

SURAJ INDUSTRIES LTD

Registered Office - Plot No. 2 Phase-III, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

Email id- secretarial@surajindustries.org; Website- www.surajindustries.org

Telephone No: 01970-256414

Form B

1.	Name of the Company	Suraj Industries Ltd
2.	Annual Financial statements for the year ended	31 st March 2014
3.	Type of Audit observation	<p><u>Auditors Remark – 1</u></p> <p>In the Auditor Report under point no. 1 of Basis for Qualified Audit Opinion, it has been stated that “Attention is drawn to note no. 1(a) and note 15 of the Balance Sheet to the effect that these accounts have been prepared without following the going concern assumption on the closure & cessation of the two business segments by the Company and disposal of major assets of these discontinued segments in preceding years”.</p> <p><u>Board’s Reply</u></p> <p>The explanation of the Directors on the above comment is as under:</p> <p>As the members are aware that the Company has exited from the edible oils business due to adverse market conditions and bleak prospects & all the workers and the employees employed at the factory at Sansarpur Terrace had resigned voluntarily. Thereafter looking at the bleak prospects, the Company had sold off its assets at the factory after taking permission from the members of the Company, to pay off its liabilities. Thereafter the Company ventured into marketing and distribution of liquor but the same has also been discontinued. Since at present the Company had no continuing business except for the liquidation/realization of the liabilities/assets of the previous businesses, the accounts of the Company have been drawn without following the going concern assumption.</p> <p><u>Auditors Remark – 2</u></p> <p>In the Auditor Report under point no. 2 of Basis for Qualified Audit Opinion, it has been stated that “Company has a sum of Rs. 6.38 lacs as recoverable advances on account of sales tax and income tax refunds, which in view of long time lag, in our opinion, are not realisable and should have been written off. Therefore, the profit of the year and current assets are shown more</p>

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		<p>by Rs. 6.38 lacs and deficit in statement of profit and loss account is shown less to that extent”.</p> <p><u>Board’s Reply</u></p>
		<p>The explanation of the Directors on the above comment is as under:</p> <p>The company is pursuing the recovery of these dues from Sales Tax & Income Tax Department. In view of this, these amounts have not been written off as non-recoverable.</p> <p><u>Auditors Remark – 3</u></p> <p>In the Annexure to Auditor Report under point no. 7, it has been stated that “Consequent to cessation of operations in both the segments of the Company viz Vanaspati and the liquor division in the earlier years, the internal audit was not carried out by the company during the year, as explained to us, in view of the size and nature of the business carried on by the Company during the year”.</p> <p><u>Board’s Reply</u></p> <p>The explanation of the Directors on the above comment is as under:</p> <p>Since the Company did not have any continuing business operations and the volumes of transactions are very less, internal audit through an external agency was not carried out. However, the internal controls were adequately exercised keeping in view the volume of transactions during the year.</p>
4.	Frequency of qualification	Repetitive Audit Qualification
5.	Audit Committee Chairman	<p style="text-align: center;">Mr. UK Jain</p>

SURAJ INDUSTRIES LIMITED

22nd ANNUAL REPORT
2013-2014

BOARD OF DIRECTORS

Chairman	Shri J.K. Jain
Whole Time Director	Shri Pradeep Gupta
Director	Shri Shashi Sharma
Company Secretary	Bhanumati Ramachandran
Bankers	Punjab National Bank
Auditors	M/s Satendra Rawat & Co Chartered Accountants
Registered Office	Sansarpur Terrace, Distt. Kangra, Himachal Pradesh
Share Transfer Agent Services Pvt. Ltd.	Beetal Financial & Computer Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062

Annual Report 2013-2014

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Notice

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **M/s SURAJ INDUSTRIES LIMITED** will be held on Tuesday, September 30, 2014 at 3.00 p.m. at the Registered Office of the Company at Sansarpur Terrace, Distt. Kangra, Himachal Pradesh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Janeshwar Kumar Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s Satendra Rawat & Company, Chartered Accountants**, having Firm Registration No. 008298C, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as fixed by the Board of Directors.

NOTES:

- a) A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must reach the Registered Office of the Company duly stamped, not less than 48 hours before the time fixed for the meeting. Proxy Form is enclosed.
- b) Members are requested to bring their copy of Annual Accounts at the meeting, as extra copies may not be available.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2014 to Tuesday, September 30, 2014 (both days inclusive).
- d) Members desirous of obtaining any information concerning the accounts and operation of the Company requested to send their query to the Company at least 10 days before the date of the Annual General Meeting so that any information required by the members may be made available at the meeting.
- e) Members are requested to notify immediately any change in their address, quoting folio numbers to the Company.

**By Order of the Board
For Suraj Industries Limited**

Place: NOIDA

Dated: 05.09.2014

**Sd/-
BHANUMATIRAMACHANDRAN
COMPANY SECRETARY
Membership No. ACS 9145
Address: E 13 GTB Hospital,
Staff Quarters, Delhi - 110095**

Registered Office:

Sansarpur Terrace,
Distt. Kangra,
Himachal Pradesh

Directors' Report

TO THE MEMBERS,

Your Directors hereby present their Twenty Second Annual Report along with the Audited Statements of Account for the year ended March 31, 2014.

FINANCIAL RESULTS

Financial Results for the year's operations and the comparative figures of the previous year are summarised below:

	(Rs. in lacs)	
	2013-2014	2012-2013
Income	-	-
Profit/(Loss) before Depreciation	(0.86)	(1.56)
Depreciation	0.34	0.34
Net Profit (Loss) after depreciation before tax	(1.20)	(1.90)
Provision for taxation		
Fringe Benefits Tax/Income Tax	-	-
Net Profit/(Loss) after tax	(1.20)	(1.90)
Profit/ (Loss) Brought Forward	(1041.44)	(1039.54)
Net Profit/ (Loss) Carried to Balance Sheet	(1042.65)	(1041.44)

During the year the Company has earned Nil income in the Current year. Your management is taking efforts to increase the revenue of the Company.

As the Company suffered a loss of Rs. 1.20 lacs during the year, the total accumulated losses as on March 31, 2014 has increased to Rs. 1042.65 lacs as compared to 1041.44 lacs in the previous year.

