

26th ANNUAL REPORT

SURYA INDUSTRIAL CORPORATION LIMITED

YEAR 2012-2013

CORPORATE INFORMATION

DIRECTORS	Mr. Vivek Jain	:	Chairman cum Managing Director
	Mr. Rahul Jain	:	Director
	Mrs. Bhavi Jitendra Sanghavi	:	Director
	Mr. Mukhtar Singh	:	Additional Director
	Mr. Pawan Kumar	:	Additional Director

Statutory Auditors

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

Registrar & Transfer Agent

Skyline Financial Services Private Limited
D-153, 1st Floor,
Okhla Industrial Area, Phase-I
New Delhi-110020

Annual General Meeting

Date : 09th November, 2013
Time : 04:00 P.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, Ahmedabad
5. The Jaipur Stock Exchange

Registered Office

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

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NOTICE

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS OF SURYA INDUSTRIAL CORPORATION LIMITED, MEERUT THAT XXVIth ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY THE 09TH NOVEMBER 2013 AT ITS REGISTERED OFFICE AT 4:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Annual Accounts for the year ended on 30.06.2013 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."
4. To change the financial year of the Company from June ending to March ending thereby making next financial year closing on March 31, 2014, constituting total of Nine(9) months as financial year for the Financial year ending March31,2014".

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Mukhtar 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."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Pawan Kumar, 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 08.11.2013 to 09.11.2013.
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. Mukhtar Singh was appointed as an Additional Director on the Board of Directors w.e.f. 13th April, 2013 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. Mukhtar Singh is, in any way, concerned or interested in the resolution.

ITEM NO. 5

Mr. Pawan Kumar was appointed as an Additional Director on the Board of Directors w.e.f. 23rd July, 2013 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. Pawan Kumar is, in any way, concerned or interested in the resolution.

By Order of the Board of Directors
Sd/-
(Vivek Jain)
Chairman cum Managing Director

Date : 14.10.2013

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	40 years
Qualification	B.Com
Expertise	14 years experience in the field of Accounts, Finance and Law
Other Directorship	Surya Tyres Ltd. Karmveer Electronics Ltd.

Name	Mr. Pawan Kumar
Age	24 years
Qualification	Commerce Graduate
Expertise	Experience in the Secretarial work
Other Directorship	Scriptech Weath Management Services Private Limited

Name	Mr. Mukhtar Singh
Age	44 years
Qualification	Graduate
Expertise	Experience in the field of Accounts, taxation
Other Directorship	Concept Casting Private Limited

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 26th Annual Report of the Company along with Audited Accounts and the Auditor's Report for the Accounting Year ended 30th June, 2013.

1. FINANCIAL RESULTS:

Comparative Figures are as under

Particulars	2012-13	2011-12
Sales & Job Work	445000.00	1194000.00
Other Income	5038000.00	5634000.00
Profit on sale of Assets	0.00	0.00
Reduction in value of Investment	0.00	0.00
Profit before depreciation	2340000.00	4526000.00
Depreciation	1504000.00	2493000.00
Net Profit before tax	17406000.00	718000.00
Net Profit after tax	17406000.00	718000.00
Balance b/f from previous year	(-)72477000.00	(-)72477000.00

2. OPERATIONS

Company has come out of the purview of SICA. Board for Industrial and Financial Reconstruction (BIFR) Bench III, in its directions issued in January, 2013 decided to delist the Company from the purview of SICA.

Company is now optimistic towards its growth and smooth functioning of the Company has been resumed to give the momentum to the Company. Management is hopeful of Growth of the Company, now hereon, in the coming future for the Company. Looking into the future prospectus, the management considered and approved to Sell, lease or otherwise disposal and/or transfer/sale of land, building, machinery and any other assets of the Company situated at 37/4, Village Dungrawali, Meerut bypass Road, Meerut. The Board considered the matter in the Board Meeting of 17th August, 2012 and the matter was duly approved by the Board and subsequently by the shareholders by way of Postal ballot and the results for the same were declared by the Mr. Vivek Jain, Chairman and Managing Director, on 27th October, 2012.

3. DIRECTORS

No sitting fee has been paid to any of the directors.

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, Mr. Mukhtar Singh was appointed as Additional Director of the Company and shall hold office till the date of the ensuing Annual General Meeting. Your Company has received notice 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.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 and the article of association of the Company, Mr. Pawan Kumar was appointed as Additional Director of the Company and shall hold office till the date of the ensuing Annual General Meeting. Your Company has received notice 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.

Mr. Abhinav Sharma and Raman Sapra has been appointed as Additional Directors on 18/08/2012 and 17/09/2012 respectively and resigned on 20/06/2013 and 05/11/2012 respectively. Mr. Navdeep Gupta who was appointed on 01/01/2011 got resigned from the directorship of the Company on 10/09/2012. Mahender Singh,

Laleswar Kumar Raut and Seema Jain, Directors of the Company resigned on 18/08/2012 from the directorship 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.

