

FOR YOUR KIND ATTENTION**Dematerialization of shares :**

The shares of the Company are dematerialized with Central Depository Services (India) Ltd and National Securities Depository Limited. The Shares are traded in compulsory dematerialized form. You are requested to get the shares dematerialized with your Depository Participant. This will also help in quick credit of dividend to your account.

Some shareholders are still holding shares of the Company in physical mode having share certificates in the old name i.e. **“Champion Cement Industries Limited”**. They are requested to cut the Sticker of **“Suraj Products Limited”** given below and affix on the old Name in the share certificate before producing the certificates for Dematerialization. The shares of the Company can be traded in dematerialized form only. The Scrip Code at BSE is **518075** and at Calcutta Stock Exchange is **13054**.

SURAJ PRODUCTS LIMITED**SURAJ PRODUCTS LIMITED****SURAJ PRODUCTS LIMITED****SURAJ PRODUCTS LIMITED****”Green Initiatives in the Corporate Governance”**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by Companies Vide its Circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, MCA has permitted Companies to send Notices, Annual Reports etc. to its Members in electronic form, i.e. through e-mail.

Besides ensuring prompt receipt of communication and avoid loss of articles during postal transit, it shall also benefit the society at large through reduction in paper consumption thereby contributing towards a greener environment.

In view of the above, Members who have not registered their e-mail address so far, are requested to register the same with their Depository Participant (DP), if shares are held in demat form and with the Registrar, if shares are held in physical form, to receive documents and other communication from the company in electronic form.

NOTICE OF THE 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the members of SURAJ PRODUCTS LIMITED will be held on Saturday **the 29th day of September, 2012 at 11.30 A.M. at the Registered Office of the Company** at Vill: Barpali, P.O. Kesramal (Rajgangpur) – 770 017 Dist. : Sundargarh, Odisha, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account of the Company for the year ended as on that date, together with the Auditor's Report and Director's Report thereon.
2. To declare Dividend on equity shares.
3. To appoint a director in place of Mr. S.N. Kabra who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a director in place of Mrs. Sunita Dalmia who retires by rotation and being eligible offers herself for reappointment.
5. To appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:-

“RESOLVED THAT M/s Rustagi & Co. Chartered Accountants, the retiring Auditors of the Company be and hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company”.

By Order of the Board
For **Suraj Products Limited**
A. N. Khatua
Company Secretary

Place: Barpali
Dated : 28.07.2012

Note:

1. **A member entitled to attend, vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf, and a proxy need not be a member of this company. Proxies in order to be effective must be received at the registered office of the company not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.**
2. The Register of Member and Share Transfer Books of the company will remain closed from 24.09.2012 to 29.09.2012(both days inclusive).
3. As required by the Listing Agreement, details of the Directors retiring by rotation and eligible for re-appointment are annexed hereto.
4. Members desiring to seek any information/clarification on the Annual Accounts are requested to write to the Company at least seven days before the Annual General Meeting.
5. Share holders are requested to notify their Bank particulars giving the name of the bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/S MCS Limited. Share holders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.
6. RBI vide it's Circular No. DPSS. (CO). EPPD. No. 191.04.01.01/2009-2010 dated July 29, 2009 has instructed banks to move to the NECS platform from October 1, 2009.

Consequently you are requested to provide your new account number allocated to you after implementation of Core Banking System by your Bank. NECS credit to your old account may either be rejected or returned.

Please provide to the Share Registrars and Transfer Agents new Bank Account particulars along with a copy of the cheque duly cancelled by quoting your reference folio number in case of shares held by you in physical form. In case the shares are in Dematerialized form, you may kindly provide the same to your Depository participant, so that your future dividend payments can correctly be credited to your new account.

ANNEXURE TO THE NOTICE

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/ re-appointed are given below:

Name of Director	Mr. S.N.Kabra
Date of Birth	20.12.1948
Date of Appointment	01.01.1997
Qualification	B.Com
Expertise in specific functional areas	Running of Manufacturing unit.
List of other Companies in which Directorship held (excluding in Foreign companies)	1. Sreechem Resines Ltd. 2. Sreechem Finance Pvt. Ltd.
Chairman/Member of Committees the Board of Directors of other Companies in which he is a Director (excluding in foreign Chairman of Companies)	1. Audit Committee. 2. Shareholders Grievance committee. 3. Share Transfer Committee.
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	NIL

Name of Director	Mrs. Sunita Dalmia
Date of Birth	03.05.1964
Date of Appointment	19.06.2000
Qualification	Graduate
Expertise in specific functional areas	She has come from business family and has possess good business sense and administrative capabilities.
List of other Companies in which Directorship held (excluding in Foreign companies)	1. NIP Power Pvt. Ltd. 2. Balbhadra Infratech Pvt. Ltd. 3. Molisati Vinimay Pvt. Ltd. 4. Brex Technology Pvt. Ltd.
Chairman/Member of Committees the Board of Directors of other Companies in which he is a Director (excluding in foreign Chairman of Companies)	1. Shareholders Grievance committee.
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	272400 Shares

DIRECTORS' REPORT TO SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting their Report on the business and operations of your Company along with the Audited Accounts of the company for the year ended 31st March 2012.

FINANCIAL RESULTS :

<u>PARTICULARS</u>	<u>Current Year (₹ In Lac)</u>	<u>Previous Year (₹ In Lac)</u>
Sales and other income	9331.48	6625.40
Profit before depreciation	515.68	454.29
Depreciation	325.79	283.33
Profit for the year	189.89	170.96
Provision for tax	56.56	63.08
Profit after tax	133.33	107.88
Profit brought forward from the previous year	891.54	838.70
Profit available for appropriation	1024.87	946.59
Proposed Dividend	53.10	47.20
Tax on Proposed Dividend	8.61	7.84
Surplus carried to Balance Sheet	963.16	891.55

OPERATIONS :

During the year, the Company produced 30532 MT and sold 29834 MT of sponge iron compared to previous year's production of 30220 MT and sales of 29708 MT. The company produced 9978 MT and sold 10079 MT of Pig Iron as compared to last year's production of 4022 MT and sales of 4092 MT. The EPS for the current Year is at ₹ 2.26.

DIVIDEND :

The Board has recommended dividend at 9 % (Nine percent) per share i.e. ₹ 0.90 (Previous year ₹ 0.80) per equity share for the year ended 31st March, 2012. The dividend if approved by the shareholders will be paid to those members whose name appears on the Register of Members on the record date. The total outgo on account of Dividend (ex-taxes) will be ₹ 53.10 Lacs compared to previous year figure of ₹ 47.20 Lacs.

DIRECTORS :

Sri S.N.Kabra and Smt. Sunita Dalmia who retire by rotation & being eligible offer themselves for re-appointment.

LISTING :

The shares of the Company are listed at Bombay Stock Exchange. The Scrip Code at BSE is 518075. The shares of the Company are also listed at Calcutta Stock Exchange Limited. The Scrip Code at CSE is 13054.

The respective listing fees for the above Stock Exchanges up to the year 2012-13 have been paid.

RECONCILIATION OF SHARE CAPITAL :

As directed by Securities Exchange Board of India (SEBI), Reconciliation of Share Capital is being carried out quarterly by a practicing Company Secretary. The findings of the Reconciliation of Share Capital were satisfactory.

PERSONNEL :

The Provision of section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules 1975 as amended are not applicable to the company as no employee has drawn remuneration in excess of the limits specified therein.

DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to section 217(2AA) of the Companies Act, 1956 the Board of Directors of the Company Confirm that;

- (i) in the preparation of annual accounts, the applicable Accounting Standards as specified by the Institute of Chartered Accountants of India have been followed and that there has been no material departures from the same;
- (ii) the Directors have 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 financial year and of the profit or loss of the company for that period.
- (iii) the Directors have taken proper and sufficient care, to the best of their for the maintenance of adequate accounting records in accordance with the provision of the Companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (iv) the annual accounts have been prepared on going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The prescribed details as required under section 217(1) (e) of the Companies (Disclosure of Particulars on the report of Board of Directors) Rules 1988 are set out in annexure 'A' forming part of this report.