DIVIDEND

In view of Financial Results of the Company, your Directors, are unable to recommend any dividend for the year under review. The Company shares are listed at Bombay Stock Exchange.

DIRECTORS

Shri Janeshwar Kumar Jain, Director retires by rotation and being eligible, offers himself for re- appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm:

- a. that in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same except for the provision of Gratuity and Leave Encashment which have been accounted for on actual liability on the balance sheet date instead of the actuarial valuation (reference is invited to Note no. 1(a) and Note no. 15 of the Balance Sheet. Since the going concern assumption is not followed in these accounts, the concept of actuarial valuation cannot be applied in the circumstances.
- b. That they have selected such accounting policies and applied them consistently and made judgements and estimates that

are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2013-2014 and of the loss of the Company for that period.

- c. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- d. With the closure of all the business segments as mentioned in Note no. 1 under Basis for Qualified Audit Opinion of Auditor's Report, the accounts have been prepared not following the going concern assumption and all expenses of revenue nature incurred during the year relating to above segment have been charged off to Profit & Loss Account.

AUDIT COMMITTEE

Pursuant to the provisions of new Section 292A of the Companies Act, 1956, your Company has constituted the Audit Committee of the Board of Directors with the following composition.

1. Shri J.K. Jain
2. Shri Pradeep Gupta
3. Shri Shashi Sharma

This Committee has reviewed the Accounts for the year ended March 31, 2014.

CORPORATE GOVERNANCE

Suraj Industries Limited continues to function in a transparent manner with the basic philosophy to create wealth, besides taking care of the interests of all stakeholders including Shareholders, Banks, Customers, Employees and the Society at large.

Your Company gives due emphasis on the adaptability to such procedures so as to ensure transparency, accountability & integrity in all respect. A separate section on Corporate Governance and a Certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges form part of the Annual Report.

AUDITORS

M/s Satendra Rawat & Company, Chartered Accountants, Auditors of the company hold office until the conclusion of ensuing Annual General Meeting and your Directors recommend their re-appointment. The company has received the requisite certificate from M/s Satendra Rawat & Company, Chartered Accountants to the effect that their re-appointment, if effected, would be in accordance with the provisions of Section 139 (1) of the Companies Act, 2013 and Rules made there under.

AUDIT REPORT

Auditors Remark – 1

In the Auditor Report under point no. 1 of Basis for Qualified Audit Opinion, it has been stated that "Attention is drawn to note no. 1(a) and note 15 of the Balance Sheet to the effect that these accounts have been prepared without following the going concern assumption on the closure & cessation of the two business segments by the Company and disposal of major assets of these discontinued segments in preceding years".

Directors' Report

Board's Reply

The explanation of the Directors on the above comment is as under:

As the members are aware that the Company has exited from the edible oils business due to adverse market conditions and bleak prospects & all the workers and the employees employed at the factory at Sansarpur Terrace had resigned voluntarily. Thereafter looking at the bleak prospects, the Company had sold off its assets at the factory after taking permission from the members of the Company, to pay off its liabilities. Thereafter the Company ventured into marketing and distribution of liquor but the same has also been discontinued. Since at present the Company had no continuing business except for the liquidation/realization of the liabilities/assets of the previous businesses, the accounts of the Company have been drawn without following the going concern assumption.

Auditors Remark – 2

In the Auditor Report under point no. 2 of Basis for Qualified Audit Opinion, it has been stated that "Company has a sum of Rs. 6.38 lacs as recoverable advances on account of sales tax and income tax refunds, which in view of long time lag, in our opinion, are not realisable and should have been written off. Therefore, the profit of the year and current assets are shown more by Rs. 6.38 lacs and deficit in statement of profit and loss account is shown less to that extent".

Board's Reply

The explanation of the Directors on the above comment is as under:

The company is pursuing the recovery of these dues from Sales Tax & Income Tax Department. In view of this, these amounts have not been written off as non-recoverable.

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In the Annexure to Auditor Report under point no. 7, it has been stated that "Consequent to cessation of operations in both the segments of the Company viz Vanaspati and the liquor division in the earlier years, the internal audit was not carried out by the company during the year, as explained to us, in view of the size and nature of the business carried on by the Company during the year".

Board's Reply

The explanation of the Directors on the above comment is as under:

Since the Company did not have any continuing business operations and the volumes of transactions are very less, internal audit through an external agency was not carried out. However, the internal controls were adequately exercised keeping in view the volume of transactions during the year.

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

The information as regards conservation of energy, technology and outgo required u/s 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Directors) Rules, 1988 is annexed hereto as per annexure and forms an integral part of the report.

PARTICULARS OF EMPLOYEES

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended. Hence the details required under Section 217 (2A) are not given.

INSURANCE

All the insurable interest of the Company wherever required under legislative enactments are adequately insured.

INDUSTRIAL RELATIONS

The Industrial Relations have continued to be stable and harmonious during the course of the year.

ACKNOWLEDGEMENTS

We wish to place on record our sincere appreciation of the continued valuable assistance, co-operation, guidance and support provided to the Company by its bankers, Government of Himachal Pradesh and the local authorities.

In the end, your Directors wish to place on record their deep appreciation of the enthusiasm, initiative and hard work put in by the employees of the Company.

For and on behalf of the Board
For Suraj Industries Limited

Sd/-

(J.K. JAIN)

CHAIRMAN

DIN: 00120204

Address: Flat no. 001, Tower – 8,

The Close South, Nirvana Country, Sector – 50,

Gurgaon, Haryana - 122018

Annexure to the Directors' Report

ANNEXURE-I MANAGEMENT DISCUSSION AND ANALYSIS

INFORMATION AS PER SECTION 217(l)(e) READ WITH THE COMPANIES ANNEXURE - 1 DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014:

I. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

- a. Details of total energy consumption and energy consumption per unit of production as per Form 'A' are given hereunder :

There has been no manufacturing activity in the Company since 2005 hence no information has been provided.