4. DIVIDEND

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

5. AUDIT REPORT & ACCOUNTS

No Qualification by the Auditor has been recommended.

6. 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, as amended in 2011 to this report are - NIL

7. 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 2012-13.

8. 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.

9. 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.

10. 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 30.06.2013. The same has been attached in Director's Report.

11. ACKNOWLEDGEMENT

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

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

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

Date : 14.10.2013

Place : Meerut

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Metal industry has shown the second highest growth rate for steel production in Asia after China in 2006. With a GDP growth of around 8% since 2005-06, Indian economy as well as the industrial development got a boost and this helped to shape the increasing steel demand and production in India. The report "Opportunities in Indian Steel Industry" by RNCOS undertakes a detailed analysis of the forces that have shaped the Indian steel industry in order to predict the future trends and prospects. This section gives a detailed analysis of steel industry in India. This section looks into the factors that have influenced the industry over a period of time, like steel production and raw materials, steel consumption, and export-import of steel products etc. The section also puts forth a comprehensive analysis on the fluctuating performance of the Indian steel industry.

INDUSTRY STRUCTURE AND DEVELOPMENT

Indian steel industry is closely linked with domestic economic growth.

India housing and construction industry is likely to grow in India, which is one of the major steel consuming industries. Growing Indian automobile industry, which depends on steel industry for parts manufacturing, will lead to a strong steel demand in future.

The high cost of electricity in India may hamper the steel industry's production level.

Recent increase in production capacity and foreign investment in India is pushing the Indian steel production. Demand is expected to rise in future with economic and industrial growth

OPPORTUNITY

Company is planning to explore in textile industry as the Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. Abundant availability of raw materials such as cotton, wool, silk and jute and skilled workforce has made India a sourcing hub. The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. MMF production increased by 9 percent during June 2013. The production increased by about 3 per cent during the year April-June 2013.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 1956 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

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

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

Date : 14.10.2013

Place : Meerut

COMPLIANCE CERTIFICATE

CIN: L15311UP1988PLC010285
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, 2013**. 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 accounting 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 there under.
3. The Company is a public limited Company.
4. The Board of Directors duly met 8 (Eight) times on 18/08/2012, 10/09/2012, 17/09/2012, 05/11/2012, 14/02/2013, 01/05/2013, 15/05/2013, 24/06/2013, 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 from 28 December, 2012 to 31 December, 2012 for the purpose of Annual General Meeting, held on December 31, 2012. There are no Debenture holders in the Company.
6. The Annual General meeting for the Accounting Year ended on 30.6.2012 was held on December 31, 2012 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. However, shareholders approval was taken for sale of assets u/s 293(1a) of the Act, by way of Postal Ballot, resolution of which was passed u/s 192 A of the Act and results of which were declared, to the Shareholders & exchanges, by the Chairman on October 27, 2012.
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 Mr. Abhinav Sharma and Raman Sapra have been appointed as Additional Directors on 18/08/2012 and 17/09/2012 respectively and resigned on 20/06/2013 and 05/11/2012 respectively.
- Mr. Navdeep Gupta who was appointed on 01/01/2011 got resigned from the directorship of the Company on 10/09/2012.
- Bhavi Jitendra Sanghavi and Mukhtar Singh are appointed as Additional Director on 05/11/2012 and 13/04/2013 respectively. No Director in Casual Vacancy is appointed during the Accounting year.
- Mahender Singh, Laleswar Kumar Raut and Seema Jain, Directors of the Company resigned on 18/08/2012 from the directorship of the Company.
15. The Company has not appointed any managing Director/ Whole time Director during the current 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, 2013 is within the borrowing limits of the Company as per the provisions of section 293 (1)(d) of the Company Act,1956.
25. As per Information & explanations provided to us the Company has not made any loans or advances or given guarantees or provided securities to other body corporate in contravention of provisions of Section 372A of the Act.
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.

Place : Delhi
Date : 14-10-2013

-Sd/-
(Nishi Talwar)
Company Secretary in Practice
C.P. No. 10529

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 30.06.2013)

- 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 2013**.