REPORT ON CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, the following form part of this annual report:

- (i) Report on Corporate Governance – (Annexure 'B');
- (ii) Management Discussion & Analysis Report – (Annexure 'C').

AUDITORS :

The members are requested to appoint the Auditors for the current year and fix their remuneration. Messrs Rustagi & Company, Chartered Accountants, Kolkata, the existing Auditors of the Company have furnished the certificate of their eligibility for reappointment under Section 224 (1) of the Companies Act, 1956.

ACKNOWLEDGEMENT AND APPRECIATION :

Your Directors place on record their appreciation of the continued support, cooperation and assistance from our shareholders, customers, suppliers, employees and other business associates including various agencies of the Central and State Governments and Bankers.

Place: Barpali
Date: 28.07.2012

On behalf of the Board of Directors
Y. K. Dalmia
Chairman

ANNEXURE TO THE DIRECTORS' REPORT

Statement pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors Report for the year ended 31ST March 2012.

1. CONSERVATION OF ENERGY :

The Company has taken various steps for conservation of energy and has installed energy efficient equipments and thereby able to optimize the energy consumption.

ELECTRICITY			For the year 2011-2012	For the year 2010-2011
(a)	Purchased Units	KWH	53,90,928	47,21,664
	Amount	Rs.	275,82,223	1,86,57,961
	Cost per Unit	Rs.	5.12	3.95
(b)	Through Diesel Generator	KWH	5,79,184	2,72,580
	Unit per Ltr. of Diesel		3.33	2.68
	Cost per Unit *	Rs.	10.40	11.88

* Operating cost has been charged with other expenses.

A. Power Consumption

Power Consumption Per Unit of Production

Consumption of electricity per ton of production cannot be determined product wise as company is having common processing facility for interdependent products.

2. TECHNOLOGY ABSORPTION :

Research & Development (R & D)

The Company does not have in-house Research & Development department.

3. FOREIGN EXCHANGE OUTGO :

	Current Year (₹)	Previous Year (₹)
Capital Goods	NIL	2,18,02,157
Foreign Travel Expenses	92,814	2,17,597

Place: Barpali
Date: 28.07.2012

On behalf of the Board of Directors
Y. K. Dalmia
Chairman

REPORT ON CORPORATE GOVERNANCE

As per the guidelines of SEBI & amended Listing Agreement with the stock exchanges, the company is making efforts to implement the guidelines taking in to consideration the size and location of the company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

The Company continues to commit to maintain the highest standards of integrity, transparency and accountability in all facts of its operations and to create shareholder's value on sustainable basis. The company is committed to achieve and maintain the highest standards of Corporate Governance; it believes that good Corporate Governance with transparency and independence as its key ingredients provides the market oriented framework for the running of companies.

2. BOARD OF DIRECTORS :**A. The composition of the Board:**

As on 31st of March, 2012, the Board of Directors of Suraj Products comprises of five directors. The Board consists of the Chairman, who is Promoter & Executive Director, one Executive Director and three Non-Executive Directors, of which two are independent. Details are given below.

Name of the Directors	Category
Sri Y. K. Dalmia	Promoter – Executive Chairman
Smt. S. Dalmia	Non Executive & Promoter Director
Sri S. N. Kabra	Independent – Non Executive Director
Sri R. P. Agarwal	Independent – Non Executive Director
Sri Gagan Goyal	Executive Director

B. Number of Board Meetings:

During the year 2011-12, the Board of the Company met five times on 21.05.2011, 30.07.2011, 25.10.2011, 30.01.2012 and 29.02.2012. All the meeting were held in such manner that the gap between two consecutive meetings was not more than four months.

Name of the Directors	Attendance Particulars		Number of other Directorship and Committee Chairmanship / Membership		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Sri Y. K. Dalmia	5	Yes	5	1	1
Smt. S. Dalmia	5	Yes	4	1	—
Sri S.N. Kabra	4	Yes	2	3	2
Sri R. P. Agarwal	3	Yes	—	2	—
Sri Gagan Goyal	5	Yes	—	2	—

3. AUDIT COMMITTEE :

The audit committee consists of Sri S.N. Kabra, Sri R. P. Agarwal and Sri Gagan Goyal. Sri S. N. Kabra acts as Chairman of the Committee. During the period under review four Audit Committee meetings were held 25.05.2011, 24.07.2011, 28.10.2011 and 27.01.2012.

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The composition of the Audit Committee and attendance of its meetings are given below:

Name of the Directors	No. of Audit Committee Meeting Attendance
Sri S.N. Kabra	4
Sri R.P.Agarwal	3
Sri Gagan Goyal	4

Term of reference of the Audit Committee :

The committee is entrusted with review of half yearly and annual financial statements before submission to the Board. The scope of the audit committee, inter alia, includes review of the Company's financial reporting process, the financial statements; review the adequacy of the internal control systems. The Company Secretary acts as the secretary of the Committee.

4. REMUNERATION COMMITTEE :

A Committee of Directors comprising of Mrs. Sunita Dalmia, Mr. S.N.Kbra and Mr. R.P.Agarwal has been formed as Compensation / Remuneration Committee for the purpose of recommending of the Executive Director, Senior Executives' remuneration / revision / merit increment and related matters. No sitting fees are payable for the meeting of this Committee.

5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE :

Shareholders' & Investors' Grievance Committee consists of Sri S.N. Kabra, Sri R.P. Agarwal and Smt. Sunita Dalmia. Sri S.N.Kabra acts as Chairman of the Committee. Sri A.N.Khatua, Company Secretary Serves as the Secretary of the Committee. The Committee to look into redressing of shareholders and investors grievances like transfer of shares, non receipt of Balance sheet, etc.

During the financial year 2011-12 the Committee held three meetings 24.07.2011, 29.10.2011 and on 29.01.2012.

The committee received 35 complaints from investors during the year and all of have been resolved. There is no complaint outstanding at the end of the year.

Mr. Gagan Goyal acts as Compliance Officer to this Committee under the Security Exchange Board of India (SEBI) Notification.

6. SHARE TRANSFER COMMITTEE :

The Company has a Share Transfer Committee consisting of Sri Y. K. Dalmia, Sri S.N. Kabra, and Sri Gagan Goyal. Sri Y. K. Dalmia acts as Chairman of the Committee. The Share Transfer Committee meets as and when required and is entrusted with transfer / transmission of shares, issue of duplicate share certificates, changes of name / status, transposition of names, sub-division / consolidation of share certificates, dematerialization / rematerialization of shares, etc.

7. CEO/ CFO CERTIFICATION :

A certificate from The Chairman on the Financial Statements of the Company was placed before the Board at its meeting held on 26.05.2012.

8. RISK ASSESSMENT & MINIMISATION PROCEDURE :

The risk assessment and its minimisation procedures have been laid down by the company and the same been informed to board members. The procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

9. GENERAL BODY MEETING :**a) ANNUAL GENERAL MEETING**

Date	Venue	Time	No. of Special Resolution
12th Sept. 2008	Registered Office of the company at Barpali	11.30 A.M.	—
30th Sept. 2009	Registered Office of the company at Barpali	11.30 A.M.	—
30th Sept. 2010	Registered Office of the Company at Barpali	11.30 A.M.	—
24th Sept, 2011	Registered Office of the Company at Barpali	11.30 A.M.	—

b) During the year, no resolution was passed through postal ballot in accordance with Section 192A of the Companies Act, 1956.

10. DISCLOSURES :

- a) **RELATED PARTY DISCLOSURE:** There are no materially significant related party transactions with its Promoters, the Directors or the Management and their Subsidiaries or relatives etc., which may have potential conflict with the interest of the Company at large.
- b) **NON-COMPLIANCE PENALTIES:** There were no instances of non-compliances and no penalties/ strictures have been imposed/ passed by Stock Exchange, SEBI or any other statutory authority during last three years on any matter related to the capital markets.
- c) **CODE OF CONDUCT:** The Board formulated a code of conduct for the Board Members and the senior management of the company. All Board Members and senior management personnel have affirmed their compliance with the code.
- d) During the financial year 2011-12, there is no audit qualification in the Company's financial statements.