II. FOREIGN EXCHANGE EARNINGS & OUTGO:

Earnings - Nil

Outgo - Nil

For and on behalf of the Board
For Suraj Industries Limited

Sd/-

(J.K. JAIN)

CHAIRMAN

DIN: 00120204

Address: Flat no. 001, Tower – 8,

The Close South, Nirvana Country, Sector – 50,

Gurgaon, Haryana - 122018

Place: NOIDA

Date: September 5, 2014

Due to adverse market conditions and bleak prospects, the Company has exited from the edible oils business. The Company thereafter had ventured into marketing and distribution of liquor. But the same has also been discontinued due to bleak prospects.

The Company is now in the look out for some other business which can give it steady returns in the long run.

FINANCIAL PERFORMANCE

The Gross Revenue of the Company was Nil in the current year. During the year, the Company suffered a loss of Rs 1.20 lacs as against the loss of Rs. 1.90 lacs of last year. The total accumulated loss carried to the Balance Sheet was Rs. 1041.44 lacs.

FINANCE COST

The financial charges for the year ended March 31, 2014 was Rs. 5901 as against Rs. 595 of last year.

PROFIT & LOSS ACCOUNT

As on March 31, 2014 there was debit balance of Rs. 1042.65 lacs in the Profit & Loss Account as against Rs. 1041.44 lacs of last year.

EARNING PER SHARE

Due to losses the earning per share is negative.

INTERNAL CONTROLS

The Company has adequate internal controls commensurate with its size and nature of business. These internal controls ensure optimum use and protection of available resources.

ENVIRONMENT CONSCIOUSNESS

The Company is environment conscious.

For and on behalf of the Board
For Suraj Industries Limited

Sd/-

(J.K. JAIN)

CHAIRMAN

DIN: 00120204

Address: Flat no. 001, Tower – 8,

The Close South, Nirvana Country, Sector – 50,

Gurgaon, Haryana - 122018

Place: NOIDA

Date: September 5, 2014

Report on Corporate Governance

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and practice followed by the Company:

1. COMPANY'S PHILOSOPHY

Corporate Governance is an important cornerstone of our objective of creating shareholders value. The Company firmly believes in and has consistently practiced good corporate governance. Corporate Governance at the Company is practiced through a well structured organization and regulatory framework involving the Board of Directors, Committees of the Board, the Chairman and a team of Senior Executives. Our Corporate Governance Policies recognize the accountability of the Board and the importance of its decisions to all our consultants including investors, employees, bankers, etc. The Company's essential character and complexion are shaped by the very values of transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

(a) Board Procedure :

During the financial year ended March 31, 2014, Five Board meetings were held on 30.05.2013, 12.08.2013, 05.09.2013, 14.11.2013 and 14.02.2014.

(b) Composition and Category of Board :

The Board of Directors as on March 31, 2014, consists of a majority of Non-Executive Independent Directors, many of them are acknowledged as leading professionals in their respective fields. In all the Board comprises of One (1) Executive Director, Two (2) Non Executive Independent Directors. The constitution of Board, as on March 31, 2014 is given below:-

Name of Directors	Category	No. of positions held in other Public Companies			Attendance at Board Meetings held during the year 2013-2014	Attendance at last AGM
		Board	Committee			
			Membership	Chairmanship		
Shri J.K. Jain	Non-Executive Independent Director	3	-	1	5	Yes
Shri Pradeep Gupta	Non-Executive Director	-	-	-	-	No
Shri Shashi Sharma	Non Executive Independent Director	-	-	-	5	Yes

None of the Directors of the Company is a member of more than 10 committees or Chairman of more than five committees across all the companies in which they are Directors.

3. AUDIT COMMITTEE

The Company had constituted an Audit Committee in the year January 2001. The Constitution of Audit Committee meets the requirements under Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. During the year, five Audit Committee meetings were held on 30.05.2013, 12.08.2013, 05.09.2013, 14.11.2013 and 14.02.2014.

The composition of Audit Committee as on March 31, 2014 is as follows:

Name of Director	Designation	Attendance at the meetings held during the year 2013-2014
Shri Pradeep Gupta	Director	-
Shri J.K Jain	Director	5
Shri Shashi Sharma	Director	5

Ms. Bhanumati Ramachandran, Company Secretary acts as Secretary of the Company.

The terms of reference to the Audit Committee include inter-alia the following:

- To review the quarterly, half years and annual financial statements before submission to the Board for approval.
- To discuss the Auditors about internal control system and to consider their observations and follow-up.
- To ensure compliance of internal control system.

- (d) Reviewing with management the annual financial statements before submission to the board, focusing primarily on any changes in :
- (i) Accounting policies and practices
 - (ii) Major accounting entries based on the exercise of judgment by management
 - (iii) Qualifications in the draft audit report
 - (iv) The going concern concept
 - (v) Compliance with accounting standards
 - (vi) Any related party transactions i.e. transactions of the Company of material nature, with promoters of the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- (e) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- (f) Reviewing the adequacy of internal audit functions.
- (g) Discussions with internal auditors any significant finding and follow up there on.
- (h) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (i) Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- (j) To investigate on any matter referred by the Board.

4. REMUNERATION COMMITTEE

The Board of Directors in their meeting held on April 27, 2002 constituted the Remuneration Committee comprises of two Directors. The scope of the Committee includes, inter alia, appointment, removal and compensation issues of key managerial personnel of the Company. The Remuneration Committee meets with the requirement under Schedule XIII of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

As on March 31, 2014 the committee comprises of one (1) Non-Executive Director viz. Shri Pradeep Gupta and two (2) Non-Executive Independent Directors viz. Shri J.K Jain as Chairman and Shri Shashi Sharma as member.

Remuneration paid to Directors

No Salary Paid

5. INVESTORS' GRIEVANCE/ SHARE TRANSFER COMMITTEE

Pursuant to the Provisions of Clause 49 of the Listing Agreement, the Board has constituted a committee of three members under Chairmanship of Non Executive Director. The committee meets time to time, to approve inter-alia, transfer/ transmission of shares, issue of duplicate share certificate and reviews the status of investors grievances and redressal mechanism and recommend measures to improve the level of

investor services. Details of shares transfer/transmissions approved by the committee are placed at the Board Meetings from time to time.

