

NOTICE

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS OF SURYA INDUSTRIAL CORPORATION LIMITED, MEERUT THAT XXIVth ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY THE 31st DECEMBER, 2011 AT ITS REGISTERED OFFICE AT 10.30 A.M., TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited annual accounts for the year ended on 30.06.2011 and reports of the Directors and auditors.
2. To elect a director in place of Mr. Rahul Jain who retire by rotation and being eligible, offers himself for re-election.
3. To appoint M/s KKJ & Associates, Chartered Accountants, the Retiring Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT consent is hereby given for payment of Remuneration of Rs.4.2Lacs during the year ended on 30.06.2011 to Mr. Vivek Jain, Managing Director of the company for his working for the company. “
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Ms. Seema Jain, who was appointed as an Additional director pursuant to Section 260 of the Companies Act, 1956 and Article of Association of the Company and also as the Non-executive Chairperson of the Company and to hold office up to the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing, from a member of the company pursuant to Section 257(1A) of the Companies Act, 1956, be and is hereby appointed as a Director as well as Chairperson of the Company.”
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr.Laleshwar Kumar Raut, who was appointed as an Additional director pursuant to Section 260 of the Companies Act, 1956 and Article of Association of the Company to hold office up to the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing, from a member of the company pursuant to Section 257(1A) of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Mahender Singh, who was appointed as an Additional director pursuant to Section 260 of the Companies Act, 1956 and Article of Association of the Company to hold office up to the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing, from a member of the company pursuant to Section 257(1A) of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Navdeep Gupta, who was appointed as an Additional director pursuant to Section 260 of the Companies Act, 1956 and Article of Association of the Company to hold office up to the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing, from a member of the company pursuant to Section 257(1A) of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE VALID SHALL BE DEPOSITED AT THE PRINCIPAL OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. The Register of Member and Share Transfer Books of the company will remain closed from 26.12.2011 to 31.12.2011.
4. For any investor-related queries, communication may be sent by mail to the Registered Office of the company situated at B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh-250103.
5. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate (which will be made available on request) to the R&T Agent.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
8. Members are requested to immediately intimate any change in their addresses registered with the company quoting their respective Folio Number (s).

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956**ITEM NO. 4**

Mr. Vivek Jain managing director of the company has been paid remuneration of Rs.4.2 Lacs in terms of section 198, read with schedule XIII, of the Companies Act, 1956, to look after the day to day working of the company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Vivek Jain is, in any way, concerned or interested in the resolution.

ITEM NO. 5

Ms. Seema Jain was appointed as an Additional Director on the Board of Directors and also as the Non-executive Chairperson w.e.f. 1st January, 2011 to hold office until the date of ensuing Annual General Meeting.

The Company has also received a Notice, from a member of the company, in terms of Section 257(1A) of the Companies Act, 1956, proposing her candidature as Director as well as Chairperson of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Ms. Seema Jain is, in any way, concerned or interested in the resolution.

ITEM NO. 6

Mr. Laleshwar Kumar Raut was appointed as an Additional Director on the Board of Directors w.e.f. 1st January, 2011 to hold office until the date of ensuing Annual General Meeting.

The Company has also received a Notice from a member of the company in terms of Section 257(1A) of the Companies Act, 1956, proposing his candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Laleshwar Kumar Raut is, in any way, concerned or interested in the resolution.

ITEM NO. 7

Mr. Mahender Singh was appointed as an Additional Director on the Board of Directors w.e.f. 1st January, 2011 to hold office until the date of ensuing Annual General Meeting.

The Company has also received a Notice, from a member of the company, in terms of Section 257(1A) of the Companies Act, 1956, proposing his candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Mahender Singh is, in any way, concerned or interested in the resolution.

ITEM NO. 8

Mr. Navdeep Gupta was appointed as an Additional Director on the Board of Directors w.e.f. 1st January, 2011 to hold office until the date of ensuing Annual General Meeting.

The Company has also received a Notice, from a member of the company, in terms of Section 257(1A) of the Companies Act, 1956, proposing his candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Navdeep Gupta is, in any way, concerned or interested in the resolution.

By Order of the Board of Directors

Sd/-

(Vivek Jain)

Managing Director

Date : 06.12.2011

Place : Meerut

Additional Information required to be furnished under clause 49 of the Listing Agreement for Directors seeking appointment/reappointment

Name	Mr. Rahul Jain
Age	38 years
Qualification	B.Com
Expertise	12 years experience in the field of Accounts, Finance and Law
Other Directorship	Surya Tyres Ltd. Karamveer Electronics Ltd.

Name	Ms. Seema Jain
Age	50 years
Qualification	BA(Honours)
Expertise	5 years experience in Accounts and Finance
Other Directorship	Karamveer Electronics Ltd.

Name	Mr. Laleshwar Kumar Raut
Age	25 years
Qualification	Undergraduate
Expertise	Experience in Financial Markets and also have experience in administration and banking
Other Directorship	North India Securities (P) Ltd.

Name	Mr. Mahender Singh
Age	29 years
Qualification	Undergraduate
Expertise	Experience in the field of Accounts, Administration and Finance
Other Directorship	B.T. Technet Ltd. Ours Trading and Holding (P) Ltd.

Name	Mr. Navdeep Gupta
Age	26 year
Qualification	Commerce Graduate
Expertise	Experience in the field of Taxation, Management Consultancy, Accounts & Finance
Other Directorship	SPG Finvest (P) Ltd.

DIRECTORS' REPORT

To
The Members
Surya Industrial Corporation Limited
Meerut

Ladies and Gentlemen,

The Board of Directors of your Company has pleasure in presenting the 24th Annual Report of the Company along with Audited Accounts and the Auditor's Report for the Accounting Year ended 30th June, 2011.

1. FINANCIAL RESULTS:

Comparative Figures are as under

Particulars	2010-11	2009-10
Sales & Job Work	360300.00	1104089.00
Other Income	6147737.95	6132360.00
Profit on sale of Assets	97392.00	5320116.50
Reduction in value of Investment	0.00	5184000.00
Profit before depreciation	4864949.93	4312702.71
Depreciation	2868260.00	3629245.00
Net Profit before tax	1996689.93	690240.21
Net Profit after tax	1996689.93	690240.21
Balance b/f from previous year	73195197.90	(-)75191587.83

2. OPERATIONS

Due to lack of working capital, as company is already referred to BIFR, as sick company, company could not make any headway in revival of operation of the company to any great extent, though company is utilizing machinery to produce automotive tyres on job work basis. Part of few machineries have been sold during the year and sale proceeds have been used for repayment of liability of UPFC and PICUP. Land and Factory building not in immediate use have been leased out and earnings of Rent have been used for repayment of loan liabilities of UPFC and PICUP.

3. FUTURE OUTLOOK

Your directors have tried to give momentum to business of Manufacturing & Trading of Electric Lamination during the year and are very hopeful.

4. DIRECTORS

No sitting fee has been paid to any of the directors. During the year, Mr. Virjendra Kumar Singh resigned from the board of directors. Board of directors wish to place on record, appreciation of his contribution, made by him during his tenure.