Sl. No.	Forms filed	Under Section of Companies Act, 1956	Date of Filing	Whether filed within prescribed time	If Delay in filing whether requisite Additional fee paid
1.	Form23AC&ACA (XBRL) (ANNUAL ACCOUNTS) for the Accounting year ending 2012	220	27/02/2013	Yes	No
2.	Form 66 for the Accounting year ending 2012	Proviso to Section 383A(1)	04/01/2013	Yes	NA
3.	Form 32	Section 303(2)	04/07/2012	Yes	No
4.	Form 32	Section 303(2)	03/09/2012	Yes	No
5.	Form 32	Section 303(2)	08/10/2012	Yes	No
6.	Form 32	Section 303(2)	29/12/2012	No	Yes
7.	Form 62	-	25/09/2012	Yes	No
8.	Form 23	192	03/11/2012	Yes	No

Place : Delhi
Date : 14-10-2013

-Sd/
(Nishi Talwar)
Company Secretary in Practice
C.P. No. 10529

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 two Promoter Directors and two 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, 2013 are given below:

Name of the Director	Designation	Category	Directorship of other Companies	Membership/ Chairmanship in Board Committees
Mr. Vivek Jain	Chairman cum Managing Director	Promoter Executive	1	2
Mr. Rahul Jain	Director	Promoter Executive	3	
Mrs. Bhavi Jitendra Sanghavi	Director	Non Executive Independent	2	
Mr. Mukhtar Singh	Additional Director	Non Executive Independent	1	

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

- During the year under review eight meetings 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: 18/08/2012, 10/09/2012, 17/09/2012, 05/11/2012, 14/02/2013, 01/05/2013, 15/05/2013, 24/06/2013.
- The attendance record of each of the Directors at the Board Meeting during the year ended on June 30, 2013 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, 2012
Mr. Vivek Jain	8	Yes
Mr. Rahul Jain	8	Yes
Mr. Navdeep Gupta	2	Yes
Mr.Laleswar Kumar Raut	2	No
Ms. Bhavi Jitendra Sanghavi	3	No
Mr. Mukhtar Singh	1	No
Mr.Abhinav Sharma	1	No
Mr.Raman Sapra	-	No
Mr. Mahender Singh	2	No
Mrs. Seema Jain	1	No

(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
Ms. Bhavi Jitendra Sanghavi	Chairman	Independent Director
Mr. Mukhtar Singh	Member	Independent Director
Mr. Vivek Jain	Member	Executive Director
Mr. Navdeep Gupta*	Member	Non-executive Director
Mr. Mahendra Singh*	Member	Non-executive Director
Ms. Seema Jain*	Member	Non-executive Director

During the year under review, four Audit Committee Meetings were held on August 18, 2012, November 5, 2012, February 14, 2013 and May 15, 2013. Details of attendance of each director and attended Meetings of the company are as follows:

Name of the Director	Designation	No. of Meeting held	No. of Meetings attended
Ms. Bhavi Jitendra Sanghavi	Chairman	4	3
Mr. Mukhtar Singh	Member	4	1
Mr. Vivek Jain	Member	4	4
Mr. Navdeep Gupta*	Member	4	1
Mr. Mahendra Singh*	Member	4	4
Ms. Seema Jain*	Member	4	4

*Mahender Singh, Navdeep Gupta, Seema Jain has resigned on 18/08/2012, 10/09/2012 and 18/08/2012. 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. Bhavi Jitendra Sanghavi	Chairman	Independent Director
Mr. Vivek Jain	Member	Executive Director
Mr. Mukhtar Singh	Member	Independent Director

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 Meeting held	No. of Meetings attended
Mr. Bhavi Jitendra	Chairman	4	4
Mr. Vivek Jain	Member	4	4
Mr. Mukhtar 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

Chairman cum Managing Director

GENERAL BODY MEETING:-

YEAR	DATE	VENUE	TIME
2012	31.12.2012	B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250 103	10.30 a.m.
2011	31.12.2011	B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh – 250 103	10.30 a.m.
2010	31.12.2010	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.

RESOLUTION THROUGH POSTAL BALLOT:

The management considered and approved to Sell, lease or otherwise disposal and/or transfer/sale of land, building, machinery and any other assets of the Company, u/s 293(1a) of The Companies Act, situated at 37/4, Village Dungrawali, Meerut bypass Road, Meerut. The Board considered the matter in the Board Meeting of 17th August, 2012 and the matter was duly approved by the Board and subsequently by the shareholders by way of Postal ballot u/s 192A of The Companies Act and the results for the same were declared by the Mr. Vivek Jain, Chairman and Managing Director, on 27th October, 2012.

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 : 09th November, 2013
 Time : 04:00 p.m.
 Venue : B-9, Industrial Estate, Partapur,
 Meerut, Uttar Pradesh – 250 103

FINANCIAL CALENDER (tentative)

Accounting Year	-	1st July 2013 to 31st March 2014
Financial Reporting for the First Quarter ending	-	29/10/2013
Financial Reporting for the Second Quarter ending	-	on or before 15th of Feb., 2014
Financial Reporting for the Third Quarter ending	-	on or before 15th May, 2014

DATE OF BOOK CLOSURE

The Register of Member and Share Transfer Books of the Company will remain closed from 8th November, 2013 to 9th November, 2013.