11. MEANS OF COMMUNICATION :

- a) The quarterly, half yearly and full year results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of Clause 41 of the Listing Agreement and are published in News papers.
- b) The financial results are displayed on the Company's Website viz: www.surajproducts.com
- c) The Management Discussion and Analysis Report is attached with Director's Report in this 21st Annual Report of the Company posted to the Share holders.

12. GENERAL INFORMATION FOR SHARE HOLDERS :

21ST Annual General Meeting:

Day : Saturday
 Date : 29th September, 2012
 Time : 11:30 Hrs
 Venue : Regd. Office: Vill: Barpali
 P. O.: Kesramal (Rajgangpur)
 Dist.: Sundargarh, Orissa.

- a) **Financial Calendar** (Tentative) :
- Quarterly Results : Last week of succeeding month
 Annual Accounts 2012-13 : May, 2013
- b) **Date of Book Closure** : The Company's Register of Members and Share Transfer Books will remain closed from 24th September to 29th September, 2012.

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- c) **Listing at Stock Exchange** : (i) The Bombay Stock Exchange Ltd.
(ii) The Calcutta Stock Exchange Ltd.
- d) **Stock Code** : **518075 at BSE and 13054 at CSE.**
- e) **Dematerialization of shares and liquidity**

The shares of the Company are dematerialized with Central Depository Services (India) Ltd and National Securities Depository Limited. The addresses of the Depositories are as under:

- (1) **National Securities Depository Limited (ISIN – INE069E01019)**
Trade world, 4th Floor,
Kamala Mills Compound
Senapati Bapat Marg,
Lower parel, Mumbai – 400013
- (2) **Central Depository Services(India) Limited (ISIN – INE069E01019)**
Phiroze Jeejeebhoy Towers,
28th Floor, Dalal Street,
Mumbai – 400023

No. of Shares held in dematerialized and physical mode as on 31st March, 2012 is as under:

Particulars	No. of Shares	% of total capital issue
Held in dematerialized form in CDSL	3298400	55.91
Held in dematerialized form in NSDL	353900	6.00
Physical	2247700	38.09
TOTAL	5900000	100

- f) **Public Deposit:**
The Company has not accepted any deposit during the year under review.
- g) **Registrar & Share Transfer Agent:**
M/s MCS Limited,
77/2A Hazra Road, Kolkata - 700029.
Telephone: 033-24541892/93, Fax: 033-2454 1961,
E-mail: mcskol@rediffmail.com
Contact Person: Mr. Alok Mukherjee/ Mr. Partho Mukherjee
- h) **Share Transfer System:**

Share transfer system is entrusted to the Registrar and Share Transfer Agent. Transfer Committee is empowered to approve the share transfers. Transfer committee Meeting is held as and when required. The share transfers, issue of duplicate certificate etc are endorsed by Directors / Executives / Officers as may be authorised by the Transfer Committee. Grievances received from members and miscellaneous correspondences are processed by the Registrar within 15 days.

13. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2012 :

- a. **Details of shareholding as on 31st March, 2012.**

CATEGORY	No. of Shares	% of Share Holding
Promoters Group	33,01,800	55.95
Private Corporate Bodies	3,18,700	5.40
Indian Public	22,79,500	38.65
Total	59,00,000	100.00

b. Distribution of shareholding as on 31ST March, 2012.

No. of Shares	No. of Shares	No. of Shareholder	% of Share holding	% of Share holders
1 – 500	1345900	8532	22.8119	93.5424
501 – 1000	307400	343	5.2102	3.7606
1001 – 5000	419300	205	7.1067	2.2476
5001 – 10000	169500	20	2.8729	.2193
10001 – 50000	339700	12	5.7576	.1316
50001 – 100000	139600	2	2.3661	.0219
and Above	3178600	7	53.8746	.0767
Total	5900000	9121	100.0000	100.0000

14. STATUS OF NON-MANDATORY REQUIREMENTS :

The non-mandatory requirements viz., Remuneration Committee, Shareholding Rights, Training of Board Members & Tenure of Independent Directors and Mechanism for performance evaluation of non-executive Board Members will be implemented by the Company when required and/or deemed necessary by the Board.

15. PLANT - LOCATION :

Village – Barpali, Post – Kesramal (Rajgangpur)
Dist – Sundargarh, Odisha
Pin – 770 017

16. ADDRESS FOR CORRESPONDENCE :

Mr. Gagan Goyal
SURAJ PRODUCTS LIMITED
Village – Barpali, Post – Kesramal (Rajgangpur)
Dist – Sundargarh, Odisha, PIN – 770 017
Phone: 06624-28075/76
E-mail: investors@surajproducts.com/info@surajproducts.com
Web Site: www.surajproducts.com

DECLARATION UNDER CLAUSE 49(1)(D)

As required under Clause 49 of the Listing Agreement(s) with Stock Exchanges relating to Corporate Governance I hereby declare that all the members of the Board of Directors and the senior Management personnel have compliance with the company's code of conduct, to the year ended 31st March,2012.

Place: Barpali
Date: 28.07.2012

On behalf of the Board of Directors
Y. K. Dalmia
Chairman

Annexure to the Corporate Governance Report

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S)

To
The members of
SURAJ PRODUCTS LIMITED

We have reviewed the implementation of Corporate Governance procedures by M/s. Suraj Products Limited during the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our responsibility was limited to review of procedures 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.

As per Schedule of implementation stipulated in clause 49 of the Listing Agreements with Stock Exchanges, the Company is supposed to comply with all the conditions by March, 2012. During the year, initiated steps to set up various Committees and comply with the other requirements during the course of the year in stages.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Corporate Governance Clause of the listing agreements with Stock Exchanges have been substantially complied with by the Company and that no investor grievance(s) is/are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

19, R.N.Mukherjee Road
Kolkata – 700001
Dated: the 28th day of July, 2012

For **RUSTAGI & CO**
Chartered Accountants
(ASHISH RUSTAGI)
Membership No. 062982

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Board takes pleasure in presenting your Company's 21st Annual report for the year 2011-12 along with the compliance report on Corporate Governance.

Industry Structure & Development:

Sponge iron is an intermediate product as source of metalics for electric steel making. Other sources of metalics are either steel scrap or pig iron from Blast furnace.

The Sponge iron industry in India is divided into two types, those who are integrated with steel making and those in merchant sector. Suraj Products Limited belongs to the merchant sector.

In the modern economy Steel is a vital component to the development. The strength of steel industry shows the growth & development of all major industrial economies. Consumption of steel is a significant indicator of socio-economic development of the people of the country. Since incubation period for setting up integrated steel plants is large, the growth in demand of steel during the year was met generally by secondary steel sector or through import of steel. One of the sources of metallic's for secondary steel making sector is sponge iron and pig iron. Sponge iron industry, therefore, witnessed continued development for its product during the year. The trend is likely to continue in future.

Company's Performance :

Gross Turnover	:	₹	93,1717045.00
Profit before Taxation	:	₹	18989103.00
Profit after Taxation	:	₹	13332764.00

Opportunities, Threats & Future Outlook :

i) Opportunities:

Growth in the steel demand has strong correlation with growth in GDP of Nation. The Indian economy was expected to grow at a growth rate of 7 % of GDP but unfortunately the same could not happen. As a result the steel demand is unlikely to grow at expected pace. The demand for sponge Iron in medium term shall be at healthy level due to closure of many sponge iron plants for want of iron ore. Increase in price at international market and unavailability of quality scrap provides huge opportunities for growth of Sponge Iron industry. Company is located in Orissa which has abundant stock of Iron ore and coal, the basic raw material for sponge iron industry & hence is ideally located to take advantage of the growing demand.

ii) Threats :

The cost of iron ore and coal constitute more than 80% of cost of production. Therefore the profitability of the Company depends on market price of these raw materials. The only way to reduce the cost of iron ore and coal is to have captive mines for these raw materials, which the company does not have. The emergence of large players may pose threat due to their economies of scale.

Risk and Concern :

Increasing trend in raw material prices and non- availability of good quality raw material is the area of concern for the Company. Company is keeping close watch on these and taking appropriate steps timely.

Internal Control System & Their Adequacy :

The company has adequate and effective internal control system commensurate with its size and nature of business to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes, the Suraj Products Limited code of conduct and Corporate policies are duly complied with.. Internal audit and other control are reviewed periodically by Audit Committee.

