

36TH ANNUAL REPORT

2020- 2021

SURYA INDIA LIMITED

Contents

Page No.

1. Corporate Information.....	3.
2. Notice.....	4.
3. Boards' Report.....	24-38.
4. Annexures to the Boards' Report	
i. Corporate Governance Report.....	39- 66.
ii. Auditor's Certificate on Corporate Governance.....	67-68.
iii. Management Discussion and Analysis Report.....	69-74.
iv. Secretarial Audit Report.....	75-79.
v. Form AOC-2.....	80.
vi. Disclosure under Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.....	81.
vii. Statement containing particulars of employees.....	82.
viii. Certificate of Non-Disqualification of Directors.....	83-84.
ix. Declaration for Compliance with Code of Conduct.....	85.
x. MD and CFO Certification to the Board.....	86.
5. Independent Auditors' Report.....	87-97.
6. Balance Sheet.	98.
7. Statement of Profit and Loss.	99.
8. Cash Flow Statement.	100.
9. Notes to the Financial Statements.	101- 120.

Corporate Information

Board of Directors

Mr. Ganesh Dass Agarwal	:	Non-Executive Independent Director (Chairman)
Mrs. Preeti Agarwal	:	Managing Director (KMP)
Mrs. Priyanka Agarwal	:	Whole-time Director (KMP)
Mrs. Puneet Bedi	:	Non-Executive Independent Director
Mr. Manohar Lal Agarwal	:	Non-Executive Non- Independent Director

Chief Financial Officer (KMP)

Mr. Satyaprakash Goyal

Company Secretary and Compliance Officer (KMP)

Ms. Jagriti Aggarwal

Statutory Auditors

M/s KAP & Associates
(Chartered Accountants)
C-2/4, Safdarjung Development Area,
Main Aurobindo Marg, New Delhi-110016.

Internal Auditors

Mr. Ashish Bansal
Chartered Accountant

Secretarial Auditors

P. Kathuria & Associates,
Practicing Company Secretaries
401, Prabhat Kiran Building
17, Rajendra Place, New Delhi- 110008.

Share Transfer Agent

M/s. Skyline Financial Services Pvt. Ltd
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi – 110020.

Banker

YES Bank Limited.

Registered Office

B-1/F-12, Mohan Co-Operative Industrial Estate,
Main Mathura Road, New Delhi-110044.
Tel:91-11-45204100/115 ; Email : cs@haldiram.com

Website

www.suryaindialtd.com

Stock Exchange

BSE Limited
Scrip Code : 539253

SURYA INDIA LIMITED

Regd. Office: B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.
Tel: +91 11 45204115; **Fax:** +91 11 28898016; **Email:** cs@haldiram.com,
CIN- L74899DL1985PLC019991; **Website:** www.suryaindialtd.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of **Surya India Limited** will be held on Thursday, 30th day of September, 2021 at 03:00 P.M. at the Registered Office of the Company situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, along with the Boards' Report and Independent Auditors' Report thereon.
2. To appoint a director in place of Mr. Manohar Lal Agarwal (DIN- 00290780), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re- appointment.

**By Order of the Board of Directors
Surya India Limited**

Date: 04th September, 2021
Place: New Delhi

**Jagriti Aggarwal
(Company Secretary & Compliance Officer)
M. No.: A45455**

Regd. Office Address: B-1/F-12,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

NOTES:

1. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and cast vote on his/ her behalf and the proxy need not be a member of the Company.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48) before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A copy of Form MGT- 11 (Proxy form) is enclosed with this notice.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting as per provisions of Section 113 of the Companies Act, 2013.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company.
4. The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a) Register of Contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the 36th Annual General Meeting by any person entitled to attend the meeting.

5. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for the purpose of 36th Annual General Meeting and will be available for inspection at the venue of 36th Annual General Meeting till the conclusion of the meeting.
6. Members are requested to:
 - a. Bring their copy of the Annual Report and Attendance Slip (enclosed with this notice) with them at the Annual General Meeting.
 - b. Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi- 110020, in case the shares are held by them in physical form. Further members may note that SEBI has mandated the submission of PAN by every participant in securities market.
8. As per the provision of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, members are entitled to make nomination in respect of shares held by them in physical form. Members who have not yet registered their nomination and are desirous of making nominations are requested to send their requests in Form SH-13 of the said rules. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 of the said rules. Members holding shares in electronic form may submit the same to their respective depository participant(s).
9. All the documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office situated at B-1/F-12, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044 on all working days of the Company, between 10.00 a.m. to 01.00 p.m. upto the date of the Annual General Meeting.
10. Members desirous of getting any information about the Annual accounts and/or operations of the Company are requested to write to the Company at its Registered Office at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
11. Notice calling the AGM has been uploaded on the website of the Company at www.suryaindialtd.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The Notice of the AGM along with the Annual Report for the Financial Year 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings issued by ICSI i.e. the information about the Director proposed to be re-appointed as Director forms part of this Notice and is annexed as **Annexure 1**.
14. To support the "Green Initiative", the Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) & MCA Circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e- Voting agency. The facility of casting votes by a member using remote e-voting facility will be provided by NSDL.
16. 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.
17. In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company advises shareholders to notify to the Company, any change in their address/ bank details /email Id etc. under the signatures of sole/ first named joint holder along with relevant supporting documents. In relation to this “Updation of KYC Details in the Master Data” along with KYC Form is annexed as **Annexure- 2**.
18. The ISIN of the Equity Shares of Rs.10/- each is INE446E01019.
19. Notice of the 36th Annual General Meeting of the Company, inter alia, indicating the process and manner of remote e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode and to other members through permitted mode.
20. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 07th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed from the conclusion of the 32nd Annual General Meeting held on 30th day of September, 2017 till the conclusion of the 37th Annual General Meeting.
21. The Board of Directors of the Company has not recommended any dividend for the financial year 2020-21.
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular dated December 2, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrar and Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.
23. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 08th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/ she, whether acting alone,

together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

24. Route Map of the meeting is enclosed with the notice.

25. **The instructions for members for remote e-voting process are as under:**

The remote e-voting period begins on Sunday, September 26, 2021 (9:00 am) and ends on Wednesday, September 29, 2021 (5:00 pm). During this period, Shareholders' of the Company, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 23, 2021. Any person, who acquires shares of the Company and become member of the Company after dispatch/ issue of the notice and holding shares as of the cut-off date i.e. September 23, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@haldiram.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.

The Board of Directors of the Company has appointed Mr. Pradeep Kathuria (Membership No. FCS 4655, CP No. 3086), Company Secretaries, as scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e- voting for Individual shareholders holding securities in demat mode are as under:

In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants (DP). Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e- Voting facility.

Individual Shareholders holding Securities in demat mode with NSDL:

- a. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile device. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- d. Shareholders/Members can also download the NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play

**Individual Shareholders holding Securities in demat mode with CDSL:**

- a. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

- b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login method for e-voting for shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode are as under:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.