In accordance with the provisions of the Companies Act, 1956 and the Article of Association of the Company, Mr. Rahul Jain, Director of the Company, retires by rotation and being eligible, seeks re-appointment.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 and the article of association of the Company, Ms. Seema Jain (Chairperson), Mr. Laleshwar Kumar Raut, Mr. Mahender Singh and Mr. Navdeep Gupta were appointed as Additional Directors of the Company and shall hold office till the date of the ensuing Annual General Meeting. Your Company has received notices in writing from the existing members proposing their candidature along with the requisite deposit pursuant to the provisions of Section 257(1A) of the Companies Act, 1956. Your Directors recommends their appointment to the board of the company.

Brief details of the Directors seeking appointment/re-appointment as stipulated under clause 49 of the Listing Agreement with the Stock Exchange is enclosed with Notice.

6. DIVIDEND

In view of accumulated losses, your directors regret their inability to declare the dividend to shareholders.

7. AUDIT REPORT & ACCOUNTS

We clarify the qualification/observation here under –

Schedule of repayment of dues of UPFC & PICUP as per OTS could not be adhered. Amount paid to them have been deducted from their dues.

8. PARTICULARS OF EMPLOYEES

Particulars of employees required to be furnished under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, to this report are - NIL

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies' (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy And Technology Absorption are not applicable to the Company. The Company mainly deals in domestic market and has NIL sales on account of exports, thereby resulting NIL foreign exchange earnings and outgo during the accounting Year 2010-11

10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuance to section 217(2AA) we state –

- i) That in the preparation of the annual accounts the applicable accounting standards had been followed and there is no material departure;
- ii) That your directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the accounting year and of the profit or loss of the company for that year;
- iii) That your 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 and
- iv) That your directors had prepared the annual accounts on a going concern basis.

11. AUDITORS

M/s KKJ & Associates., Chartered Accountants, Meerut, Auditor of the company retire at ensuing annual general meeting and being are eligible & willing for re-appointment.

The Company has received a confirmation from the Auditors to the effect that their re-appointment if made would be in the limits prescribed under the Section 224(1B) of the Companies Act, 1956.

12. COMPLIANCE CERTIFICATE

Pursuant to requirements of Section 383A(1) of the Companies Act, 1956, with respect to Compliance Certificate, the Company has obtained Compliance Certificate from Practicing Company Secretary, for the Accounting Year ended 30.06.2011. The same has been attached in Director's Report.

13. ACKNOWLEDGEMENT

Your directors wish to convey their thanks to Banker, financier, workers and auditors for continuance of their support.

**By Order of the Board of Directors
For Surya Industrial Corporation Ltd.**

**Sd/-
(Vivek Jain)
Managing Director**

**Sd/-
(Rahul Jain)
Director**

Date : 10.11.2011

Place : Meerut

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company, considering all the financial constraints that company is facing, was satisfactory. Net Profit for the year 2010-11 stood at Rs. 1996689.93 as against Profit of Rs.690240.21 in the year 2009-10. Earning per Share (EPS) of the Company is 0.45.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

Land and Factory building not in immediate use have been leased out and earnings of Rent have been used for repayment of loan liabilities of UPFC and PICUP. Machineries to produce automotive tyres have been used for job work. But business has not found lucrative market. Few machineries, which were not in use, have been sold during the year & sale proceeds have been used for repayment of liability of UPFC and PICUP. The Company has started business of Manufacturing & Trading of Electric Lamination and are very hopeful.

3. OPPORTUNITY

Keeping in mind the positive result form the Board for Industrial and Financial Reconstruction and company is also in the process of settlement with PICUP & UPFC and management is hoping that it will result in the favour of the company. If all this come in company favour, then management is hopeful to revive its production once again.

4. PROSPECT & OUTLOOK

The management of the company is trying its best effort in takeout the company form the crisis situation. They are on the process of settlement with the PICUP & UPFC and hoping for the waiver of the interest from them.

COMPLIANCE CERTIFICATE

CIN: U15311UP1988PLC010285
Nominal Capital: Rs. 100,000,000.00

To,
The Members
SURYA INDUSTRIAL CORPORATION LIMITED
B-9, Industrial Estate,
Partapur, Meerut,
Uttar Pradesh-250103

We have examined the registers, records, books and papers of SURYA INDUSTRIAL CORPORATION LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Accounting Year ended on 30th June, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, and its officers, we certify that in respect of the aforesaid Financial Year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies/Regional Director/Central Government/CLB or other authorities as required under the Act and the rules made thereunder.
3. The Company is a public limited Company.
4. The Board of Directors duly met 5(five) times on July 5, 2010, October 6, 2010, December 6, 2010, January 5, 2011 and April 6, 2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company had closed its Register of Members on December 31, 2010 for the purpose of Annual General Meeting, held on December 31, 2010. There are no Debenture holders in the Company.
6. The Annual General meeting for the Accounting Year ended on 30.6.2010 was held on December 31, 2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the Accounting Year.
8. Company has not given any loan to Directors as the provisions u/s 295 of the Act during the Accounting Year.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act during the Accounting Year.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate certificates during the Financial Year.
13. The Company has:
 - (i) delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act. There was no allotment of securities during the financial year;
 - (ii) declared no dividend including interim dividend, hence no amount is required to be deposited in a separate bank a/c;
 - (iii) no liability to pay/post warrant for dividend to all the members within 30 days from the date of declaration as it has not declared any dividend that it has no unclaimed/unpaid dividend which are required to be transferred to Unpaid Dividend Account of the Company with its bank;

- (iv) no amount is outstanding in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of 7 years, hence nothing is required to be transferred to Investor Education and Protection Fund;
- (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. Ms. Seema Jain, Mr. Laleshwar Kumar Raut, Mr. Mahender Singh and Mr. Navdeep Gupta have been appointed as an Additional Director of the Company during the Accounting Year. Mr. Virjendra Kumar Singh has resigned from board of directors during the year.
15. The Company has not appointed any managing Director/ Wholetime Director during the Accounting Year.
16. The Company has not appointed any sole selling agent during the Accounting Year.
17. The Company has not obtained any approvals of the Central Government, CLB, Regional Director, ROC and/or such other authorities as may be prescribed under the various provisions of the Act during the Accounting Year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act, and Rules made there under.
19. The Company has not issued any equity shares during the Accounting Year.
20. The Company has not bought back any shares during the Accounting Year.
21. There was no redemption of preference shares or debentures during the Accounting Year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits under Section 58A of the Companies Act, 1956 during the accounting Year.
24. The amount borrowed by the Company from Directors, members, Banks, Financial Institutions and other during the Accounting Year ending on June 30, 2011 is within the borrowing limits of the Company as per the provisions of section 293 (1)(d) of the Company Act, 1956.
25. During the year ending on June 30, 2011 the Company has given loans and advances. Balance of the Loans and advances account stands at 14731221.94(Previous Yr.10707651.04) for the year ending June 30,2011.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to the share capital of the capital.
30. The Company has not altered its articles of association during the Financial Year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the Financial Year, for offences under the Act.
32. The Company has not received any money as security from its employees during the Accounting Year.
33. The Company has not constituted provident fund for its employees and as such provisions of Section 418 of the Act are not applicable.