Human Resources :

Company possesses good quality of human resources. The Board wishes to place on record its appreciation for the sustained efforts and devoted contribution made by all the employees for its success.

Cautionary Statement :

Actual results could differ materially from those stated above. Important factors that could make a difference to the Company's operation include, among others, economic condition affecting demand/supply and price conditions in the market in which the company operates, changes in Government regulations, tax laws and others statutes and incidental factors.

RUSTAGI & CO.
CHARTERED ACCOUNTANTS

19, R. N. MUKHERJEE ROAD, EASTERN BLDG.
1st FLOOR, KOLKATA – 700 001
PHONE : 2248-0856/0828, FAX : 2243-0746

AUDITOR'S REPORT

TO
THE MEMBERS OF
M/S. SURAJ PRODUCTS LIMITED

We have audited the attached Balance Sheet of “**Suraj Products Limited**” as at 31st March'2012 and the annexed Profit & Loss Account along with Cash Flow Statement for the year ending on that date. These financial statements are the responsibility of the management of the company. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standard 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 test basis evidences supporting the amount and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report)(Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in Paragraphs 4 and 5 of the said order.

Further to our comments in the annexure referred to above, we report that:

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
3. The Balance Sheet, Profit & Loss Account and Cash flow Statement dealt with by this report are in agreement with the books of accounts produced before us.
4. In our opinion prima facie, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standard, referred in sub-section 3(C) of section 211 of the Companies Act, 1961.
5. On the basis of written representation received from the director and taken on record by the Board of Directors, we report that prima facie none of the directors is disqualified as on 31.03.2012 from being appointed as a director in terms of clause(g) of sub-section(l) of section 274 of the Companies Act 1956.
6. In our opinion and to the best of our information and according to the explanation given to us, the balance sheet and profit & loss account read with schedules and notes on account annexed thereto gives the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India
 - i) in the case of balance sheet of the state of affairs of the company as at 31st March 2012 and;
 - ii) in the case of profit & loss account of the **Profit** for the year ended on that date.
 - iii) in the case of Cash Flow Statement of the Cash Flow of the company for the year ended on that date.

For **RUSTAGI & CO.**
Chartered Accountants
Firm Registration No. 301094E

(ASHISH RUSTAGI)
Partner
Membership No.062982

Place: Barpali
Dated, the 26th day of May, 2012

ANNEXURE**Re : M/s Suraj Products Limited**

Referred to in paragraph 3 of our report of even date,

- i)
 - a) The company has maintained proper records showing details of fixed assets including quantitative details and situation of fixed assets. However comprehensive fixed asset register is being compiled.
 - b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion is reasonable having regards to the size of the company and the nature of its assets. On the basis of explanation given to us, no material discrepancies have been noticed on such verifications.
 - c) The Company has not disposed off any fixed assets during the year.
- ii)
 - a) According to information and explanation given to us the inventory of the company has been physically verified by the management during the year according to a phased program normally so designed that each material item is physically verified at least once in a year. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to information and explanation given to us the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - c) In our opinion and according to explanation given to us the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification between of stock as compared to the books and records.
- iii)
 - a) The company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956. Accordingly clauses (b), (c), (d) of the order are not applicable.
 - b) The company has taken loan from three parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1,258,42,325/- and the year-end balance of loan taken was ₹ 1,09,840,682/- respectively.
 - c) In our opinion the rate of interest and other terms and condition on which loan has been taken from party listed in the register maintained under section 301 of the companies act 1956 are not, prime facie, prejudicial to the interest of the company.
 - d) During the year the company was regular in repaying principal amount as stipulated and has been regular in payment of interest.
- iv) In our opinion, there is adequate internal control procedures commensurate with the size of the company and the nature of the business with regard to purchases of inventory, fixed assets and with regard to sale of goods. Further on the basis of our examination of the books and records of the company, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- v)
 - a) Based on the audit procedure applied by us and according to information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under 301 have been so entered.
 - b) According to information and explanation given to us, we are of the opinion that no transaction of purchase of goods and materials and sale of goods and materials and servicing made in pursuance of contract or arrangement entered in has taken place which is required to be entered into the register maintained U/s.301 of the Companies Act,1956.
- vi) The company has not accepted any deposit from the public within the meaning of Section 58A and 58 AA of the Act and the rules framed there under.
- vii) In our opinion, on the basis of the internal audit reports broadly reviewed by us, the coverage of internal audit function carried on by the management is commensurate with the size of the Company and the nature of its business.

SURAJ PRODUCTS LIMITED

- viii) According to information provided and in our opinion, the maintenance of cost records prescribed by Central Government of 209(1)(d) of the Companies Act is not applicable to the Company.
- ix) a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, excise duty and cess were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable.
- c) According to information and explanation given to us, there are disputed Sales Taxes and Excise Duty which has not yet been paid and are pending in at forum for redressal of dispute. The particulars of dues of Excise Duty, Sales Tax which has not yet been deposited on account of dispute are as follows:

Name of Statute	Nature of Dues	Amount in ₹ (Lacs)	Period to which the amount relates to	Forum where the dispute is pending
The Orissa Sales tax Act 1947	Dispute regarding Sales Tax exemption set off on cement, consumption norms	31.5	1999-2000 to 2003-2004	Sales Tax Tribunal, Orissa, Cuttack
The Orissa Sales tax Act 1947	Dispute regarding ITC	3.68	2005-2008	Addl. Commissioner Sales Tax (Appeals) North Zone, Sambalpur
The Orissa Entry Tax rules, 1999	Entry Tax on Inter-State Purchases	9.7	2002-2003 to 2003-2004	Dy. Commissioner (Appeals) Sundargarh, Range, Rourkela
The Orissa Entry Tax rules, 1999	Entry Tax on Inter-State Purchases	0.87	2005-2008	Addl. Commissioner Sales tax (Appeals) North Zone, Sambalpur
Central Sales Tax	Non- submission of C- Form Declaration	3.12	2004-2005	Dy. Commissioner Sales Tax (Appeals) North Zone, Sambalpur
Central Sales Tax	Absence of documentation of Pre-Existing contract in relation with Form- H Sales	12.72	2004-2005	Dy. Commissioner Sales tax (Appeals) Sundargarh Range, Rourkeal
Central Sales Tax	Non- submission of C- Form & H-Form Declaration	9.52	2011-12	Addl. Commissioner Sales tax (Appeals) North Zone, Sambalpur
Central Sales Tax	Non- submission of H-Form Declaration	28.57	2006-2008	Addl. Commissioner Sales Tax (Appeals) North Zone, Sambalpur
Central Excise Rules 2004	Cenvat Credit on Iron & Steel	23.98	2002-2008	Commissioner of Appeals, Central Excise Customs & Service Tax, Bhubaneshwar

- x) In our opinion the company do not have any accumulated losses and the company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

- xi) In our opinion and according to information and explanation given to us the company has not defaulted in repayment of dues to financial institutions and banks.
- xii) In our opinion and according to information and explanation given to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the company is not a chit fund or nidhi/ mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv) In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments and hence the clause is not applicable for the Company.
- xv) In our opinion and according to information and explanation given to us the company has not given any guarantee for loan taken by others from banks or financial institutions.
- xvi) In our opinion and information and explanation given to us the company has not availed any term loan from banks and financial institution during the year and hence relevant clause is not applicable.
- xvii) According to the information and explanation given to us and on an overall examination of balance sheet of the company, we report that no funds raised on long term basis has been applied to finance short term assets. No short-term fund has been used to finance long-term investment except permanent working capital.
- xviii) According to information and explanation given to us the company has not made any preferential allotment during the period covered by our audit report. Accordingly, the provisions of clause 4(xviii) of the Companies (Auditor Report) Order, 2003 are not applicable to the company.
- xix) According to information and explanation given to us the company has not issued any debentures during the period covered by our audit report. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor Report) Order, 2003 are not applicable to the company.
- xx) According to information and explanation given to us the company has not made any public issue during the period covered by our audit report. Accordingly, the provisions of clause 4(xx) of the Companies (Auditor Report) Order, 2003 are not applicable to the company.
- xxi) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **RUSTAGI & CO.**
Chartered Accountants
Firm Registration No. 301094E