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

High on :	11/02/2013	Rs. 137.00
Low on :	12/06/2013	Rs.25.25

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited
 D-153, 1st Floor,
 Okhla Indl. Area, Phase-I,
 New Delhi-110020

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 30.06.2013 is given below:

Range in (No. of Shares)	Number of Shareholders	% to Total Shareholders	No. of Shares held	% to Total Capital
1 - 5000	215	39.81	70190	1.57
5001 - 10000	95	17.59	80829	1.81
10001 - 20000	41	7.59	64335	1.44
20001 - 30000	34	6.30	89952	2.01
30001 - 40000	26	4.81	98333	2.20
40001 - 50000	29	5.37	138528	3.10
50001 - 100000	41	7.59	316764	7.09
100001 and above	59	10.93	3607769	80.77
Total	540	100%	4466700	100.00%

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.07.2012 TO 30.06.2013

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	1532971	34.32
(b) Foreign	-	-
Non Promoters		
Financial Institution and Banks	-	-
Non-Resident, OCB's, Foreign Banks	15178	0.34
Other Bodies Corporate	542743	12.15
Mutual Funds	-	-
Clearing member	-	-
Public	2375808	53.19
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 2012-2013.

For SURYA INDUSTRIAL CORPORATION LIMITED

DATE : 14-10-2013
PLACE: MEERUT (UP)

Sd/-
(Vivek Jain)
Chairman cum Managing Director

CEO/CFO CERTIFICATION

To The Board of Directors
SURYA INDUSTRIAL CORPORATION LIMITED

Dear Sir,

- (a) I have reviewed financial statements and the cash flow statement for the year ended 30th June 2013 and to the best of my 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) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (c) I 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 I 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)
Chairman cum Managing Director

Date : 14-10-2013
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 2013** 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 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 : 26-08-2013
Place : Meerut (U.P.)

AUDITOR'S REPORT

To
The Shareholders
Messrs Surya Industrial Corporation Limited
Meerut

1. We have audited the attached Balance Sheet of Messrs Surya Industrial Corporation Limited as at 30th June, 2013 and also Statement of Profit and Loss 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 Statement of Profit and Loss dealt with by this report are in agreement with the books of accounts;
 - iv) In our opinion, Statement of Profit and Loss 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, 2013 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 Statement of Profit & Loss read together with and subject to the notes forming part of accounts appearing thereon specially Note No.(3) 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, 2013 and
 - b) in the case of Statement of profit & loss of the Profit 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 : 26/08/2013
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, 2013**

With reference to paragraph 3 of our report of even date on the accounts for the year ended on 30th June, 2013, 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 disposed off substantial part of fixed assets, but as per information's and explanations given by management going concern status of the company is not affected.
- (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 Advances/ Loans. The maximum amount involved during the year was Rs.199.56 lacs and the year end balance of Advances/Loans granted to such parties was Rs.81.68 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) The parties have repaid the principle amount as stipulated and have been regular in payment of Interest.
- (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 thereunder .
- (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 there was no undisputed and disputed arrears of outstanding statutory dues as at 30.06.2013 for a period of more than six months from date they became payable except the following :
Service Tax : Rs.113200.00 (undisputed)

- (x) In our opinion, the accumulated losses of the company as at 30.06.13 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 repaid all dues of UPFC & PICUP under OTS.
- (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 : 26-08-2013
Place : Meerut (U.P.)

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

BALANCE SHEET AS AT 30.06.2013*(Rupees in Lacs)*

Particulars	Note No.		Current Year	Previous Year
I EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	1	596.77		596.77
(b) Reserves and surplus	2	<u>-550.71</u>	46.06	<u>-724.77</u> -128.00
(2) Current liabilities				
(a) Short-term borrowings	3	0.00		306.07
(b) Trade payables	4	6.26		26.95
(c) Other current liabilities	5	<u>215.59</u>	221.85	<u>224.59</u> 557.61
TOTAL			<u>267.91</u>	<u>429.61</u>
II ASSETS				
(1) Non Current Assets				
(a) Fixed assets				
Tangible assets	6	0.00		208.08
(b) Non-current investments	7	0.00		5.76
(c) Long-term loans and advances	8	<u>0.00</u>	0.00	<u>90.06</u> 303.90
(2) Current assets				
(a) Current investments	9	0.70		0.50
(b) Inventories	10	0.00		0.01
(c) Trade receivables	11	0.00		20.13
(d) Cash and cash equivalents	12	19.58		13.03
(e) Short-term loans and advances	13	<u>247.63</u>	267.91	<u>92.04</u> 125.71
TOTAL			<u>267.91</u>	<u>429.61</u>

In term of our attached report of even date

For **KKJ & ASSOCIATES**

Chartered Accountants

By and on behalf of Board of Directors

Sd/-

(C.A. K. K. Jain)

Partner

M. No. 71281

Sd/-

(Vivek Jain)

Managing Director

Sd/-

(Rahul Jain)