**For Arun Kumar Gupta & Associates
Company Secretaries**

Place : Delhi
Date : 05-09-2011

-Sd/-
(Arun Kumar Gupta)
C.P. No. 5086

ANNEXURE – A**REGISTERS AS MAINTAINED BY THE COMPANY**

(Attached with and forming part of our Compliance Certificate issued under Rule 3 of the Companies (Compliance Certificate) Rules, 2001 in the matter SURYA INDUSTRIAL CORPORATION LIMITED for the year ended on 30.06.2011)

- Register of Members u/s 150 (1)
- Minute Books of Board of Directors u/s 193 (1).
- Minute Books of proceedings of General Meetings u/s 193(1) & 196(1).
- Register of Directors u/s 303(1) of the Act.
- Books of Accounts u/s 209(1)
- Register of Returns and register under section 163
- Register of Charge under section 143.
- Share Transfer Register.
- Register of Share Application & Allotment.

ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the Financial Year ending on 30th June 2011.

SL. NO.	FORM FILED No./RETURN	FOR UNDER SECTION	DATE OF FILING	WHETHER FILED WITHIN PRESCRIBED TIME YES / NO	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEE PAID
1.	ANNUAL ACCOUNTS (F-23AC & 23ACA)	220 FINANCIAL YEAR ENDED	20.01.2011 30.06.2010	YES	NA
2.	ANNUAL RETURN (F-20B)	159 FINANCIAL YEAR ENDED	20.01.2011 30.06.2010	YES	NA
3.	FORM -32 DIRECTORSHIP	303 CHANGE IN	30.06.2011	NO	YES
4.	FORM -32 DIRECTORSHIP	303 CHANGE IN	30.06.2011	NO	YES
5.	FORM -32 DIRECTORSHIP	303 CHANGE IN	30.06.2011	NO	YES

**For Arun Kumar Gupta & Associates
Company Secretaries**

Place : Delhi
Date : 05-09-2011

**-Sd/-
(Arun Kumar Gupta)
C.P. No. 5086**

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance is attainment of the highest levels of transparency, accountability and equity in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (performance).

BOARD OF DIRECTORS

(i) Composition of the Board

The Board of Directors consists of three Promoter Directors and three Non-Executive/Independent Directors. None of the Directors on the board are member on more than 10 committees and chairman of more than 5 committees (as specified in clause 49 of the Listing agreement), across all the company in which they are Directors. The directors have made the necessary disclosures regarding committee memberships. The composition of the Board and other relevant details relating of Directors as on 30th June, 2011 are given below:

Name of the Director	Designation	Category	Directorship of other Companies	Membership/ Chairmanship in Board Committees
Mr. Vivek Jain	Managing Director	Promoter Executive	1	2
Ms. Seema Jain*	Additional Director	Promoter Non-Executive	2	1
Mr. Rahul Jain	Director	Promoter Executive	2	NIL
Mr. Virjendra Kumar Singh**	Director	Executive	Nil	2
Mr. Laleshwar Kumar Raut*	Additional Director	Independent	1	1
Mr. Mahender Singh*	Additional Director	Independent	2	2
Mr. Navdeep Gupta*	Additional Director	Independent	1	1

*Appointed w.e.f. 01.01.2011

** Resigned w.e.f. 01.01.2011

(ii) Number of Board Meetings held and attended by Directors

- During the year under review five meeting of the Board of Directors were held and gap between two meetings did not exceed four months. The date of which the Board Meetings were held are as follows: July 5, 2010, October 6, 2010, December 6, 2010, January 5, 2011 and April 6, 2011.
- The attendance record of each of the Directors at the Board Meeting during the year ended on June 30, 2011 and of the last Annual General Meeting are as under:

Name of the Director	No. of Board Meeting Attended	Attendance at the last AGM held on December 31, 2010
Mr. Vivek Jain	5	Yes
Ms. Seema Jain*	2	No
Mr. Rahul Jain	4	Yes
Mr. Virjendra Kumar Singh**	3	Yes
Mr. Laleshwar Kumar Raut*	2	No
Mr. Mahender Singh*	2	No
Mr. Navdeep Gupta*	2	No

*Appointed w.e.f. 01.01.2011

** Resigned w.e.f. 01.01.2011

(iii) Code of Conduct

The Board of Directors of the Company has approved and adopted a Code of Conduct for the members of the Board of the Company.

AUDIT COMMITTEE:

Constitution of Audit committee by listed public company pursuant to the listing agreement is mandatory. The Composition of Audit Committee is as follows:

Name of the Director	Designation	Category
Mr.Navdeep Gupta*	Chairman	Independent Director
Mr.Mahender Singh*	Member	Independent Director
Mr.Vivek Jain	Member	Executive Director
Mr. Virjendra Kumar Singh**	Member	Executive Director

*Appointed w.e.f. 01.01.2011

** Resigned w.e.f. 01.01.2011

During the year under review, five Audit Committee Meetings were held on July 5, 2010, October 6, 2010, December 6, 2010, January 5, 2011 and April 6, 2011. Details of attendance of each director and attended Meetings of the company are as follows:

Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
Mr.Navdeep Gupta	Chairman	5	2
Mr.Mahender Singh	Member	5	2
Mr.Vivek Jain	Member	5	5
Mr. Virjendra Kumar Singh	Member	5	3

Quarterly results of the company are reviewed & duly approved by the committee.

REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary. Presently the Company has not constituted any remuneration committee.

SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE:

The Shareholders/Investors Grievances Committee is constituted for good corporate governance. The Composition of Shareholders/ Investors Grievances Committee is as follows:

Name of the Director	Designation	Category
Mr.Mahender Singh*	Chairman	Independent Director
Mr.Vivek Jain	Member	Executive Director
Mr.Laleshwar Kumar Raut*	Member	Independent Director
Mr. Virjendra Kumar Singh**	Member	Executive Director

*Appointed w.e.f. 01.01.2011

** Resigned w.e.f. 01.01.2011

Details of attendance of each member of Shareholders/ Investors Grievances Committee Meetings of the company are as follows:

Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
Ms. Seema Jain	Chairperson	4	2
Mr.Vivek Jain	Member	4	4
Mr.Laleshwar Kumar Raut	Member	4	2
Mr. Virjendra Kumar Singh	Member	4	2

Share Transfers are processed and duly approved by the committee. The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

ROLE AND RESPONSIBILITIES:

The role of Shareholders/ Investors Grievances Committee includes the review of following:

To monitor the process of expeditious transfer of shares or debentures.

To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc.

To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.

To investigate any activity and seek information from any employee of the company, in discharging its duties.

To obtain outside legal or professional services, if consider necessary.

To fix the record date for the purposes as required under the Companies act and/or listing agreement. To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.

Any other powers which are specifically delegated by the board from time to time.