(ASHISH RUSTAGI)
Partner
Membership No.062982

Place: Barpali
Dated, the 26th day of May, 2012

SURAJ PRODUCTS LIMITED**BALANCE SHEET AS AT 31ST MARCH 2012**

PARTICULARS	NOTE No.	<u>As at 31st March, 2012</u> (₹)	<u>As at 31st March, 2011</u> (₹)
I. <u>EQUITY AND LIABILITIES</u>			
(1) <u>Shareholders' Funds</u>			
(a) Share Capital	1	59,000,000	59,000,000
(b) Reserves & Surplus	2	98,269,031	91,107,682
(2) <u>Non-Current Liabilities</u>			
(a) Long-Term Borrowings	3	35,806,710	56,614,299
(b) Deferred Tax Liabilities	4	16,582,510	17,622,588
(c) Other Long-Term Liabilities	5	121,615,841	54,978,352
(3) <u>Current Liabilities</u>			
(a) Short Term Borrowings	6	164,344,775	141,662,505
(b) Trade Payables	7	46,261,505	42,366,958
(c) Other Current Liabilities	8	49,989,686	37,568,323
(d) Short Term Provisions	9	6,354,873	9,228,415
TOTAL		<u>598,224,931</u>	<u>510,149,122</u>
II. <u>ASSETS</u>			
(1) <u>Non-Current Assets</u>			
(a) Fixed Assets			
(i) Tangible Assets	10	205,266,010	170,852,625
(ii) Intangible Assets	10	1,041,538	-
(iii) Capital Work-In-Progress		-	49,924,691
(b) Non-Current Investments	11	250,000	250,000
(c) Long Term Loans & Advances	12	2,414,431	2,579,586
(2) <u>Current Assets</u>			
(a) Inventories	13	228,587,094	201,105,708
(b) Trade Receivables	14	24,125,013	36,400,769
(c) Cash & Cash Equivalents	15	18,394,541	18,068,943
(d) Short Term Loans & Advances	16	118,146,304	30,966,800
TOTAL		<u>598,224,931</u>	<u>510,149,122</u>
Significant Accounting Policies			
Notes on Financial Statements	1 to 32		

As per our report attached of even date

For **RUSTAGI & CO.**
Chartered Accountants
Firm Regn. No. 301094E
(ASHISH RUSTAGI)
Partner
Membership No.062982

Place : Barpali
Dated: the 26th day of May, 2012

For & on behalf of Board of Directors

Y. K. DALMIA
CHAIRMAN

S. N. KABRA
DIRECTOR

S. DALMIA
DIRECTOR

A.N. KHATUA
COMPANY SECRETARY

G. GOYAL
EXECUTIVE DIRECTOR

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2012

PARTICULARS	NOTE No.	For Year Ended	For Year Ended
		31.03.2012	31.03.2011
		(₹)	(₹)
REVENUE			
I Revenue From Operations (Gross)	17	931,717,045	661,118,154
Less : Excise Duty		84,851,262	55,007,660
Revenue From Operations (Net)		846,865,783	606,110,494
II Other Income	18	1,431,126	1,421,754
III Total Revenue (I+II)		848,296,909	607,532,248
IV Expenses			
Cost of Materials Consumed	19	697,253,738	475,689,449
Change in Inventories of Finished Goods	20	(17,389,906)	(8,744,339)
Manufacturing & Operating Costs	21	61,835,640	55,139,839
Employee Benefits Expense	22	8,516,899	7,781,548
Finance Costs	23	31,042,307	20,789,923
Depreciation and Amortisation Expense		32,578,951	28,333,098
Other Expenses	24	15,470,176	11,446,852
Total Expenses		829,307,806	590,436,371
V Profit Before Tax		18,989,103	17,095,877
VI Less: Tax Expenses			
(a) Current Tax		6,750,000	10,205,000
(b) Tax relating to prior years		53,583	(230,368)
(c) Deferred Tax		1,040,078	4,127,789
VII Profit for the year		13,332,764	10,788,298
VIII Earnings per share (of ₹ 10/-each)			
(a) Basic		2.26	1.83
(b) Diluted		2.26	1.83
Significant Accounting Policies			
Notes on Financial Statements	1 to 32		

As per our report attached of even date

For **RUSTAGI & CO.**
Chartered Accountants
Firm Regn. No. 301094E
(ASHISH RUSTAGI)
Partner
Membership No.062982

For & on behalf of Board of Directors

Y. K. DALMIA
CHAIRMAN

S. N. KABRA
DIRECTOR

S. DALMIA
DIRECTOR

Place : Barpali
Dated: the 26th day of May, 2012

A.N. KHATUA
COMPANY SECRETARY

G. GOYAL
EXECUTIVE DIRECTOR

SURAJ PRODUCTS LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	For Year Ended 31.03.2012		For Year Ended 31.03.2011	
	(₹)		(₹)	
A Cash Flow from Operating Activities				
Net Profit before Tax and extra ordinary items		18,989,103		17,095,877
Add/Deduct				
Depreciation and amorisation	32,578,951		28,333,098	
Financial charges	31,042,307	63,621,258	20,789,923	49,123,021
Operating Cash Profit before Working Capital		82,610,361		66,218,898
Add/Deduct				
Increase in Trade Payable	3,898,705		3,586,648	
(Increase)/Decrease in Trade & Other receivable	12,275,756		(4,858,732)	
Increase in Inventories	(27,481,386)		(18,634,595)	
Increase in Other Current Liabilities	11,725,273		(31,020,629)	
Increase/Decrease in Advances	(86,764,362)	(86,346,014)	7,801,487	(43,125,821)
Cash flow from Operation		(3,735,653)		23,093,077
Direct Tax Paid		(10,964,972)		(7,832,897)
Net Cash Inflow/(Outflow) from Operating Activities		(14,700,625)		15,260,180
B Cash Flow from Investing Activities				
Purchase of Fixed Assets		(17,654,030)	(3,997,012)	
Capital Work in Progress		—	(44,634,735)	(48,631,746)
Net Cash Outflow from Investing Activities		(17,654,030)		(48,631,746)
C Cash Flow from Financing Activities				
(Repayment)/Proceeds from Long -Term Borrowing(Net)	(20,807,589)		16,356,292	
Proceeds from Other Long Term Liabilities	66,637,489		9,395,188	
Proceeds from Short -Term Borrowing	22,682,270		26,561,461	
Dividend Paid	(4,023,908)		(3,482,070)	
Corporate Dividend Tax	(765,702)		(685,942)	
Financial charges paid	(31,042,307)	32,680,253	(20,789,923)	27,355,006
Net Cash Flow from Financing Activities		32,680,253		27,355,006
Net Cash Flow during the Year(A+B+C)		325,598		(6,016,560)
Cash and Cash Equivalent (Opening Balance)		18,068,943		24,085,503
Cash and Cash Equivalent (Closing Balance)		18,394,541		18,068,943
		325,598		(6,016,560)

As per our report of even date

For **RUSTAGI & CO.**
Chartered Accountants
Firm Regn. No. 301094E
(ASHISH RUSTAGI)
Partner
Membership No.062982

Place : Barpali
Dated: the 26th day of May, 2012

For & on behalf of Board of Directors

Y. K. DALMIA
CHAIRMAN

S. N. KABRA
DIRECTOR

S. DALMIA
DIRECTOR

A.N. KHATUA
COMPANY SECRETARY

G. GOYAL
EXECUTIVE DIRECTOR

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**SIGNIFICANT ACCOUNTING POLICIES****A. Basis of Preparation of Financial Statements:**

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with generally accepted accounting principles, accounting standards issued by the Institute of Chartered Accountants of India, as applicable and the relevant provisions of the Companies Act, 1956.

B. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ.

C. Recognition of Income & Expenditure:

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Expenses are accounted for on accrual basis and provision is made for all expenses.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

D. Fixed Assets & Depreciation:

Fixed Assets are stated at cost net of recoverable taxes and includes amount added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

Depreciation

- a) Depreciation is provided on pro-rata basis at the rates specified in Schedule XIV to the Companies Act, 1956 as under:

Assets acquired after 01.04.02 Written down Value Method

Assets acquired prior to 01.04.02 Straight Line Basis Method

- b) Refractory Assets are depreciated over the useful life of four years based on estimates approved by the management.
- c) No depreciation is charged on the assets disposed off/discarded during the year.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes and includes amount added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

E. Investments:

Long Term Investments are stated at cost, except where there is a diminution in value other than temporary in nature

SURAJ PRODUCTS LIMITED

F. Inventories:

Inventories are valued at Cost or Net Realisable Value whichever is lower.