Director

Date : 26.08.2013

Place : Meerut

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 30.06.2013*(Rupees in Lacs)*

Particulars	Note No.		Current Year		Previous Year
REVENUE					
Revenue from operations	14	4.45		11.94	
Other Income	15	<u>50.38</u>	<u>54.83</u>	<u>56.34</u>	68.28
TOTAL REVENUE			<u>54.83</u>		<u>68.28</u>
EXPENSES					
(i) Cost of materials consumed	16	0.00		11.73	
(ii) (Increase)/Decrease in inventories of finished goods work-in-progress and Traded goods	17	0.01		0.32	
(iii) Employee benefits expenses	18	6.36		7.23	
(iv) Depreciation -Tangible only		15.04		24.93	
(v) Finance Cost	19	19.84			
(vi) Other expenses	20	<u>5.22</u>	<u>46.47</u>	<u>3.14</u>	47.35
TOTAL EXPENSES			<u>46.47</u>		<u>47.35</u>
Profit before exceptional items and tax			8.36		20.93
Exceptional items	21		165.70		13.75
Profit before tax			174.06		7.18
Tax expense :					
(1) Current tax		0.00		0.00	
(2) Deferred tax		<u>0.00</u>		<u>0.00</u>	
			0.00		0.00
Profit (Loss) for the year			174.06		7.18
Earnings per equity share :					
Basic / Dilut	22		Rs.3.90		Rs.0.16

In term of our attached report of even date

For **KKJ & ASSOCIATES****Chartered Accountants****By and on behalf of Board of Directors****Sd/-****(C.A. K. K. Jain)**

Partner

M. No. 71281

Sd/-**(Vivek Jain)**

Managing Director

Sd/-**(Rahul Jain)**

Director

Date : 26.08.2013**Place** : Meerut

NOTES ON FINANCIAL STATEMENT AS ON 30.06.2013*(Rupees in Lacs)*

Particulars	Current Year		Previous Year	
1 SHARE CAPITAL				
	No.	Amount	No.	Amount
1.1. Authorised				
Equity shares of Rs.10/- each :				
At the beginning of the year	10000000	1000	10000000	1000
1.2. Issued Share Capital				
Equity shares of Rs.10/- fully paid up :				
At the beginning of the year	7960900	796.09	7960900	796.09
1.3. Subscribed Share Capital				
Equity shares of Rs.10/- fully paid up :				
At the beginning of the year	74588000	746.88	74588000	746.88
1.4. Paid up Capital :				
Equity shares of Rs.10/- fully paid up :				
At the beginning of the year :				
Paid up amount	74588000	746.88	74588000	746.88
Less : Shares forfeited		300.21		300.21
		446.67		446.67
Add : Paid up amount on shares forfeited		150.10		150.10
At the end of the year		596.77		596.77
1.5. Out of above shares 120000 Equity Shares have been allotted as fully paid up bonus shares by capitalisation of General Reserve.				
1.6. There has been no increase / decrease in the equity shares during the year.				
1.7. The company has only one class of equity shares having a par value of Rs.10/- share. Each holder of equity shares is entitled to one vote per shares.				
1.8. Shareholders holding more than 5% shares in the company -				
Name of Share holder	No. of shares		No. of shares	
Shri I.K. Jain	394150		394150	
Shri I.K. Jain	0		394150	
Shri I.K. Jain (HUF)	400000		400000	
Shri Vikas Jain	376871		700000	
Shri Vivek Jain	713250		713250	
Smt. Jaya Jain	0		305500	
Nikhil Champak Lal Shah	312500		0	
Sameer Kanu Bhai Shah	346000		0	
Jigar Kanu Bhai Shah	295900		0	
2. RESERVE AND SURPLUS				
2.1. Profit and Loss Account :				
At the beginning of the year		-724.77		-731.95
Add : Profit/(loss) for the year		174.06		7.18
As at the end of the year		-550.71		-724.77

(Rupees in Lacs)

Particulars	Current Year	Previous Year
-------------	--------------	---------------

3. SHORT TERM BORROWINGS**(SECURED Borrowings)****3.1 From Financial Institutions**

U.P.F.C. OTS accounts	0.00	109.70
P.IC.U.P. OTS accounts	0.00	196.37
	<u>0.00</u>	<u>306.07</u>

3.1.1 (i) Loan of U.P. Financial Corporation has been fully repaid under OTS

(ii) Loans of PICUP has been fully repaid under OTS

4. TRADE PAYABLES

For Goods	0.00	9.75
For Services	6.26	17.20
	<u>6.26</u>	<u>26.95</u>

4.1. 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 - NIL

5. OTHER CURRENT LIABILITIES

A. Security Deposits	16.40	16.40
B. Tax / Duty payable	4.19	1.58
C. Other Advances	195.00	14.50
D. Interest Payable :		
Financial Institutions	0.00	192.11
	<u>215.59</u>	<u>224.32</u>