COMPLIANCE OFFICER OF THE COMPANY

Mr. Vivek Jain

Managing Director

GENERAL BODY MEETING:-

YEAR	DATE	VENUE	TIME
2010	31.12.2010	B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250 103	10.30 a.m.
2009	31.12.2009	B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250 103	10.30 a.m.
2008	31.12.2008	B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250 103	10.30 a.m.

All resolutions proposed for the above said meetings were duly passed by show of hands. None of the resolution was passed neither proposed to be passed through Postal Ballot last year.

STATUTORY DISCLOSURES:-

Transactions of material nature have been entered into by the company with the promoters, directors, their related companies, firms, subsidiaries or relatives etc. in relation to this the disclosure as per accounting standard 18 has been annexed with the balance sheet.

DISCLOSURES:

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The details of the Related Party Transactions are placed before and reviewed by the Company's Audit Committee.

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/ Statutory Authorities on all matters relating to capital markets, during the last three years.

RISK MANAGEMENT:

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

ANNUAL GENERAL MEETING

Date : 31st December 2011
 Time : 10.30 a.m.
 Venue : B-9, Industrial Estate, Partapur,
 Meerut, Uttar Pradesh – 250 103

FINANCIAL CALENDER (tentative)

Accounting Year	-	1st July 2011 to 30th June 2012
Financial Reporting for the First Quarter ending	-	1st July 2011 to 30th September 2011
Financial Reporting for the Second Quarter ending	-	1st October 2011 to 31st December 2011
Financial Reporting for the Third Quarter ending	-	1st January 2012 to 31st March 2012
Financial Reporting for the Quarter & Year ending	-	1st April 2012 to 30th June 2012

DATE OF BOOK CLOSURE

The Register of Member and Share Transfer Books of the Company will remain closed from 26th December to 31st December, 2011.

LISTING ON STOCK EXCHANGE:

1. Bombay Stock Exchange, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
2. The Delhi Stock Exchange, Delhi, DSE House, 3/1 Asaf Ali Road, New Delhi-110002
3. The Stock Exchange, Ahmedabad, Kamdhemu Complex, Opp. Sahajanand College Near Panajara Pole Ambawadi, Ahmedabad- 380015
4. The Jaipur Stock Exchange, JSEL Building, J.L.N Marg, Malviyanagar Jaipur, Rajasthan-302001
5. The Uttar Pradesh Stock Exchange, Padam Towers, 14/113, Civil Lines, Kanpur-208001

MARKET PRICE DATA

Trading in the shares of the company is currently suspended. So no Market data is available. Company has filed the application for the Revocation of trading in the scrip of the company with BSE.

REGISTRAR & TRANSFER AGENT

Beetal Financial & Computers Services Pvt. Ltd
 Beetal House, 3rd Floor, 99 Madangir,
 Behind Local Shopping Centre, Nr Dada Harsukdas Mandir,
 New Delhi-110062

SECRETARIAL AUDIT

Pursuant to Clause 47(C) of the Listing Agreement with the Stock Exchanges, Certificates on half yearly basis have been issued by the Company Secretary in practice for due Compliance of Share Transfer formalities of the Company. To reconcile the total admitted capital, total issue and listed capital a secretarial audit is carried out by a Practicing Company Secretary on quarterly basis.

DISTRIBUTION OF SHAREHOLDING

Distribution of shareholding as on 30.06.2011 is given below:

Range in (No. of Shares)	Number of Shareholders	% to Total Shareholders	No. of Shares held	% to Total Capital
1 - 5000	692	96.51	1385700	31.02
5001 - 10000	12	1.67	78100	1.75
10001 - 20000	2	0.28	35000	0.78
20001 - 30000	1	0.14	25400	0.57
30001 - 40000	0	0.00	0	0.00
40001 - 50000	3	0.42	145000	3.25
50001 - 100000	0	0.00	0	0.00
100001 and above	7	0.98	2797500	62.63
Total	717	100%	4466700	100.00%

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.07.2010 TO 30.06.2011

Complaint received from the shareholders of the company during the year was duly resolved upto the satisfaction of our shareholders & no complaint was pending at the end of financial year.

SHAREHOLDING PATTERN OF THE COMPANY

Holders	No. of Shares	% of Total
Promoters		
(a) Indian	2766900	61.95
(b) Foreign	-	-
Non Promoters		
Financial Institution and Banks	-	-
Non-Resident, OCB's, Foreign Banks	47400	1.06
Other Bodies Corporate	25900	0.58
Mutual Funds	-	-
Clearing member	-	-
Public	1626500	36.41
Total	4466700	100

ADDRESS FOR CORRESPONDENCE

B-9, Industrial Estate, Partapur,
Meerut, Uttar Pradesh - 250 103
Phone no. – 0121 2440658
E-mail ID – sicl1388@gmail.com

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

DECLARATION BY THE CEO UNDER CLAUSE 49(I)(D) OF THE LISTING AGREEMENT

To
The Members
SURYA INDUSTRIAL CORPORATION LIMITED
Meerut, UP

I hereby confirm, that the company has obtained from all the Members of the Board and Senior Management Personnel, affirmation that they have complied with the code of conduct for Directors and Senior Management Personnel in respect of financial year 2010-2011.

For SURYA INDUSTRIAL CORPORATION LIMITED

DATE : 10th November, 2011
PLACE : MEERUT (UP)

Sd/-
(Vivek Jain)
Managing Director

CEO/CFO CERTIFICATION

To The Board of Directors
SURYA INDUSTRIAL CORPORATION LIMITED

Dear Sir,

- (a) We have reviewed financial statements and the cash flow statement for the year ended 30th June 2011 and to the best of our knowledge and belief that:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
 - iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or violation of the company's code of conduct.
- (b) We accept 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 financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (c) We have indicated to the auditors and the Audit committee
- i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For SURYA INDUSTRIAL CORPORATION LIMITED

Sd/-
(Vivek Jain)
Managing Director

Sd/-
(Rahul Jain)
Director

Date : 10.11.2011
Place : Meerut (U.P.)

AUDITOR'S CERTIFICATE

The Members,

SURYA INDUSTRIAL CORPORATION LIMITED

We have examined the compliance of conditions of corporate governance by **SURYA INDUSTRIAL CORPORATION LIMITED** for the year ended on 30th June 2011 as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreement except –

1. That shares of the company are not yet available for trading in dematerialized form;
2. That unaudited results for all the quarters during the period under review have not been got published in the newspapers as required under Clause 41 of the listing agreement;
3. That trading in the shares of the company is suspended; no data regarding prices of the shares is available for the period under review.

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance relating to the shares is pending for a period exceeding one month against the company as per the records made available to us.

**For M/s KKJ & Associates
Chartered Accountants**

**Sd/-
(CA. K.K. JAIN)
Partner
M.No. 71281**

Date : 10.11.2011
Place : Meerut (U.P.)