- a. In case of Raw Material, Stores and spares, consumables and trading goods, the cost includes duties and taxes (net of Cenvat/VAT Credit wherever applicable) and is arrived on weighted average cost basis.
- b. Cost of Finished goods includes the cost of raw material, cost of conversion and other manufacturing costs incurred in bringing the inventories to their present location and condition and excise duty.

G. Employees Benefits:

(i) Short Term

Short term employee benefits are recognized as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the company.

Defined-contribution plans

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment covers.

(ii) Leave Encashment

Retirement other employee benefits

- a) In view of Revised AS-15 earned leave which cannot be carried forward to future periods are "short term" benefit only if the employees are entitled to either encash or utilize the benefits during the period of twelve months following the end of the accounting period (when they became entitled to the leave). In other cases the benefit is required to be treated as "long term".

According to the policy of the company, no leave can be carried forward beyond the end of the financial year. Accordingly all leave granted has been accounted for in the current financial year.

- b) Contribution to Provident Fund, employee state insurance and other funds are determined under the relevant statute and charged to revenue Account.
- c) Present liability for future payment of gratuity is covered through Group Gratuity Scheme of Life Insurance Company of India and contribution thereon is charged to revenue account and the assets are funded by the LIC and the company has no obligation except to the extent of the premium determined by Life Insurance Corporation.

H. Accounting For Taxation:

Provision for current taxation is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred Tax is recognized subject to consideration of prudence on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

I. Borrowing Cost:

Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets

J. Impairment of Assets:

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

K. Earning Per Share:

Basic Earnings per Share is calculated by dividing the net profit or loss after tax for the year attributable to the shareholders by the weighted average number of equity shares outstanding during the year. For purpose of calculating diluted earning per share, the net profit or loss for the year and weighted number of shares outstanding during the year are adjusted for the effects of dilutive potential equity shares.

L. Foreign Currency Transaction:

Foreign Currency Transaction is recorded in the reporting currency, by applying to foreign currency amount the exchange rate at the transaction date. The exchange difference arising on revenue transactions are charged to Profit and Loss Account

M. Provisions and Contingent Liabilities:

Provisions are recognized when the company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of obligation.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

N. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

SURAJ PRODUCTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

	<u>As at 31st March, 2012</u>	<u>As at 31st March, 2011</u>		
1. Share Capital	(₹)	(₹)		
Authorised :				
60,00,000 (P.Y. 60,00,000) Equity shares of ₹ 10 each	60,00,000	60,00,000		
Issued, Subscribed & Fully Paid up Capital				
59,00,000 (P.Y. 59,00,000) Equity shares of ₹ 10 each	<u>59,00,000</u>	<u>59,00,000</u>		
Total	<u>59,00,000</u>	<u>59,00,000</u>		
(a) Reconciliation of Number of Shares				
Shares outstanding as at 1st April 2011/1st April 2010	5,900,000	5,900,000		
Shares outstanding as at 1st April 2012/1st April 2011	5,900,000	5,900,000		
(b) List of shareholders holding more than 5% of the total number of shares issued by the Company :	No. of shares	% of holding	No. of shares	% of holding
Name of the share holders				
NIP Power Private Limited	1,327,000	22.49	1,327,000	22.49
Yogesh Kumar Dalmia	811,400	13.75	810,400	13.74
Kamalpat Dalmia	310,100	5.26	310,100	5.26
<i>The company has issued one class of equity shares having a par value of ₹ 10 per share. Each holder of Equity Share is entitled to one vote per share. The Company declares dividend in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting.</i>				
2. Reserve & Surplus				
(a) Revaluation Reserve on Land				
As per last account	<u>1,952,880</u>		<u>1,952,880</u>	
(b) Surplus in statement of Profit and Loss				
Opening Balance	89,154,802		83,870,437	
Add : Profit for the year	<u>13,332,764</u>		<u>10,788,298</u>	
	102,487,566		94,658,735	
Less : Appropriations				
Proposed Dividend ₹ 0.90/- per share (P.Y.) ₹ 0.80/- per share	5,310,000		4,720,000	
Corporate Dividend Tax	861,415		783,933	
Closing Balance	<u>96,316,151</u>		<u>89,154,802</u>	
Total	<u>98,269,031</u>		<u>91,107,682</u>	
3. Long Term Borrowings				
Term Loans From Bank.				
a) From SIDBI	—		755,309	
b) From Canara Bank	35,142,573		54,309,337	
c) Deferred Payment Liabilities	<u>664,137</u>		<u>1,549,653</u>	
	<u>35,806,710</u>		<u>56,614,299</u>	

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

	<u>As at 31st March, 2012</u>	<u>As at 31st March, 2011</u>
	(₹)	(₹)
3. <u>Long Term Borrowings (Contd.)</u>		
Nature of Security and terms of repayment for Long term secured borrowings		
<u>Nature of Security</u>	<u>Terms of Repayment</u>	
a) Term loan amounting to ₹ 2,46,09,165 (P.Y. ₹ 3,06,87,830) is secured by exclusive charge on the entire assets of Cold Briquette Plant, Pig Iron Plant, Improvements in Sponge Iron Plant and second charge with SIDBI on plant & machinery and Pollution control equipments of Sponge Iron Plant aggregating to ₹ 987 lacs and further secured by personal guarantee of two directors and Fixed Deposit Receipts of ₹ 54 lacs.	Repayable in 50 monthly installments commencing from July, 2011, Last installment due in August, 2015, Rate of interest 13.75 % p.a. as at year end (P.Y. Nil)	
b) Term loan amounting to ₹ 1,05,33,408 (P.Y. ₹ 2,20,41,408) is secured by exclusive charge on the entire assets of Pig Iron Plant, Improvements in Sponge Iron Plant and second charge with SIDBI on plant & machinery and pollution control equipments of Sponge Iron plant aggregating to ₹ 987 lacs and further secured by personal guarantee of two directors and Fixed deposit Receipts of ₹ 54 lacs.	Repayable in 60 monthly instalment commencing from February, 2009, Last installment due in January, 2014, Rate of interest 13.75 % (P.Y. 13.25%)	
c) Deferred payment liability in respect of fixed assets acquired is secured against assets financed under the same scheme.	Repayable in 36 monthly instalment commencing from January, 2011, Last installment due in December, 2013.	
<i>Installments falling due in respect of all the loans upto 31.03.2013 have been grouped under "Short Term Borrowings"</i>		
4. <u>Deferred Tax Liabilities</u>		
Deferred Tax Liabilities		
Depreciation on Fixed Assets	16,582,510	17,622,588
Net Deferred Tax Liabilities	<u>16,582,510</u>	<u>17,622,588</u>
5. <u>Other Long Term Liabilities</u>		
<u>Unsecured</u>		
From Related Parties	109,840,682	49,945,843
From Bodies Corporate	11,775,159	5,032,509
	<u>121,615,841</u>	<u>54,978,352</u>

SURAJ PRODUCTS LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

	As at 31st March, 2012	As at 31st March, 2011
	(₹)	(₹)
6. <u>Short Term Borrowings</u>		
Working Capital Loans	164,344,775	141,662,505
	<u>164,344,775</u>	<u>141,662,505</u>

Working capital loans are secured by hypothecation of present and future stock of raw material, stock-in-process, finished goods, stores, spares and bookdebts.