COMPOSITION

The constitution of the committee of Share Transfer Committee is as under:-

- | | | |
|-------------------------|---|--|
| (1) Shri J.K. Jain | : | Chairman, Non-Executive Independent Director |
| (2) Shri Pradeep Gupta: | | Member, Non-Executive Director |
| (3) Shri Shashi Sharma: | | Member, Non-executive Independent Director |

Ms. Bhanumati Ramachandran, Company Secretary acts a Secretary of the Committee

DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED & REPLIED TO THE SATISFACTION OF SHAREHOLDERS

During the financial year 2013-14, the Company has resolved all the complaints received during the said period. There is no pending complaint relating to financial year 2013-14.

6. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:-

Year	Location	Date	Time
2011	Sansarpur Terrace, Distt. Kangra, Himachal Pradesh	30.09.2011	1:30 PM
2012	Sansarpur Terrace, Distt. Kangra, Himachal Pradesh	28.09.2012	3:00 PM
2013	Sansarpur Terrace, Distt. Kangra, Himachal Pradesh	30.09.2013	2.00 PM

Postal Ballot

During the year under review no resolution was passed through postal ballot.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

7. DISCLOSURES

- (a) Disclosures on materially significant related party transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

None of the transactions with any of the related parties were in conflict with the interests of the Company.

- (b) Details of non compliance by the Company, penalties, strictures Imposed on the Company by Stock Exchange of SEBI of any Statutory Authority, on any matter related to capital markets, during the last three years.

No penalties, strictures were imposed on the Company by Stock Exchange of SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

8. MEANS OF COMMUNICATION

- (a) The quarterly / half yearly results are forthwith communicated to all Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. The results are being published in the leading newspapers in terms of the Listing Agreement.

9. GENERAL SHAREHOLDER INFORMATION

- (a) Annual General Meeting

Date and Time : 30.09.2014, 3.00 P.M.
Venue : Sansarpur Terrace, Distt. Kangra, Himachal Pradesh

- (b) Book closure date : 23.09.2014 to 30.09.2014
(c) Dividend payment date : N.A
(d) Stock Exchanges at which : BSE Limited, Shares of the Company are Mumbai Listed.
(e) Stock Code : Code
The Stock Exchange, Mumbai : 016791

- (f) Stock Market Data

The Company's shares are not actively traded in the stock Exchanges where they are listed.

- (g) Share price performance in comparison to broad based indices.
No information received from the stock exchanges.

- (h) Registrar and Transfer Agent
Beetel Financial & Computer Services (P) Ltd
Beetel House, 3rd Floor,
99, Madangir, New Delhi- 110062

- (i) Share Transfer System

Transfers of shares in physical form are registered and dispatched within 15 days from the date of their receipt, subject to the documents being valid and complete in all respects. In case of objection, the same are also dispatched within 3 weeks.

- (j) Distribution of Shareholding as on March 31, 2014

No. of equity shares held	No. of Share holders	% of share holders	No. of shares held	% of shares holding
1 to 5000	16572	99.02	1778160	24.02
5001 to 10000	84	0.50	68000	0.92
10001 to 20000	20	0.12	30500	0.41
20001 to 30000	5	0.03	11400	0.15
30001 to 40000	2	0.01	6800	0.09
40001 to 50000	33	0.20	163300	2.21
50001 to 100000	3	0.02	25700	0.35
100001 to above	17	0.10	5316140	71.84
Grand Total	16736	100.00	7400000	100.00

Shareholding pattern as on March 31, 2014

S.N.	Category	No. of Shares held	% of holding
A.	Promoters holding	2723050	36.80
B.	Non-promoters holding		
1	Institutional Investors- Banks	100	0.00
2	Others		
i)	Body Corporate	740100	10.01
ii)	Indian Public	3936750	53.19
iii)	NRIs/OCBs		
	Sub-total (B)	4676950	63.20
	Grand Total	7400000	100

- (k) Dematerialization of Shares and Liquidity:

The Shareholders in the Annual General Meeting held on 24th December, 2002 approved for dematerialization of shares. The Company there after applied NSDL/CDSL for listing of shares but the same was declined by CDSL/NSDL.

- (l) Outstanding GDRs/ADRs/Warrants or Convertible Instruments, conversion

Date and likely impact on Equity : Not Applicable

Plant Location : Sansarpur Terrace,
Distt. Kangra,
Himachal Pradesh

Address for Investor correspondence : Sansarpur Terrace,
and for a any query on annual
Distt. Kangra,
Himachal Pradesh

By order of the Board
For Suraj Industries Limited

Place: Noida
Date: 05.09.2014

Registered Office
Sansarpur Terrace, Distt. Kangra,
Himachal Pradesh

Sd/-
J.K. Jain
Director
DIN: 00120204

Address: Flat no. 001,
Tower – 8, The Close South, Nirvana Country, Sector – 50,
Gurgaon, Haryana – 122018

Corporate Governance Certificate

The Certificate dated September 5, 2014 obtained from Mr. Manoj Kumar Verma, Company Secretary in whole time practice forms part of this Annual Report and the same is given herein:

To the members of Suraj Industries Limited

We have examined the compliance of the conditions of Corporate Governance by **Suraj Industries Limited** for the year ended on March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors grievance Committee.

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

Place: New Delhi

Date : 05.09.2014

Independent Auditor's Report

To the Members of Suraj Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Suraj Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 "the Act" (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Audit Opinion

1. Attention is drawn to note no 1(a) and Note 15 of the Balance sheet to the effect that these accounts have been prepared without following the going concern assumption on the closure & cessation of the two business segments by the company and disposal of major assets of these discontinued segments in preceding years.
2. Company has a sum of Rs 6.38 lacs as recoverable advances on account of sales tax and income tax refunds, which in view of long time lag, in our opinion, are not realisable and should have been written off. Therefore, the profit of the year and current

assets are shown more by Rs 6.38 lacs and deficit in Statement of profit & loss account is shown less to that extent.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit & Loss, of the loss for the year ended on that date; and
- c) in case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
2. As required by section 227(3) of the Act, we report that:
 - (a) 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;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit & Loss and Cash Flow statement dealt with by this report are in agreement with the books of accounts;
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow statement comply with the Accounting Standards referred to in Section 211(3C) of the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs);
 - (e) On the basis of written representation received from the Directors as on March 31, 2014 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2014 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For Satendra Rawat & Co
Chartered Accountants
FRN- 008298C
Sd/-
(CA. Satendra Rawat)
Partner
Membership No.- 074126