AUDITOR'S REPORT

To
The Shareholders
Surya Industrial Corporation Limited
Meerut

1. We have audited the attached Balance Sheet of Messrs Surya Industrial Corporation Limited as at 30th June, 2011 and also the Profit and Loss Account of the company for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidences supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 of India (the 'Act'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order to the extent applicable to the company.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that :
 - i) We have obtained all the information & explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books;
 - iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts;
 - iv) In our opinion, the Profit and Loss Account and Balance Sheet dealt with by this report comply with the mandatory accounting standards referred to in section 211(3C) of the Companies Act, 1956;
 - v) On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 30th June, 2011 from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit & Loss Account read together with and subject to the notes forming part of accounts appearing thereon specially Note No. (3) & (4) thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in the conformity with the accounting principles generally accepted in India:
 - a) in the case of the balance sheet, of the state of affairs of the company as at 30th June, 2011 and
 - b) in the case of the profit & loss account of the Profit / Loss of the company for the year ended on that date.
 - c) in the case of the cash flow statement of the cash flows for the year ended on that date.

For **KKJ & ASSOCIATES**
Chartered Accountants

Date : 29.08.2011
Place : Meerut (U.P.)

Sd/-
(CA. K.K. JAIN)
Partner
M.No.71281

**ANNEXURE TO AUDITOR'S REPORT OF SURYA INDUSTRIAL CORPORATION LIMITED
ON THE ACCOUNTS MADE UPTO 30TH JUNE, 2011**

With reference to paragraph 3 of our report of even date on the accounts for the year ended on 30th June, 2011, we report as under –

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification as compared to the book records. In our opinion frequency of verification is reasonable.
- (c) During the year, the company has not disposed of substantial part of fixed assets, hence going concern status of the company is not effected.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable.
- (b) In our opinion the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification of inventory between the physical stocks and the book records were not material.
- (iii) (a) The company has not taken any loan from companies, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956. There are three parties covered in the register maintained under section 301 of the Companies Act 1956 to which the company has granted loans. The maximum amount involved during the year was Rs.132.11 lacs and the year end balance of loans granted to such parties was Rs.132.11 lacs.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been given to parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (c) N.A.being no repayment
- (d) N.A. being no overdue amount
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transaction that need to be entered into the register maintained under section 301 of the Act have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposit from the public within the meaning of sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub section (1) of section 209 of the Act of any product of the company.
- (ix) (a) In our opinion the company is generally regular in depositing with appropriate authorities undisputed statutory dues applicable to it.
- (b) As per information and explanations given to us we are submitting in a statement attached to this annexure extent of undisputed and disputed arrears of outstanding statutory dues as at 30.06.2011 for a period of

- more than six months from date they became payable and also in case of dispute, then the amounts involved and the forum where dispute is pending.
- (x) In our opinion, the accumulated losses of the company as at 30.06.11 are more than 50% of its Net Worth. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
 - (xi) The company has defaulted in the repayment of dues to UPFC & PICUP, the particulars of which are submitted in the attached statement.
 - (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 - (xiii) The company is not a chit fund or a Nidhi Mutual Benefit Fund Society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2004 are not applicable to the company.
 - (xiv) The company is not dealing in or trading in shares, securities, debentures and other investments, Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
 - (xv) As per information and explanation given to us in our opinion, the company has not given guarantees for loans taken by others.
 - (xvi) No term loans have been taken for any purpose during the year.
 - (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
 - (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
 - (xix) During the period covered by our audit report, the company has not issued any debentures.
 - (xx) The company has not raised any money by public issues during the year.
 - (xxi) According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **KKJ & ASSOCIATES**
Chartered Accountants

Date : 29.08.2011
Place : Meerut (U.P.)

Sd/-
(CA. K.K. JAIN)
Partner
M.No.71281

STATEMENT OF POINT (IX) & (X) OF ANNEXURE TO AUDITOR REPORT OF SURYA INDUSTRIAL CORPORATION LIMITED ON THE ACCOUNTS MADE UPTO 30TH JUNE, 2011

A. UNDISPUTED DUES

Central Sales Tax	Rs. 7217.50
EPF	Rs. 39423.0
Trade Tax	Rs. 4188.27

B. DISPUTED DUES

Nature of Dues	Period to which amount relates	Amount	Forum where the Disputes is pending
Sales Tax/Trade Tax	1994-1995	0.10 lacs	Sales Tax Tribunal
Sales Tax/Trade Tax	1995-1996	0.95 lacs	Sales Tax Tribunal
Sales Tax/Trade Tax	2000-2001	2.85 lacs	Sales Tax Tribunal
Central Excise		1.65 lacs	CESTAT

C. DEFAULT IN REPAYMENT OF LOANS

Name of the Bank/ Financial Institution	Amount (Rs. in Lacs)
UPFC	115.70(excluding intt.)
PICUP	196.37(excluding intt.)

Note : The above amount is inclusive of interest taken on estimate basis upto 30.03.2004 but does not include the amount of interest not accounted for.

For **KKJ & ASSOCIATES**
Chartered Accountants

Sd/
(C.A. K. K. Jain)
Partner
M. No. - 71281

Place : Meerut
Date : 29.08.2011

BALANCE SHEET AS AT JUNE 30, 2011

	SCHEDULE	AS AT 30.06.2011		AS AT 30.06.2010	
I. SOURCES OF FUNDS					
1. Shareholders' Funds					
a) Share Capital	A	59677500.00	59677500.00	59677500.00	59677500.00
b) Reserves & Surplus	B	0.00	59677500.00	0.00	59677500.00
2. Loan Funds					
a) Secured Loans	C		31206946.36		34106946.36
			90884446.36		93784446.36
II. APPLICATION OF FUNDS					
1. Fixed Assets					
a) Gross Block	D	66593082.89	66690888.89	66690888.89	66690888.89
Less : Depreciation		43291824.89	23301258.00	40439002.89	26251886.00
Net Block					
2. Investments	E		576000.00		576000.00
3. Current Assets, Loans & Advances					
A. Current Assets					
a) Inventories	F	1206289.00	76010.00	76010.00	76010.00
b) Sundry Debtors		936265.10	1424211.03	1424211.03	1424211.03
c) Cash & Bank Balances		776296.18	3712813.22	3712813.22	3712813.22
		2918850.28	5213034.25	5213034.25	5213034.25
B. Loans and Advances					
(A)		14731221.94	10707651.04	10707651.04	10707651.04
		17650072.22	15920685.29	15920685.29	15920685.29
Less : Current Liabilities & Provisions					
a) Current Liabilities	G	23838081.76	24155712.76	24155712.76	24155712.76
(B)		23838081.76	24155712.76	24155712.76	24155712.76
Net Current Assets (A-B)			-6188009.54		-8235027.47
4. Miscellaneous Expenditure	H		73195197.90		75191587.83
(To the extent not written off or adjusted)			90884446.36		93784446.36

Accounting Policies, Contingent
Liabilities and Notes

Schedule A to N from an integral part of accounts

In term of our attached report of even date

For **KKJ & ASSOCIATES**

Chartered Accountants

Sd/-

(C.A. K. K. Jain)

Partner

M. No. 71281

By and on behalf of Board of Directors

Sd/-

(Vivek Jain)

Managing Director

Sd/-

(Rahul Jain)