6. FIXED ASSETS - Tangible

(Figure in rupees)

Particulars	Rates of Dep.	GROSS BLOCK				DEPRECIATION			NET BLOCK		
		Balance As At 01.07.2012	Addition during the year	Duduction during the year	Balance As At 30.06.2013	Balance As At 01.07.2012	Deduction during the year	Provided during the year	Balance As at 30.06.2013	As at 30.06.2013	As at 30.06.2012
	(%)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Land		3868200	0	3868200	0	0	0	0	0	0	3868200
Building	10.00%	15923115	0	15923115	0	11078587	11320813	242226	0	0	4844528
Plant & Machinery	13.91%	46801768	0	46801768	0	34705906	35967808	1261902	0	0	12095862
TOTAL		66593083	0	66593083	0	45784493	47288621	1504128	0	0	20808590
Prev. Year		66593083	0	0	66593083	43291825	0	2492668	45784493	20808590	23301258

(Rupees in Lacs)

Particulars	Current Year	Previous Year
-------------	--------------	---------------

7. NON-CURRENT INVESTMENTS

Non Trade Investment : at market price

In Equity Shares of Subsidiaries Company

Unquoted, fully paid up

160000.00 Equity shares of Rs.10/- each of

M/s Surya Tyres Ltd.

	0.00	5.76
	<u>0.00</u>	<u>5.76</u>

8. LONG TERM LOANS & ADVANCES

(Unsecured by considered good)

Deferred Payment to Related Party	0.00	90.00
Security Deposits	0.00	0.06
	<u>0.00</u>	<u>90.06</u>

9. CURRENT INVESTMENTSFixed Deposit with
Kotak Mahindra Bank

	0.70	0.50
	<u>0.70</u>	<u>0.50</u>

10. INVENTORIES

Raw Materials : CRGO	0.00	0.00
Finished Goods : Residual Steel	0.00	0.01
	<u>0.00</u>	<u>0.01</u>

11. TRADE RECEIVABLES

1. (Unsecured but considered good)

(i) Outstanding for a period exceeding 6 months from the date they are due for payment	0.00	4.91
(ii) Others	0.00	15.22
	<u>0.00</u>	<u>20.13</u>

12. CASH AND CASH EQUIVALENTS

Cash on hand	10.25	7.19
Bank Balance :		
In Current Account with :		
Bank of Baroda	0.23	1.02
ICICI Bank	8.48	4.19
Kotak Mahindra Bank	0.62	0.63
	<u>9.33</u>	<u>5.84</u>
	<u>19.58</u>	<u>13.03</u>

(Rupees in Lacs)

Particulars	Current Year	Previous Year
13. SHORT TERM LOANS & ADVANCES		
(Unsecured but considered good)		
(a) Tax & Duty deposited	7.82	6.54
(b) Advance to Supplier	5.09	8.26
(c) Prepaid Expenses	0.11	0.00
(d) Advances to related parties	79.02	42.46
(e) Other Advances	0.50	0.00
	<u>247.63</u>	<u>92.04</u>
14. REVENUE FROM OPERATIONS		
14.1. Sale of Products -		
(a) Sales : Domestic only	0.00	11.27
	<u>0.00</u>	<u>11.27</u>
(b) Less : Excise Duty	0.00	0.00
	<u>0.00</u>	<u>11.27</u>
14.2. Sale of Service -		
(a) Job work : Domestic only	4.45	0.67
	<u>4.45</u>	<u>0.67</u>
(b) Less : Service Tax	0.00	0.00
	<u>4.45</u>	<u>0.67</u>
Total (14.1 + 14.2)	<u>4.45</u>	<u>11.94</u>
14.1.1. Productwise particulars of sales are as under -		
Name of Product		
Electric Lamination	0.00	10.62
Residual Steel	0.00	0.65
	<u>0.00</u>	<u>11.27</u>
14.2.1. Productwise particulars of services are as under -		
Name of Services		
Job Work-Tyre	4.45	0.67
	<u>4.45</u>	<u>0.67</u>
15. OTHER INCOME		
Interest		
From Current Investments	0.21	6.47
From Long Term Investments	0.00	0.00
	<u>0.21</u>	<u>6.47</u>
Other Non Operating Income		
Lease Rent	50.17	49.87
	<u>50.17</u>	<u>49.87</u>
	<u>50.38</u>	<u>56.34</u>