Date: 31.05.2014
Place: Noida

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) During the year, Fixed assets of the Company have been physically verified by the management which, in our opinion, is reasonable having regard to the size of the company and the nature of its fixed assets. As mentioned to us no serious discrepancies were noticed by the management on such verification.
- c) The company has disposed off major part of its fixed assets being land during the previous year affecting the going concern assumption.
2. a) Since there is no inventory as at the end of the year with the company hence clause relating to physical verification and maintaining of proper records of inventory is not applicable for the year.
3. a) The company has not taken any loan secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore point no 4(iii) (b), (c) and (d) of Companies (Auditors report) order 2003 are not applicable.
- b) There are no companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 to which the company has granted loans. Therefore point no 4(iii) (f), and (g) of Companies (Auditors report) order 2003 are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purpose of purchase and sale of goods, material, fixed assets and services. During the course of our audit, on random test check basis, no major weakness has been noticed in the internal controls in respect of these areas.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of five lakhs rupees, in respect of any party during the year.
6. To the best of our knowledge & belief and according to information & explanations given to us, the company has complied with the provisions of sections 58A, 58AA and other applicable provisions of the Companies Act, 1956 and rules framed thereunder, wherever applicable, for accepting deposits from public.
7. Consequent to cessation of operations in both the segments of the company viz Vanaspati and the liquor division in the earlier years, the internal audit was not carried out by the company during the year, as explained to us, in view of the size and nature of the business carried on by the company during the year.
8. Pursuant to the rules made by the Central Government for the maintenance of cost records in respect of the Vanaspati segment, under section 209 (1) (d) of the Companies Act, 1956, we are of the opinion that, prima facie, the prescribed accounts and records, relating to materials, labour and other items of cost, have not been made and maintained for the year as there was no manufacturing activity for the year under review.
9. a) According to the records of the company, the company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it.
- b) According to the records of the company and information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Service Tax, Wealth Tax, Excise Duty and Cess on account of any dispute.
10. The company has accumulated losses of Rs. 816.67 lacs (Rs. 815.46 Lacs in Previous year), which are more than fifty percent of its net worth as at March 31st 2014. It has incurred cash loss of Rs 0.87 lacs during the current year (Rs 1.56 lacs during the previous year).
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to banks. However, there are no dues payable to financial institutions or debenture holders.
12. According to information and explanations given to us and based on the documents and records produced before us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, there is no special statute applicable to the company, hence provisions related to requirement of NOF, prudential norms for income recognition, appraisal of credit proposal etc. are not required to be complied by the company.
14. Based on our examination of the records, in our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause regarding proper records of transactions and contracts in respect of shares etc., is not applicable to the company.
15. Based on our audit procedure and on the information and explanations given by management, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. In our opinion, the term loans have been applied for the purpose for which they were raised.
17. According to the information and explanation given to us and on an overall examination of the balance sheet of the company,

we report that on the Balance Sheet date, the company has not raised any funds on short term basis which have been used for long-term investments by the company and vice versa.

18. According to the information and explanation given to us, the company has not made any preferential allotment of shares during the year.
19. The company has not issued any debentures during the year.
20. The company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Satendra Rawat & Co

Chartered Accountants

FRN- 008298C

Sd/-

(CA. Satendra Rawat)

Date: 31.05.2014

Place: NOIDA

Balance Sheet as at 31st March, 2014

(Figures in ₹)

PARTICULARS	Notes	As At 31.03.2014	As At 31.03.2013
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	73,430,000	73,430,000
(b) Reserves and surplus	3	(81,666,615)	(81,546,161)
2 Current liabilities			
(a) Short Term Borrowings	4	11,354,000	11,354,000
(b) Trade payables		18,307,128	18,307,128
(c) Other current liabilities		500,419	500,419
(d) Short-term provisions		174,506	196,106
TOTAL		22,099,438	22,241,492
II. ASSETS			
Non-current assets			
1 (a) Fixed assets	5	332,263	365,997
(i) Tangible assets			
(ii) Intangible assets		-	-
2 Current assets			
(a) Cash and cash equivalents	6	113,989	216,123
(b) Short-term loans and advances	7	19,042,563	19,043,169
(c) Other current assets	8	2,610,623	2,616,203
TOTAL		22,099,438	22,241,492
Significant Accounting Policies	1		
Notes form part of these financial statements	2-25		
This is the balance sheet referred to in our report of even date			

For Satendra Rawat & Co

Chartered Accountants

FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 31.05.2014

Place: NOIDA

For and on behalf of the Board of Directors

Shashi Sharma

(Director)

DIN: 03467752

J K Jain

(Director)

DIN: 00120204

Bhanumati Ramachandran

(Company Secretary)

Profit and Loss for the Year Ended 31st March, 2014

(Figures in ₹)

PARTICULARS	Notes	2013-2014	2012-2013
I. Revenue from operations- Sale of Goods		-	-
II. Other income		-	-
III. Total Revenue (I + II)		-	-
IV. Expenses:			
Employee benefits expense	9	27,500	27,500
Finance costs	10	5,901	595
Depreciation and amortization expense	5	33,734	33,734
Other expenses	11	53,319	128,238
Total expenses		120,454	190,067
V. Profit before exceptional and extraordinary items and tax (III-IV)		(120,454)	(190,067)
VI. Exceptional items		-	-
VII. Profit / (Loss) before extraordinary items and tax (V - VI)		(120,454)	(190,067)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		(120,454)	(190,067)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		-	-
XII Profit/(loss) from discontinuing operations		(120,454)	(190,067)
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		(120,454)	(190,067)
XV Profit (Loss) for the period (XI + XIV)		(120,454)	(190,067)
XVI Earnings per equity share (Refer Note 31):			
(1) Basic		(0.02)	(0.03)
(2) Diluted		(0.02)	(0.03)
Significant Accounting Policies	1		
Notes form part of these financial statements	2-25		