Director

Date : 29.08.2011

Place : Meerut

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED JUNE 30, 2011

Particulars	Schedules	Amount (In Rs.)			
		As at June 30, 2011		As at June 30, 2010	
I. INCOME					
Sales			0.00	848064.00	
Other Income	I	6605429.95	6605429.95	11708501.50	12556565.50
II. EXPENDITURE					
Material & Manufacturing Exps	J	88171.00		723586.40	
Personnel Expenses	K	708000.00		509000.00	
Administrative & Selling Exps	L	932810.03		1823334.34	
Interest & Finance Charges	M	11498.99		3942.05	
Reduction in value of Investment		0.00	1740480.02	5184000.00	8243862.79
Profit(+)/Loss(-)before Depreciation			4864949.93		4312702.71
Depreciation			2868260.00		3629245.00
Less: Trfd. from Revaluation Reserve		0.00	2868260.00	6782.50	3622462.50
Profit before tax			1996689.93		690240.21
Provision for tax			0.00		0.00
Profit after tax			1996689.93		690240.21
Balance brought forward from previous year			-75191587.83		-75881828.04
Surplus available for appropriation			-73194897.90		-75191587.83
APPROPRIATION					
Interest on TDS			300.00		0.00
Balance carried forward to Balance Sheet			-73195197.90		-75191587.83
			-73194897.90		-75191587.83

In term of our attached report of even date

For **KKJ & ASSOCIATES****Chartered Accountants**Sd/-
(C.A. K. K. Jain)
Partner
M. No. 71281**By and on behalf of Board of Directors**Sd/-
(Vivek Jain)
Managing DirectorSd/-
(Rahul Jain)
Director**Date** : 29.08.2011**Place** : Meerut

SCHEDULES FORMING PART OF BALANCE SHEET AS AT JUNE 30, 2011

Particulars	Amount (In Rs.)	
	As at June 30, 2011	As at June 30, 2010
Schedule 'A' - Share Capital		
Authorised 1,00,00,000 Equity Shares of Rs.10/- each	100000000.00	100000000.00
Issued 79,60,900 Equity Shares of Rs.10/- each	79609000.00	79609000.00
Subscribed 74,68,800 Equity Shares of Rs.10/- each	74688000.00	74688000.00
Paid up 74,68,800 Equity Shares of Rs.10/- each	74688000.00	74688000.00
Less:Shares forfeited	30021000.00	30021000.00
	44667000.00	44667000.00
Add:Shares forfeited(Paid up amount)	15010500.00	15010500.00
As per Balance Sheet	59677500.00	59677500.00

Note:Out of above shares 1,20,000 Equity Shares have been allotted as fully paid up bonus shares by capitalisation of General Reserve

SCHEDULE 'B' - RESERVE & SURPLUS

Revaluation Reserve			
Opening Balance	0.00		95922.00
Less:Transferred on sale of assets	0.00		89139.50
	0.00		6782.50
Less:Transferred to P& L account	0.00	0.00	6782.50
		0.00	0.00
			0.00

SCHEDULE 'C' - SECURED LOAN

a) U.P.F.C. OTS account	11570000.00	14370000.00
b) PICUP OTS account	19636946.36	19736946.36
As per Balance Sheet	31206946.36	34106946.36

SCHEDULE 'E' - INVESTMENT

Unquoted and Fully Paid up shares of Companies			
i) 1,60,000 Equity Shares of Rs.10/- each of M/s Surya Tyres Ltd.(wholly owned subsidiary)	576000.00	576000.00	576000.00
Less : Reduction in value written off	0.00	5184000.00	576000.00
As per Balance Sheet	576000.00		576000.00

SCHEDULES FORMING PART OF BALANCE SHEET AS AT JUNE 30, 2011*Amount (In Rs.)*

Particulars	As at June 30, 2011	As at June 30, 2010
SCHEDULE 'F' - CURRENT ASSETS, LOANS & ADVANCES		
A. CURRENT ASSETS :		
Inventories		
(As taken, valued and certified by the management)		
Finished Goods	33291.00	29962.00
Raw Material	1172998.00	46048.00
	1206289.00	76010.00
Sundry Debtors		
(Unsecured but Considered good by the Management)		
i) Exceeding six months	490692.10	1270224.03
ii) Others	445573.00	153987.00
	936265.10	1424211.03
Less : Doubtful debts	0.00	0.00
	936265.10	1424211.03
Cash & Bank Balances		
a) Cash in hand	6834.68	220264.68
b) With Scheduled Banks in Current Accounts	769461.50	3492548.54
	776296.18	3712813.22
B. LOANS & ADVANCES :		
(Unsecured & considered good by the Management)		
	14731221.94	10707651.04
As per Balance Sheet	17650072.22	15920685.29
SCHEDULE 'G' - CURRENT LIABILITIES		
a) Sundry Creditors for supplies	978762.52	978762.52
b) Other Creditors	22859319.24	23176950.24
As per Balance Sheet	23838081.76	24155712.76
SCHEDULE 'H' - MISCELLANEOUS EXPENDITURE		
Balance as per Profit & Loss Account	73195197.90	75191587.83
As per Balance Sheet	73195197.90	75191587.83
SCHEDULE 'I' - OTHER INCOME		
Profit on sale of assets	97392.00	5320116.50
Job Work received	360300.00	256025.00
Lease Rent Received	5572662.00	6062439.00
Interest Received	575075.95	69921.00
As per Balance Sheet	6605429.95	11708501.50

SCHEDULES FORMING PART OF BALANCE SHEET AS AT JUNE 30, 2011

Particulars	Amount (In Rs.)	
	As at June 30, 2011	As at June 30, 2010
SCHEDULE 'J' - MATERIAL & MANUFACTURING EXPENSES		
Raw Material Consumed :		
Opening Balance	46048.00	60150.00
Purchase	1126950.00	547000.00
	<u>1172998.00</u>	<u>607150.00</u>
Less : Closing Stock	1172998.00	46048.00
	0.00	561102.00
Increase(-)and Decrease(+) in Stock of finished goods and Scrap		
Closing Stock :		
Finished Goods/Scrap	33291.00	29962.00
(A)	<u>33291.00</u>	<u>29962.00</u>
Opening Stock:		
Finished Goods/Scrap	29962.00	11306.40
(B)	<u>29962.00</u>	<u>11306.40</u>
Total (B-A)	-3329.00	-18655.60
Job charges paid	91500.00	177320.00
Freight	0.00	3820.00
As per Profit & Loss Account	<u>88171.00</u>	<u>723586.40</u>
SCHEDULE 'K' - PERSONNEL EXPENSES		
Salaries	288000.00	149000.00
Directors remuneration	420000.00	360000.00
As per Profit & Loss Account	<u>708000.00</u>	<u>509000.00</u>
SCHEDULE 'L' - ADMININSTRATIVE AND SELLING EXPENSES		
Filing Fee	1000.00	1400.00
Legal & Consultancy Charges	71550.00	29400.00
Fees & Subscription	50.00	0.00
House tax	170000.00	0.00
Listing fee	179378.00	0.00
Auditors' Remuneration	25000.00	25000.00
Printing & Stationery	520.00	150.00
Postage & Telegram	700.00	345.00
Sundry Balance w/off	0.03	1678948.80
Telephone	3269.00	5416.54
Repair & Maintenance	466900.00	54320.00
Travelling-Directors	14443.00	28354.00
As per Profit and Loss Account	<u>932810.03</u>	<u>1823334.34</u>
SCHEDULE 'M' - INTEREST AND FINANCE CHARGES		
Interest	6484.00	1231.00
Bank Charges	5014.99	2711.05
As per Profit & Loss Account	<u>11498.99</u>	<u>3942.05</u>