<i>(Rupees in Lacs)</i>		
Particulars	Current Year	Previous Year
16. COST OF MATERIAL CONSUMED		
Opening Stock	0.00	11.71
Add : Purchases	0.00	0.00
	<u>0.00</u>	<u>11.73</u>
Less : Closing Stock	0.00	0.00
Consumption during the year	<u>0.00</u>	<u>11.73</u>
16.1 Particulars of Raw Material consumed are as under -		
(a) Name of Raw Material		
CRGO	0.00	11.73
	<u>0.00</u>	<u>11.73</u>
(b) Raw Material consumed - Indigenous 100% (Previous year - Indigenous 100%)		
17. (INCREASE)/DECREASE IN STOCKS		
(a) Opening Stock :		
Finished Goods	0.01	0.33
Total (a)	<u>0.01</u>	<u>0.33</u>
(b) Closing Stock :		
Finished Goods	0.00	0.01
Total (b)	<u>0.00</u>	<u>0.01</u>
Net (Increase) / Decrease	<u>0.01</u>	<u>-0.32</u>
17.1. Particulars of Stocks are as under -		
(a) Name of Finished Goods		
Residual Steel / Scrap	0.00	0.01
	<u>0.00</u>	<u>0.01</u>
18. EMPLOYEES BENEFITS EXPENSES		
Salaries & Wages	1.56	2.88
Directors Remuneration	4.80	4.35
	<u>6.36</u>	<u>7.23</u>
19. FINANCE COST		
Interest PICUP & UPFC	19.84	0.00
	<u>19.84</u>	<u>0.00</u>
20. OTHER EXPENSES		
(A) Manufacturing Expenses		
Job Work Paid	0.13	0.13
Repair & Maintenance	0.00	0.00
Total A	<u>0.13</u>	<u>0.13</u>

(Rupees in Lacs)

Particulars	Current Year	Previous Year
(B) Selling and Administrative Expenses		
Professional Charges (Consultancy)	0.20	1.32
Printing & Stationery	0.04	0.00
House Tax	1.96	1.24
Custody Fee	0.00	0.03
Postage & Telegram	0.00	0.01
Legal Expenses	0.47	0.00
Travelling-Directors	0.07	0.00
Travelling Expenses	0.07	0.00
Generator Running & Maintenance	0.67	0.00
Miscellaneous Interest	0.14	0.06
Office expenses	0.01	0.00
Bank Charges	0.03	0.03
Listing Fee	0.11	0.04
Share Transfer expenses	0.15	0.00
Telephone Expenses	0.02	0.03
Payment to Auditors :		
Statutory Audit Fees	0.30	0.20
Tax Audit Fee	0.10	0.05
	<u>0.40</u>	<u>0.25</u>
Total B	<u>4.34</u>	<u>3.01</u>
Total (A+B)	<u>5.22</u>	<u>3.14</u>

21. EXCEPTIONAL ITEMS

(i) Re-Instalment Fee	13.75	0.00
(i) Re-Instalment Fee	0.00	13.75
(ii) Loss in Investment	-4.96	0.00
(iii) Sundry Balance w/off	-1.76	0.00
(iv) Profit on sale of Fixed Assets	172.42	0.00
	<u>165.70</u>	<u>13.75</u>

22. EARNINGS PER SHARE

(a) Profit / (loss) after tax as per statement of Profit & Loss	174.06	19.97
(b) Number of Equity shares	4466700	4466700
(c) Earnings per share-basic/diluted (Face value - Rs.100.00 Per share)		
(a) » (b)	Rs.3.90	Rs.0.16

23. (a) EARNINGS & EXPENDITURE IN FOREIGN CURRENCY NIL NIL

23. (b) CONTINGENT LIABILITIES / COMMITMENTS NOT PROVIDED FOR :

(a) Listing fee of Stock Exchange (Other than BSE) Rs.5.60 lacs approx. (Rs.5.10 lacs)

24. SIGNIFICANT ACCOUNTING POLICIES IMPLEMENTED -**(a) Basis for Accounting**

(i) The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted Accounting principles, Accounting Standards notified under section 211 (3C) of the Companies Act, 1956 and the relevant provisions thereof.

(ii) During the year the company has reclassified the previous year figures wherever found applicable.

(b) Revenue Recognition

- (i) Revenue from sale of goods is recognised on transfer of ownership to the buyer. Sale of goods is recognised net of sales tax and value added tax. However there are no such activity during the year.
- (ii) Revenue from services rendered is recognised on transfer of services to buyer.

(c) Fixed Assets

- (i) Fixed Assets are stated at cost net of recoverable taxes less accumulated depreciation. All cost, including financing costs till commencement of commercial production attributable to fixed assets are capitalised.
- (ii) The interest free security deposit paid to lessor of land Rs.3868200/- which had been shown under the head "Land" upto 30.06.2012 has been returned by lessors and they have paid compensation to company for Rs.2.30 crores on cancellation of lease of land.