7. <u>Trade Payables</u>		
Trade Payables	46,261,505	42,366,958
	<u>46,261,505</u>	<u>42,366,958</u>

8. Other Current Liabilities

Current Maturities of Long Term Debts

From SIDBI	755,309	2,054,956
From Canara Bank	23,888,099	25,920,267
Deferred Payment Liabilities (Refer Note 3c)	885,516	1,051,904
Unpaid Dividend	1,344,023	647,931
Statutory Liabilities	2,955,345	1,409,258
Others	2,787,815	2,344,994
Advances From Customers	17,373,579	4,139,013
	<u>49,989,686</u>	<u>37,568,323</u>

9. Short Term Provisions

Provision For Taxation (Net of Advance Tax)	—	3,545,182
Provision For Employee Benefits	183,458	179,300
Provision For Proposed Dividend	5,310,000	4,720,000
Tax on Proposed Dividend	861,415	783,933
	<u>6,354,873</u>	<u>9,228,415</u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

10 – FIXED ASSETS

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.2011	Additions	Sales	As at 31.03.2012	Upto 31.03.2011	For the Year	Adjust- ment	Total upto 31.3.2012	As at 31.03.2012	As at 31.03.2011
TANGIBLE ASSETS (A)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Land (Freehold)	3,591,400	1,398,840	—	4,990,240	—	—	—	—	4,990,240	3,591,400
Factory Building	60,217,796	13,433,598	—	73,651,394	25,908,596	4,339,586	—	30,248,182	43,403,212	34,309,200
Plant & Machinery	98,176,257	26,712,039	—	124,888,296	59,124,592	9,625,715	—	68,750,307	56,137,989	39,051,665
Pollution Control Equipment	58,300,494	—	—	58,300,494	25,785,272	4,984,584	—	30,769,856	27,530,638	32,515,222
Electric Installation	41,106,151	7,724,098	—	48,830,249	20,133,855	3,820,012	—	23,953,867	24,876,382	20,972,296
Motor Vehicles	19,598,568	—	—	19,598,568	13,075,955	1,786,422	—	14,862,377	4,736,191	6,522,613
Furniture & Fixture	3,039,452	—	—	3,039,452	2,005,290	200,305	—	2,205,595	833,857	1,034,162
Others	55,686,064	14,699,641	—	70,385,705	24,748,500	5,911,758	—	30,660,258	39,725,447	30,937,564
Refractories	3,837,000	2,763,738	—	6,600,738	1,918,500	1,650,185	—	3,568,685	3,032,053	1,918,500
Total	343,553,182	66,731,954	—	410,285,136	172,700,558	32,318,567	—	205,019,127	205,266,010	170,852,624
INTANGIBLE ASSETS (B)										
Technical knowhow	—	1,301,922	—	1,301,922	—	260,384	—	260,384	1,041,538	—
Total (A+B)	343,553,182	68,033,876	—	411,587,058	172,700,558	32,578,951	—	205,279,511	206,307,548	170,852,624
Previous Year	339,556,170	3,997,013	—	343,553,182	144,367,460	28,333,098	—	172,700,558	170,852,624	

SURAJ PRODUCTS LIMITED**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

	<u>As at 31st March, 2012</u> (₹)	<u>As at 31st March, 2011</u> (₹)
11. <u>Non-Current Investments</u>		
<u>Non Trade</u>		
<u>Investments in Mutual Funds</u>		
25000 units of HDFC Long Term Equity Growth Fund	250,000	250,000
NAV as on 31.03.12 ₹ 3,93,475 (₹ 4,18,050 on 31.03.11)		
	<u>250,000</u>	<u>250,000</u>
12. <u>Long Term Loans & Advances</u>		
(Unsecured, considered good)		
Capital Advances	1,307,948	1,763,103
Deposits with Other	1,106,483	816,483
	<u>2,414,431</u>	<u>2,579,586</u>
13. <u>Inventories</u>		
Raw Materials	182,245,404	174,790,228
Finished Goods	32,481,282	15,091,376
Store & Spares	13,860,408	11,224,104
	<u>228,587,094</u>	<u>201,105,708</u>
14. <u>Trade Receivables</u>		
Unsecured, Considered Good*	24,125,013	36,400,769
	<u>24,125,013</u>	<u>36,400,769</u>
<i>*Includes an amount of ₹ 4,38,792 (P.Y. ₹ 23,78,147) outstanding for a period exceeding six months from the date they are due for payment.</i>		
15. <u>Cash & Cash Equivalents</u>		
Cash in Hand	578,232	2,134,577
Balance with Banks		
Current Accounts	11,724,286	10,639,435
Unpaid Dividend Account	1,344,023	647,931
Other Bank Balances		
Balances with Bank to the extent of margin money	4,748,000	4,647,000
	<u>18,394,541</u>	<u>18,068,943</u>
<i>Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 Cash Flow Statement is</i>	1,485,038	4,099,666

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

	<u>As at 31st March, 2012</u>	<u>As at 31st March, 2011</u>
	(₹)	(₹)
16. <u>Short Term Loans and Advances</u>		
(Unsecured , Considered Good)		
Balance with Revenue Authorities	12,694,644	7,708,616
Advance Income Tax Net of Provision For Tax	705,142	-
Advances For Raw Materials	92,745,376	14,119,041
Other Advances Recoverable in cash or in kind or for value to be received	6,046,856	3,034,856
Deposit Others	5,954,287	6,104,287
	<u>118,146,304</u>	<u>30,966,800</u>
17. <u>Revenue From Operations</u>		
Manufactured Goods		
Sponge Iron	626,007,734	488,540,337
Pig Iron	273,757,681	95,814,113
Others	31,951,630	76,763,704
	<u>931,717,045</u>	<u>661,118,154</u>
18. <u>Other Income</u>		
Interest Received	1,344,194	1,356,435
Miscellaneous Income	86,932	65,319
	<u>1,431,126</u>	<u>1,421,754</u>
19. <u>Cost of Materials Consumed</u>		
<u>Materials Consumed Comprises of:</u>		
Iron ore	364,667,491	262,382,450
Coal	121,687,831	137,662,806
Coke	194,785,351	71,283,630
Others	16,113,065	4,360,563
	<u>697,253,738</u>	<u>475,689,449</u>
<i>Entire Raw Material consumed is Indigenous</i>		
20. <u>Change in Inventories of Finished Goods</u>		
Opening Stock	15,091,376	6,347,037
Closing Stock	32,481,282	15,091,376
	<u>(17,389,906)</u>	<u>(8,744,339)</u>

SURAJ PRODUCTS LIMITED**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

	<u>As at 31st March, 2012</u>	<u>As at 31st March, 2011</u>
	(₹)	(₹)
21. <u>Manufacturing & Operating Costs</u>		
Consumption of stores, spares & consumables	24,268,390	25,210,146
Power & Fuel	33,603,897	26,896,903
Repairs to Plant & Machinery	2,039,568	1,353,770
Repairs to Others	328,310	311,429
Insurance Charges	911,908	645,148
Others Manufacturing & Operating Expenses	683,567	722,443
	<u>61,835,640</u>	<u>55,139,839</u>
22. <u>Employee Benefits expense</u>		
Salaries, Wages & Bonus	7,241,754	6,679,295
Contribution to E.S.I	293,010	264,863
Contribution to P.F	528,726	485,829
Contribution to Gratuity Fund	166,156	183,945
Staff Welfare Expenses	287,253	167,616
	<u>8,516,899</u>	<u>7,781,548</u>
23. <u>Finance Cost</u>		
Interest -Term Loan	10,012,209	6,759,785
Interest - Working Capital Loan	15,177,754	7,593,882
Interest - Others	5,852,344	6,436,256
	<u>31,042,307</u>	<u>20,789,923</u>
24. <u>Other Expenses</u>		
Rates & Taxes	1,873,371	2,057,849
Rent	496,420	380,870
Auditor's Remuneration		
– Statutory Audit	50,000	50,000
– Taxation Matters	10,000	10,000
Internal Audit Fees	20,000	20,000
Excise Duty on Stock Differential	1,546,087	816,561
Periphery Development	270,285	-
Security Service Charges	1,502,899	1,157,821
Carraige Outward	4,713,703	3,853,502
Other Expenses	4,987,411	3,100,250
	<u>15,470,175</u>	<u>11,446,853</u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

25. Excise Duty

Excise Duty on sales for the year has been disclosed as reduction from the turnover. Excise Duty relating to the difference between the closing stock and opening stock has been included in Note 24 " Others Expenses".

