 09th August, 2024

Accordingly, consent of the members is sought via Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to M/s R J Goel & Company (a Cost auditor firm) for the financial year ending 31st March, 2025.

The Board of Directors recommends the resolution set out in Item No.5 of the Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or relatives of Directors or Key Managerial personnel (to the extent of their shareholding in the Company, if any) have any interest financial or otherwise in the said resolution.

By order of the Board

B. B. SINGAL

CFO & Company Secretary
Membership No. ACS-10781