(d) Depreciation and Amortisation

Depreciation on fixed assets has been provided using W.D.V. method at rates prescribed in Schedule XIV to the Companies Act, 1956

(e) Inventories

Inventories of the company have been valued as under -

- (i) Finished goods/scrap : At market price
- (ii) Work in progress : At estimated cost
- (iii) Raw Material, stores, spares and consumable : At cost or market value whichever is less

Cost of Inventories is generally ascertained on FIFO method taking into account cost of purchase and related overheads incurred in bringing them to their respective present location and condition. However there were no inventories as on 30.06.2013.

(f) Investments

- (i) Long Term Investment are stated at cost minus provision for diminution other than temporary. However there are no such investment as at 30.06.2013.
- (ii) Current Investment are stated at cost or market value whichever is less

(g) Employee Benefits

- (i) Short term employee benefits are recognised as an expense in the profit and loss account of the year in which the related service is rendered.
- (ii) There are no post employment and / or long term employee benefits or retirement benefit

(h) Provision for Current and Deferred Tax

- (i) Provision for current income tax has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961., however current tax liability is NIL due to past losses.
- (ii) Deferred Tax resulting from timing difference between taxable and accounting income and Deferred tax assets has not been recognised due to uncertainty of profit in future.

(i) Borrowing Costs

Borrowing costs are charged to profit and loss account. Amount paid to UPFC & PICUP under OTS over and above settled amount has been written off as interest paid to them.

(j) Contingent liabilities and commitments

Contingent liabilities and commitments have not been accounted for but have been disclosed by note if any.

(k) 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 liability on finality of the assessment are being taken into account in the year of finalisation. In the opinion of board of directors there were no such liability as on 30.06.2013.

- (ii) With the amount of VAT purchase cost of material has been reduced. However there was no purchase during the year.
- (I) Paid up amount on 3002100 forfeited Equity shares i.e. Rs.15010500/- which have not been reallocated have been shown under the head "Share Capital".

In term of our attached report of even date

For **KKJ & ASSOCIATES**

Chartered Accountants

Sd/-

(C.A. K. K. Jain)

Partner

M. No. 71281

Date : 26.08.2013

Place : Meerut

By and on behalf of Board of Directors

Sd/-

(Vivek Jain)

Managing Director

Sd/-

(Rahul Jain)

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 30TH JUNE, 2013*(Rupees in Lacs)*

Particulars	Current Year	Previous Year
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	8.36	7.18
Adjustment for :		
Depreciation	15.04	24.93
Rental income	-50.17	-49.87
Interest received	-0.21	-6.47
Balance w/off	-1.76	0.00
Interest paid	19.84	0.00
Operating profit before working capital changes	-8.90	-24.23
Adjustment for Working Capital :		
Increase / Reduction in inventory 0.01	12.05	
(Increase) / Reduction Trade receivables	20.13	-10.77
Increase / (Reduction) Trade payables	-20.69	-1.11
Cash flow before extra ordinary items	-9.45	-24.06
Provision Tax	0.00	0.00
Net cash flow from operating activities	-9.45	-24.06
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Intt received	0.21	6.47
Rental income	50.17	49.87
Sale of Fixed Assets	365.46	0.00
Purchase of Current Investment	-0.20	-0.50
Sale proceeds of Investment	0.80	0.00
Net cash flow from investing activities	416.44	55.84
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Repayment) Loan of Financial Institutions	-306.07	-6.00
Income / (Repayment) of Short Term Advances	-155.59	-34.78
Increase/ Reduction of other creditors	-9.00	14.27
Increase/ Reduction of Long Term Advances	90.06	0.00
Interest paid to Financial Institutions	-19.84	0.00
Net cash flow from financing activities	-400.44	-26.51
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	6.55	5.27
Opening Cash and cash equivalents	13.03	7.76
Closing Cash and cash equivalents	19.58	13.03

In term of our attached report of even date
For **KKJ & ASSOCIATES**

Chartered Accountants

By and on behalf of Board of Directors

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

Sd/-
(Vivek Jain)
Managing Director

Sd/-
(Rahul Jain)
Director

Date : 26.08.2013

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 26th Annual General Meeting of the Company to be held on 9th of November, 2013 at 4.00 p.m. at B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250130 and at any adjourned meeting thereof.

Signed this.....day of2013.

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 26th Annual General Meeting of the Company at B-9, Industrial Estate, Partapur, Meerut, Uttar Pradesh - 250103 at 4.00 p.m. on 9th day of November, 2013.

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.

If undelivered, please return to:



SURYA INDUSRTIAL CORPORATION LIMITED

B-9, Industrial Estate, Partapur,

Meerut - 250 103 (Uttar Pradesh)

FORM A

Covering letter of the annual audit report

1.	Name of the company	Surya Industrial Corporation Limited
2.	Annual financial statements for the year Ended	30th June, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation Whether appeared first time...../	NA
5.	To be signed by-	
	• Managing Director	
	• Auditor of the company	
	• Audit Committee Chairman	Bhomi Singhani