For Satendra Rawat & Co

Chartered Accountants

FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 31.05.2014

Place: NOIDA

For and on behalf of the Board of Directors

Shashi Sharma

(Director)

DIN: 03467752

J K Jain

(Director)

DIN: 00120204

Bhanumati Ramachandran

(Company Secretary)

Cash Flow Statement for the Year ended 31st March, 2014

(Figures in ₹)

PARTICULARS	2013-2014	2012-2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(120,454)	(190,067)
Adjustment for:		
Depreciation	33,734	33,734
Operating Profit before Working Capital Changes	(86,720)	(156,333)
Adjustment for:		
Trade & Other Receivables	6,186	95,000
Trade Payables & Other Liabilities	(21,600)	30,453
Cash Generated from Operations	(102,134)	(30,880)
Less: Taxes Paid	-	-
Net Cash from Operating Activities.....A	(102,134)	(30,880)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Net Cash from Investing Activities.....B	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash from Financing Activities.....C	-	-
D) NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A + B + C)	(102,134)	(30,880)
Opening Cash & Cash Equivalents	216,123	247,003
Closing Cash & Cash Equivalents	113,989	216,123

NOTE: Figures in Brackets represent outflows.

As per our report of even date attached.

For Satendra Rawat & Co

Chartered Accountants

FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 31.05.2014

Place: NOIDA

For and on behalf of the Board of Directors

Shashi Sharma

(Director)

DIN: 03467752

J K Jain

(Director)

DIN: 00120204

Bhanumati Ramachandran

(Company Secretary)

Notes to the Financial Statements as at 31.03.2014

Note 1 SIGNIFICANT ACCOUNTING POLICIES

a) ACCOUNTING CONVENTION

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) RECOGNITION OF INCOME AND EXPENDITURE

Revenues/Incomes and Cost/Expenditures are accounted on accrual as they are earned or incurred in accordance with the generally accepted accounting principles, Accounting Standard and provisions of the Companies Act, 1956. The service charges are recognised at gross amount received / receivable on completion of performance or receipt, whichever is earlier.

c) RETIREMENT AND PENSION BENEFITS

- i) Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the profit and loss account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii) Gratuity is a defined benefit obligation. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of the financial year.
- iii) Long term compensated balances in the form of leave encashment are provided for based on actuarial valuation at the end of the financial year. The actuarial valuation is done as per projected unit credit method.
- iv) Actuarial gains/losses are debited to profit and loss account and are not deferred.

d) FIXED ASSETS

- i) Fixed Assets are stated at cost, less accumulated depreciation other than 'Leasehold Land', where no amortization is made. The cost includes taxes, duties, freight and other incidental expenses related to acquisition, installation and commissioning.
- ii) Capital subsidies, if any, on acquisition of specified fixed assets are reduced from the original cost and the net amount are adopted as the historical cost of gross block and depreciated accordingly.
- iii) Capital work in progress is capitalized as fixed assets on the date of commissioning of the asset.

e) METHOD OF DEPRECIATION AND AMORTISATION:

- i) a) Depreciation on Fixed Assets is provided at the relevant rates of depreciation in respect of Straight Line Method as specified in Schedule XIV to the Companies Act, 1956;
- b) The depreciation on assets costing up to Rs.5,000 are depreciated at the rate of hundred percent on pro-rata basis. However where the aggregate cost of individual items of plant and machinery, costing up to Rs.5,000, constitutes more than 10% of the total actual cost of Plant & Machinery, rates of depreciation on such items have been charged as specified in the schedule.
- ii) Depreciation on additions to assets or on sale/ discardment of assets is calculated pro-rata from the date of such addition or up to the date of such sale/ discardment, as the case may be.
- iii) No amounts are written off against Leasehold Land by way of amortization.
- iv) An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

f) VALUATION OF INVENTORIES :

- i) Raw Material, Packing Material- At cost
- ii) Finished Goods (Including Goods in Transit)- At cost or net realisable value
- iii) Stock in Process- At cost
- iv) By Products- At net realisable value
- v) Loose Tools- At cost and charged off when discarded

In the above, cost is arrived at by weighted average cost method and in case of Finished Goods and Stock in Process it also includes manufacturing & related establishment overheads, interest and depreciation.

g) INCOME TAX

Provision for current Income Tax is made on the basis of estimated taxable income after taking into consideration, estimates of benefits admissible under the provisions of Income Tax, 1961. The company provides for deferred tax liability (after netting off deferred tax assets), based on the tax effect of timing difference resulting from the recognition of items in the financial statements. Deferred tax assets (after, netting of deferred tax liabilities), are generally not recognized unless there is strong circumstances exists for its adjustment/realization in near future.

h) SEGMENT REPORTING:

The segment reporting, if any & to the extent identified, is made in accordance with the company's accounting policies as enumerated above unless otherwise separately stated along with the segment results.

i) PROVISIONS AND CONTINGENT LIABILITIES:

i) A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

ii) The disclosure is made for all possible or present obligations that may but probably will not required outflow of resources, as contingent liability in the financial statements.

Note 2 Share Capital

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number	Rs	Number	Rs
Authorised				
Equity Shares of Rs 10/- each	10,000,000	100,000,000	10,000,000	100,000,000
Issued and Subscribed				
Equity Shares of Rs 10/- each	7,400,000	74,000,000	7,400,000	74,000,000
Paid up				
Equity Shares of Rs 10/- each fully paid	7,286,000	72,860,000	7,286,000	72,860,000
Equity Shares of Rs 10/- Rs 5 paid -up	114,000	570,000	114,000	570,000
	7,400,000	73,430,000	7,400,000	73,430,000
a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year				
Particulars		31.03.2014		31.03.2013
No of shares	Rs	No of shares	Rs	
Equity shares outstanding at the beginning of the year	7,400,000	73,430,000	7,400,000	73,430,000
Equity shares Issued during the year	-	-	-	-
Equity shares bought back during the year	-	-	-	-
Equity shares outstanding at the end of the year	7,400,000	73,430,000	7,400,000	73,430,000
b) Details of shareholders holding more than 5% Equity Shares in the Company				
Name of Shareholder		31.03.2014		31.03.2013
Holding	No. of	Holding	No. of	
% Equity shares held	%	Equity shares held		
SURAJ GUPTA	36.15	2,675,030	36.15	2,675,030
DELHI LIQUORS LIMITED	7.60	562,500	7.60	562,500
SUSHIL KUMAR	5.06	374,500	5.06	374,500

- c) "The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and has a right to receive dividend as recommended by the board of directors subject to the necessary approval from the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the paid up amount per equity shares held by the shareholders.