ANNEXURE 'N'**NOTES FORMING PART OF ACCOUNTS****1. Significant Accounting Policies****a) Basis of accounting**

The financial statements are prepared under historical cost convention, on a going concern basis and in accordance with the applicable accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central government, in consultation with the National Advisory Committee on Accounting Standards and relevant provisions of the Companies act, 1956 subject to the remark that Part of Plant & Machineries of tyre division have been sold resulting non-production of Automotive tyres and tubes in total but production on job work basis using balance of machineries is still going on. Besides this establishment of Lamination division is under active consideration. Considering realizable value of Land & Building which is more than liabilities of financial institutions directors are of the opinion that going concern basis is unaffected.

b) Revenue Recognition

All the items of cost/expenses and revenue/income have been accounted for on accrual basis, except insurance claims, which are accounted for on receipt basis in view of the uncertainty involved in ascertaining the final claim.

c) Fixed Assets and Depreciation

- i) Fixed Assets have been stated at cost/revalued figures less depreciation on assets. Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use including expenses and IDCPC upto the date of commissioning of project. The fixed assets have been reduced by the modvat entitlement.
- ii) The interest free security deposit paid to lessor of land Rs.3868200/- has been shown under the head "Land".
- iii) The company has provided depreciation using WDV Method at rates prescribed by Schedule XIV to the Companies Act, 1956 on book values/WDV including increase due to revaluation. However additional depreciation for the year amounting to Rs.0.00 (Previous year Rs.6782.50) on increase in values of Fixed Assets due to revaluation has been transferred to profit & loss account from revaluation reserve created out of revaluation done on 30.09.1994. Revalued Portion on sold assets has been written off.

d) Inventories

Inventories of the company have been valued as under:

Finished Goods/Scrap	:	At market price/Net realisable value whichever is less.
Raw Material	:	At cost or market value whichever is less.

e) Investments

Long Term Investments have been valued at cost of acquisition after deducting provision, if any in cases where the fall in market value has been considered of permanent nature.

f) Sales Tax

- i) Sales Tax liability was accounted for on the basis of sales tax return filed by the company in the years where the company was in operation. Additional liabilities on finality of the assessment are being taken into account in the year of finalisation.
- ii) With the amount of VAT purchase cost of material has been reduced.

g) Excise Duty

Excise duty payable on finished goods and customs duty payable on raw materials, stores, spares and components are accounted for on clearance of goods from the factory premises/bonded warehouses, however there is no such activity during the year.

h) Paid up amount on 3002100 forfeited Equity shares i.e. Rs.15010500/- which have not been re-allotted have been shown under the head "Share Capital".

- i) Contingent liabilities have not been accounted for

j) Taxes on Income

No Income Tax provision for the period has been made in the accounts due to losses incurred during the year. Deferred tax assets/liabilities has not been recognized considering the uncertainty of profits in future periods.

2. Secured Loans - UPFC

Loans of U.P. Financial Corporation are secured by hypothecation of Plant & Machineries/Equipments and collaterally secured by mortgage of all immovable and movable properties and personal guarantees of Shri Indra Kumar Jain (deceased), Shri Vikas Jain and Shri Vivek Jain. Balance payable to UPFC as per OTS scheme as reduced by repayment has been shown as secured loan. UPFC has cancelled OTS and has adjusted repayment amount against interest which is against the

NPA guidelines of RBI. Company has disputed the action of UPFC and hope favourable result in the end. However, sufficient provision already exist as interest suspense under the head - Sundry Creditors – others against this contingent liability.

3. Secured Loans - PICUP

Loans of PICUP are secured by hypothecation of plant and machineries/equipment and collaterally secured by joint equitable mortgage with UPFC of all immovable and movable properties and personal guarantees of Shri Indra Kumar Jain (deceased), Shri Vikas Jain and Shri Vivek Jain. Balance payable to PICUP as per OTS scheme as reduced by repayment has been shown as secured loan. PICUP has cancelled OTS and has adjusted repayment amount against interest which is against the NPA guidelines of RBI. Company has disputed the action of PICUP and hope favourable result in the end. However, sufficient provision already exist as interest suspense under the head. Sundry Creditors – others against this contingent liability.

4. Contingent Liability

- i) Claims not acknowledged by company - .NIL (Prev. Year Rs.8.30 lacs) only
- ii) Company is also contingent liable for the following -
 - a) Listing fee of Stock Exchange Rs. 6.59 lacs (Prev.year Rs. 3.66 lacs)
 - b) Electricity Department Rs. 1.26 lacs (Prev. year Rs.1.26 lacs)
 - c) Intt UPFC Rs.100.00 lacs approx (Prev. year Rs.72.00 lacs)
 - d) Intt PICUP Rs.120.00 lacs approx (Prev. year Rs.83.00 lacs)
 - e) House Tax Amount unascertained

5. Retirement Benefits

There is no liability of retirement benefits to employees.

6 Related Party Disclosures (AS-18)

Pursuant to compliance of AS-18 on "Related Party disclosures" the relevant information is provided herein below :

Sl. No.	Name of Related Party	Relationship	Nature of Transaction	Amount	O/s as on 30.06.11	Prov. for doubtful debts as on 30.06.11	Amount w/off during the year	Amount written back during the year	Remarks
				Rs. P.	Rs. P.	Rs. P.	Rs. P.	Rs. P.	
1	Surya Tyres Ltd.	Wholly owned subsidiary	Payment made	100000.00	689430.13 (credit)	0.00	0.00	0.00	The credit amount is not in the nature of loans
2	Karamveer Electronics Ltd.	Enterprise owned or significantly influenced by key management personnel or their relatives	Purchases Interest charged Advance made Amount received	1172028.00 449200.00 9071458.00 4875000.00	36318.90 (Debit) 12660900.00 (Debit)	0.00 0.00	0.00 0.00	0.00 0.00	The debit amount is not in the nature of loans The debit amount is not in the nature of loans
3	Vikas Jain	Relative of Key management personnel	Guarantee obtained	0.00	0.00	0.00	0.00	0.00	See Note No.2 and 3 regarding secured loans
4	Vivek Jain	Key management personnel	Director remuneration Guarantee obtained	420000.00 0.00	377825.70 (credit) 0.00	0.00 0.00	0.00 0.00	0.00 0.00	The credit balance is not in the nature of loans See Note No.2 and 3 regarding secured loans
5	Seema Jain	Relative of Key management personnel	No transaction	0.00	250000.00 (debit)	0.00	0.00	0.00	The debit balance is not in the nature of loans
6	Shikha Jain	Relative of Key management personnel	Receipt against advance	100000.00	300000.00 (debit)	0.00	0.00	0.00	The debit balance is not in the nature of loans