26. Related party disclosures As identified by the management and relied upon by the Auditors

(a) List of Related parties and description of relationship				
(i) Parties with Significant influence :	NIP Power Private Ltd Balbhadra Infratech Private Ltd. Molisati Vinimay Private Ltd.			
(ii) Key Management Personnel :	Yogesh Kumar Dalmia, Chairman Gagan Goyal, Executive Director			
(b) Transactions with related parties:				Amount in ₹
Nature of transactions	Parties with significant influence (Direct and Indirect)			Key Management Personnel and Relatives
	NIP Power Private Ltd.	Balbhadra Infratech Private Ltd.	Molisati Vinimay Private Ltd.	
Expenses				
i) Interest	13,46,474 (6,12,498)	3,29,425 (Nil)	23,73,924 (48,91,722)	
ii) Remuneration				
a) Yogesh Kumar Dalmia				9,00,000 (9,00,000)
b) Gagan Goel				4,00,000 (2,40,000)
Finance				
i) Loans & Advances Recieved	6,70,00,000 (Nil)	70,00,000 (Nil)	6,89,50,000 (7,51,00,000)	
ii) Loans & Advances Repaid	1,63,00,000 (96,95,178)	Nil (Nil)	7,04,00,000 (6,15,50,000)	
Outstandings				
iii) Loans & Advances	5,19,11,826 (Nil)	72,96,482 (Nil)	5,06,32,374 (4,99,45,843)	
Figures in the bracket indicate previous year figures				

27. In compliance with Accounting Standard for Earning per Shares (AS-20) issued by the Institute of Chartered Accountants of India the company has calculated EPS. There are no diluted elements involved, hence basic EPS and diluted EPS is same:-

	As at 31.03.2012	As at 31.03.2011
A) (i) No. of Shares at the beginning of the Year	59,00,000	59,00,000
(ii) No. of Shares Issued during the Year	Nil	Nil
B) Weighted Average Number of Equity Shares Outstanding during the Year	59,00,000	59,00,000
C) Net Profit After Tax available for Equity Share Holders	1,33,32,764	1,07,88,298
D) Basic Earning Per Share (C / B) in (₹)	2.26	1.83

SURAJ PRODUCTS LIMITED

	Current Year (₹)	Previous Year (₹)
28. <u>Expenditure in Foreign Currency</u>		
Capital Goods	NIL	2,18,02,157
Foreign Travel Expenses	92,814	2,17,597

29. Micro, Small and Medium Enterprises Development Act, 2006

In accordance with the Notification No. GSR 719 (E) dt 16.11.2007, issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro and Small Enterprises as defined under the Micro, Small and Medium Development Act 2006. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is still not available, no disclosures have been made in the accounts.

30. Contingent liabilities and Commitments

No provision is made in respect of the following: -

	As at 31.03.2012	As at 31.03.2011
(i) Disputed Demand of Orissa Sales Tax	35,19,406	31,50,686
ii) Disputed Demand of Central Sales Tax	53,93,343	15,83,399
(iii) Disputed Demand of Orissa Entry Tax	10,58,151	9,70,205
9iv) Disputed Demand of Central Excise	23,98,867	—
(v) Performance Guarantees	47,48,000	46,47,000

31. Segment Reporting:

As per AS 17, the company operates predominantly only in one business segment, i.e. finished products from Iron Ore. There is no reportable geographical segment.

32. The Financial Statement for the year ended 31st March 2011 had been prepared as per the then applicable, pre-revised Schedule VI of the Companies Act, 1956. Consequent to the notification under the Companies Act, 1956, the Financial Statement for the year ended 31st March, 2012 are prepared under revised Schedule VI. Accordingly the previous year's figures have also been reclassified to conform to the year's classification.

As per our report of even date

For **RUSTAGI & CO.**
Chartered Accountants
Firm Regn. No. 301094E
(ASHISH RUSTAGI)
Partner
Membership No.062982

Place : Barpali
Dated: the 26th day of May, 2012

For & on behalf of Board of Directors

Y. K. DALMIA
CHAIRMAN

S. N. KABRA
DIRECTOR

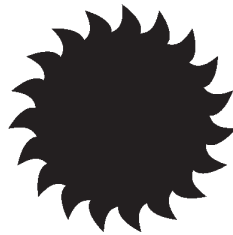
S. DALMIA
DIRECTOR

A.N. KHATUA
COMPANY SECRETARY

G. GOYAL
EXECUTIVE DIRECTOR

ANNUAL REPORT

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SURAJ PRODUCTS LIMITED

Formerly

CHAMPION CEMENT INDUSTRIES LTD.

BARPALI, KESRAMAL, RAJGANGPUR, SUNDARGARH, ODISHA - 770017

BOOK - POST



If undelivered please return to :-

Suraj Products Limited

59, N.S. Road, 1st Floor

Kolkata - 700 001

SURAJ PRODUCTS LIMITED

BOARD OF DIRECTORS

Mr. Y.K.Dalmia, Chairman
Mr. S.N.Kabra
Mr. R.P.Agarwal
Mrs. Sunita Dalmia
Mr. Gagan Goyal, Executive Director

AUDITOR

M/S Rustagi & Co.
19, R.N.Mukherjee Road
Kolkata – 700072

COMPANY SECRETARY

Mr. A.N.Khatua

BANKER

Canara Bank

REGISTRAR & SHARE TRANSFER AGENTS

M/S MCS LIMITED
77/2A, Hazra Road, Kolkata -700029
Tele: 033-24541892/93
E-mail: mcskol@rediffmail.com

REGISTERED OFFICE:

Vill: Barpali
P.O.: Kesramal (Rajgangpur)
Dist: Sundargarh
Odisha – 770017
Email: suproduct@gmail.com
info@surajproducts.com
Website: www.surajproducts.com

KOKATA OFFICE:

59, N.S.Road
Kolkata – 700001
Tele / Fax : 033-22107117

SURAJ PRODUCTS LIMITED

Registered Office :

Vill: Barpali, P.O.: Kesramal (Rajgangpur)

Dist: Sundargarh, Odisha – 770017

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) MANDATE FORM FOR PAYMENT OF DIVIDEND

To,
M/s MCS Limited
77/2A, Hazra Road,
Kolkata – 700029

Shareholder's authorization to receive dividends through Electronic Credit Clearing Mechanism.

Registered Folio No.	ECS Ref. No.: (For Office use only)
Name of the first/sole shareholder	
Bank Name	
Branch Address & Telephone No. of Branch	
Bank Account Number (As appearing on the Cheque Books)	
9 digit code number of the Bank and Branch appearing on the MICR Cheque issued by the Bank. (Please attach a blank cancelled cheque, or a photocopy of a Cheque issued to you by your Bank, for verification of the above particulars)	
Account type (Please tick the option)	<input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit
Bank Account Ledger Folio No. (If any)	
Effective Date of this mandate	

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold M/s Suraj Products Limited responsible. I agree to discharge the responsibility expected of me as participant under the scheme.

I, further undertake to inform the Company of any subsequent changes (s) in the above particulars.

Place :

Name of First Holder :

Date :

Signature of First Holder :

Note :

1. Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
2. In cash of shareholders holding the shares in demat form, the shareholders are requested to provide details to their respective Depository Participants. Shareholders are also requested to note that changes if any, intimated by the Demat Account holders directly to the Company will not be considered.

SURAJ PRODUCTS LIMITED

Regd. Office :

Vill : Barpali, Post : Kesramal (Rajgangpur
Dist : Sundargarh - 770017, Odisha

PROXY FROM

Folio No. _____

I/We _____ of _____

_____ being a Member/Members of **SURAJ PRODUCTS LIMITED**

hereby appoint _____ of _____

In the District of _____ or failing him _____

of _____ in the District of _____

as my/our proxy attend and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be the 29th day of September 2012 and at any adjournment thereof.

Signedat this Days of 2012.

Affix
Re. 1/-
Revenue
Stamp

Note : The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time holding the meeting.

SURAJ PRODUCTS LIMITED

Regd. Office :

Vill : Barpali, Post : Kesramal (Rajgangpur
Dist : Sundargarh - 770017, Odisha

ATTENDANCE SLIP

Full Name of the Shareholders _____

Signature _____

Folio No. _____

If Proxy _____

Full Name in Block Letter

Signature _____

Note : If attending please bring this form duly completed at the time of Meeting.