Note 3 Reserves & Surplus

(Figures in Rs.)

Particulars	As at 31 March 2014	As at 31 March 2013
Capital Reserve As per Last Year	22,598,507	22,598,507
Surplus / (Deficit) in the Statement of Profit & Loss		
Opening Balance	(104,144,668)	(103,954,601)
Net Profit/(Net Loss) for the current year	(120,454)	(190,067)
Closing Balance	(104,265,122)	(104,144,668)
Total	(81,666,615)	(81,546,161)

Note 4 Current Liabilities

Short Term Borrowings		
Other Unsecured Loans (Interest Free)		
- From Bodies Corporate*	10,929,000	10,929,000
- From Others*	425,000	425,000
	11,354,000	11,354,000
Terms of repayment*		
All loans are interest free without any specific terms of repayment.		
Trade Payables		
[Due to SME -Nil]	18,307,128	18,307,128
[Refer to Note - 17(a) and (b)]		
Other current liabilities:		
Security Deposits (Interest Free)	500000	500000
VAT/CST Payable	419	419
	500419	500419
Short Term Provisions:		
Other provisions:		
Salary & Wages Payable	2,200	37,400
Provision for employee benefits	67,617	66,517
Provision for expenses	104,689	92,189
	174,506	196,106
Total	30,336,053	30,357,653

NOTE - 5 - FIXED ASSETS

(Figures in ₹)

PARTICULARS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	AS AT 1.04.2013	ADDITIONS during the year	DISPOSALS during the year	AS AT 31.03.2014	AS AT 1.04.2013	CHARGES FOR THE YEAR	ON DISPOSALS	UPTO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
Tangible Assets										
Other Equipments & Appliances	334,200	-	-	334,200	124,466	17,859	-	142,325	191,875	209,734
Furniture & Fixtures	282,125	-	-	282,125	125,862	15,875	-	141,737	140,388	156,263
TOTAL	616,325	-	-	616,325	250,328	33,734	-	284,062	332,263	365,997
Previous year figures	616,325	-	-	616,325	216,594	33,734	-	250,328	365,997	399,731

Note 6 Cash & Cash Equivalents

(Figures in Rs.)

Particulars	As at 31 March 2014	As at 31 March 2013
Cash on Hand	76,743	178,557
Balances with Banks in Current Accounts	37,246	37,566
Total	113,989	216,123

Note 7 Short Term Loans & Advances

Other Advances (Unsecured, considered good)	19,042,563	19,043,169
Total	19,042,563	19,043,169

Note 8 Other Current Assets

Sales Tax Deposit under protest	275,000	275,000
Unrealised Stock Invest*	99,000	99,000
Income Tax Deducted at Source	263,549	269,129
Share Application Money Given	1,973,074	1,973,074
Total	2,610,623	2,616,203

*Stock invest pertaining to Share application money for 10,300 equity Shares (Previous year 10,300 equity shares) of Rs. 10/- each were returned unrealized by the Bankers and the same were allotted and included in Share Capital during the financial year 1993-94 as part of Company's maiden public issue. Out of these shares, the company has to still receive a sum of Rs. 99,000 as on 31.03.2013 as per details given below:

- On 9,500 Shares @ Rs. 10/- each amounting to Rs. 95,000
- On 800 Shares @ Rs. 5/- each (Rs. 5/- each paid on allotment) amounting to Rs. 4,000

Note 9 EMPLOYEE BENEFIT EXPENSE

Salaries and incentives	27,500	27,500
Total	27,500	27,500

Note 10 FINANCE COST

a) Interest Cost	-	-
b) Other Borrowing Costs	5,901	595
Total	5,901	595

Note 11 OTHER EXPENSES

Legal, Professional & Consultancy	606	2,500
Advertisement & Publicity	40,213	67,143
Fee & Taxes	-	28,090
Auditors Remuneration	12,500	22,472
Other Expenses	-	8,033
Total	53,319	128,238

Note 12 PAYMENT TO AUDITOR

Audit Fee (including Service Tax)	12,500	22,472
Total	12,500	22,472

Note 13 In the opinion of the board, the current assets, loans & advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated in the balance sheet as at 31.03.2014.

Note 14 The balances of some of the Sundry Creditors, Loans & Advances are subject to letters of confirmations without expecting any major deviations to affect materiality of these accounts.

Note 15 Upto the end of the previous reporting periods, the Company had two business segments viz. (i) Manufacturing of Vanaspati; (ii) Liquor, identified as discontinued operations. During the previous year, the discontinued operations were completed and the remaining assets or liabilities which continue after the discontinued operations are completed, have been eliminated from the disclosures of Discontinued operations. After the completion of said discontinued operations were completed, the company has not yet commenced any new sustainable business activity and therefore these accounts have been prepared on the same basis without following the going concern assumption as in the previous years. In view of these facts, the company has not identified any separate business segment for its review and disclosures. The intermittent trading operations, if any, which may be non-recurring and casual in nature, has not been considered as a separate business segment for the purpose of reviewing its operations.

Note 16 The company has a defined benefit gratuity plan & leave encashment as long term benefits to employees. In view of the limited number of employees left on discontinued operations of the company, the actuarial valuation has not been carried out during the year for such long term benefits. However, in compliance of AS-15, a reasonable estimate of company's liability towards such long term benefits to all the employees, has been made on the presumption as if all are retiring on the balance sheet date.

Note 17 a) Small Scale Industrial Undertakings to whom amounts are due have been determined based on the information available with the company, included in creditors.

b) The Company has not received the required information from Suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.

Note 18 RELATED PARTY DISCLOSURE

The information given below is only in respect of the transactions entered into by the company or any outstanding, during the year with the related parties.