7 Debts due by directors Rs.NIL (Prev year Rs.NIL)

Debts due by companies under the same management -
Karamveer Electronics Ltd. Rs.12697218.90 (Rs.9241888.90)

8 Mamimum amount due by directors at any time during the year Rs.NIL (Prev year Rs.NIL)

9. Balance of Debtors, Advances, Creditors, UPFC and PICUP are subject to confirmation / reconciliation. However, in the opinion of Board of Directors, the current assets and loans and advances are approx. of the value stated if realised in the ordinary course of the business and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

10. Payments to or provisions for auditors are as under :

	This year	Previous year
i) Audit Fees	25000.00	25000.00

11. **Payment to Directors :**

Vivek Jain (Managing Director)	420000.00	360000.00
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12. Total outstanding dues of 'Small Scale Industrial Undertakings' and 'other than Small Scale Industrial Undertakings' and the name of the Small Scale Industrial Undertakings to whom the company owe a sum of exceeding Rs.1.00 lac which is outstanding for more than 30 days are not disclosed on the balance sheet as the suppliers have not indicated their status whether they are Small Scale Industrial Undertaking or not on their documents and accordingly it was not possible for the company to bifercate the trade creditors accordingly.

13. Segment Reporting – Not applicable

14. EPS : 0.45

15. Foreign currency exposure - NIL

16. ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART II OF THE SCHEDULE VI OF THE COMPANIES ACT, 1956 (AS CERTIFIED BY THE DIRECTORS AND ACCEPTED BY THE AUDITORS) :

Break up of Expenditure incurred on Employees who :

- (i) If employed through out the year i.e. 01.07.2010 to 30.06.2011 were in receipt of remuneration for the period which in the aggregate was not less than Rs.24,00,000.00 or more - NIL
- (ii) If employed for the part of the year were in receipt of remuneration for any part of that year at a rate in the aggregate was not less than Rs.2,00,000.00 per month or more - NIL

For **KKJ & ASSOCIATES**

Chartered Accountants

Sd/-

(C.A. K. K. Jain)

Partner

M. No. 71281

By and on behalf of Board of Directors

Sd/-

(Vivek Jain)

Managing Director

Sd/-

(Rahul Jain)

Director

Date : 29.08.2011

Place : Meerut

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE 2011

Particulars	Amount (In Rs.) (In Lacs)	
	As at June 30, 2011	As at June 30, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	19.97	6.90
Adjustment for :		
Depreciation	28.68	36.22
Interest Expenses	0.11	0.04
Reduction in value of investment w/off	0.00	51.84
Rental income	-55.73	-60.62
Interest received	-5.75	-0.70
Profit on sale of assets	-0.97	-53.20
	-33.66	
Operating profit before working capital changes	-13.69	-19.52
Adjustment for Working Capital		
Increase / Reduction in inventory	-11.30	-0.05
(Increase) / Reduction Trade and other receivables	-35.36	-96.55
Increase / (Reduction) Trade payables	0.00	-2.62
	-46.66	
Cash flow before extra ordinary items	-60.35	-118.74
Provision Tax	0.00	0.00
Net cash flow from operating activities	-60.35	-118.74
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Intt received	5.75	0.70
Rental income	55.73	60.62
Sale of Fixed Assets	1.79	110.00
	63.27	171.32
Net cash flow from investing activities	63.27	171.32
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Repayment) long term borrowings	-29.00	-19.00
Increase/(Repayment) unsecured borrowings	0.00	-3.48
Interest expenses	-0.11	-0.04
Increase/ Reduction of other creditors	-3.18	-9.57
	-32.29	-32.09
Net cash flow from financing activities	-32.29	-32.09
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	-29.37	20.49
Opening Cash and cash equivalents	37.13	16.64
Closing Cash and cash equivalents	7.76	37.13

For **KKJ & ASSOCIATES**

Chartered Accountants

Sd/-

(C.A. K. K. Jain)

Partner

M. No. 71281

By and on behalf of Board of Directors

Sd/-

(Vivek Jain)

Managing Director

Sd/-

(Rahul Jain)

Director

Date : 29.08.2011

Place : Meerut

SURYA INDUSTRIAL CORPORATION LIMITED

Regd. Office: B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250 103

PROXY FORM

I/We.....of.....being member/members of the above named Company hereby appoint.....of.....or failing him/her.....of..... as my/our Proxy to vote for me/us behalf at the 24th Annual General Meeting of the Company to be held on Saturday the 31st December, 2011 at 10.30 a.m. at B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250130 and at any adjourned meeting thereof.

Signed this.....day of2011.

Signature.....

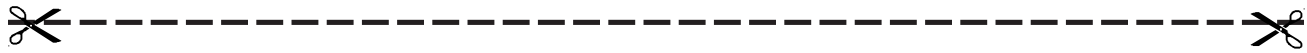
Regd. Folio No.....

No. of Shares.....

Address.....



Note: The form should be signed across the stamp as per specimen signature registered with the Company. The proxy form must reach the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.



SURYA INDUSTRIAL CORPORATION LIMITED

Regd. Office: B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250 103

Attendance Slip

Regd. Folio No.....

Mr./Ms.....

Father's/Husband's Name.....

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company at B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250103 at 10.30 a.m. on Saturday the 31st December, 2011.

Members'/Proxy's Name in BLOCK Letters Members'/Proxy's Signature

- Note:**
- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
 - 2) Member's Signature should be in accordance with the specimen signature registered with the Company.
 - 3) Please bring your copy of the Annual Report for reference at the Meeting.

* Applicable for investors holding shares in electronic form

CORPORATE INFORMATION

DIRECTORS	Ms. Seema Jain	:	Additional Director (Chairperson)
	Mr. Vivek Jain	:	Managing Director
	Mr. Rahul Jain	:	Director
	Mr. Laleshwar Kumar Raut	:	Additional Director
	Mr. Mahender Singh	:	Additional Director
	Mr. Navdeep Gupta	:	Additional Director

Statutory Auditors

M/s KKJ & Associates
Chartered Accountants
1332, Behind Kamdhenu Dairy,
P. L. Sharma Road,
Meerut - 250001

Registrar & Transfer Agent

Beetal Financial & Computers Services Pvt Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre, Nr Dada Harsukdas Mandir,
New Delhi-110062

Annual General Meeting

Date : 31st December, 2011
Time : 10:30 A.M.
Day : Saturday
Venue : B-9, Industrial Estate,
Partapur, Meerut,
Uttar Pradesh – 250 103

Name of the Stock Exchanges at which the Company's shares are listed

1. Bombay Stock Exchange Ltd
2. The Delhi Stock Exchange
3. The Uttar Pradesh Stock Exchange Association Ltd.
4. The Stock Exchange, Ahemdabad
5. The Jaipur Stock Exchange

Registered Office

B-9, Industrial Estate,
Partapur, Meerut,
Uttar Pradesh – 250 103

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