A) Names of the Related parties and description of relationship

Key Managerial Personnel

- a) J K Jain, Director
- b) Shashi Sharma, Director
- c) Pradeep Gupta, Director

B) Transactions during the year with the Related Parties:

Transaction	For the year ended 31 March 2014 Rs	For the year ended 31 March 2013 Rs
No Transaction	-	-

Note 19 Deferred Tax:

Major components of Deferred Tax Asset (net) arising on account of timing difference are as under:

	2013-14 Rs in Lacs	2012-13 Rs in Lacs
Deferred Tax Liabilities		
Fixed Assets	1.03	0.52
Total	1.03	0.52
Deferred Tax Assets		
Provision for Gratuity, Bonus & Leave Encashment	0.21	0.21
Unabsorbed depreciation and business losses as per IT	50.57	50.30
Total	50.77	50.51
Accumulated Net Deferred Tax Assets	49.75	49.98

In view of the continuing business losses & accounting policy of the company, the net deferred tax asset for the year has not been recognized, as the same does not appear to be realizable in near future.

Note 20 PROVISION FOR INCOME TAX

The provision for the current Income Tax is not considered necessary for the financial year 2013-2014 in view of the brought forward business loss, unabsorbed depreciation allowance, other deductions and benefits under the provisions of Income Tax Act, 1961.

Note 21 Expenditure in Foreign Currency during the year- Nil (Previous Year Nil)

Note 22 Value of Imports on CIF Basis- Nil (Previous Year Nil)

Note 23 Value of imported and indigenous raw materials, stores, spare parts and components consumed -Nil (Previous Year Nil)

Note 24 BASIC AND DILUTED EARNING PER SHARE

The Basic and Diluted Earning Per Share has been arrived as follows:

Particulars	As at 31.03.2014 (Rs)	As at 31.03.2013 (Rs)
Profit for the year after extra-ordinary items	(120,454)	(190,067)
Profit for the year before extra-ordinary items	(120,454)	(190,067)
No. of weighted average equity shares (Basic & Diluted)	7,343,000	7,343,000
BASIC & DILUTED EARNING PER SHARE (Rs.)		
Before extra-ordinary items	(0.02)	(0.03)
After extra-ordinary items	(0.02)	(0.03)

Note 25 The previous year's figures have been re-classified/re-grouped wherever required to conform with the current year's figures.

For Satendra Rawat & Co

Chartered Accountants

FRN- 008298C

(CA. Satendra Rawat)

Partner

Membership No.- 074126

Date: 31.05.2014

Place: NOIDA

For and on behalf of the Board of Directors

Shashi Sharma

(Director)

DIN: 03467752

J K Jain

(Director)

DIN: 00120204

Bhanumati Ramachandran

(Company Secretary)

Computation of Total Income

ASSESSMENT YEAR : 2014-15

(A) INCOME FROM BUSINESS OR PROFESSION

		(Rs.)
Net Profit as per Profit & Loss A/c		(120,454)
Add: i) Items for separate consideration		
Depreciation		33,734
ii) Items disallowed		
Provision for Gratuity (43B)	1,100	1,100
iii) Others		-
		(85,620)
Less: i) Bonus of earlier years paid during the year	-	
ii) Auditors remuneration for FY 08-09 disallowed as TDS deducted now deducted 09-10	-	
	-	-
		(85,620)
Add: Income related to earlier years realised during the year	-	-
		(85,620)
Less: Depreciation for current year as per I.T.Act		-
Income from Business & Profession		(85,620)
Amounts to be carried forward		
Unabsorbed depreciation		
Brought forward from previous year	8,335,367	
Add :Unabsorbed depreciation during the year	-	8,335,367
Unadjusted Business Loss		
Brought forward from previous year	7,943,263	
Add: Loss for the year	85,620	
		8,028,883
Balance Business loss & depreciation available for set off for next AY's		16,364,250

Calculation of Deferred Tax (Liability)/Assets as on 31.03.2012

Time Difference	As per Accounts Tax	As per Income	Difference 30.90 %	DEFERRED TAX FIGURES @
Deferred Liabilities				
WDV of Fixed Assets	332,263	-	332,263	102,669
	332,263	-	332,263	102,669
Deferred Assets				
Retirement Benefits Payable	67,617	-	67,617	20,894
Bonus Payable / Unpaid Bonus	-	-	-	-
Unadjusted Depreciation & Business Losses carried forward	-	16,364,250	16,364,250	5,056,553
	732,143	16,364,250	16,431,867	5,077,447
DIFFERENCE				4,974,778
				(Net Deferred Tax Asset Calculated @ 30.90%)

ASSESSMENT YEAR 2014-15

Depreciation as per Income Tax Act

PARTICULARS	RATE OF DEP.	W.D.V. AS ON 01.04.2013	ADDITIONS UPTO 30.9.2013	ADDITIONS AFTER 30.9.2013	Sale / Adjustments	Balance	WDV FOR	DEPRECIATION FOR THE YEAR	W.D.V. AS ON 31.3.2014
Furniture & Fixtures	10%	-	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-	-	-

ATTENDENCE SLIP

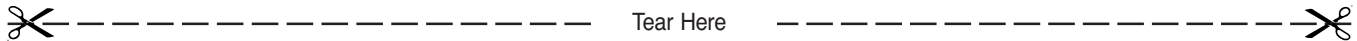
Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 22nd Annual General Meeting of the Company on Tuesday, the 30th Day of September, 2014 at 3.00 p.m at Sansarpur Terrace, Distt. Kangra, Himachal Pradesh

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.



Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L26943HP1992PLC016791

Name of the company: **Suraj Industries Ltd**
Registered office: **Sansarpur Terrace, Distt. Kangra, Himachal Pradesh**

Name of the member (s):
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID : Not Applicable

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
- Address:
- E-mail Id:
- Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 30th day of September, 2014 at 3.00 p.m. at Sansarpur Terrace, Distt. Kangra, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2014 and the report of Board of Directors and Auditors
2	Ordinary Resolution that Mr. Janeshwar Kumar Jain, retires by rotation and being eligible re-appointment, as a Director of the Company
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s Satendra Rawat & Company, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration

Signed this Day of2014

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.