



**Sueryaa Knitwear Limited**

# Annual Report 2017-18

## Annual Report 2017-18

### **Sueryaa Knitwear Limited**

Regd. Office- 408, Industrial Area-A, Ludhiana, Punjab -141003  
Tel: 0161-4619272, 9871124799, Website: [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com)  
Email: [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com)

**REFERENCE INFORMATION****BOARD OF DIRECTORS**

Mr. Rajiv Jain	Managing Director
Ms. Manisha Jain	Whole Time Director
Mr. Pankaj Kumar Resigned on 30.05.2018	Independent Director
Ms. Vandna Appointed on 30.05.2018	Independent Director
Mr. Saurabh Tripathi	Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Rajiv Jain	Managing Director
Ms. Manisha Jain	Whole Time Director
Mr. Harpal Singh Virk	Chief Financial Officer
Mr. Abhishek Bhargava Resigned on 07.04.2017 Managing Director	Company Secretary & Compliance Officer

**SECRETARIAL AUDITOR**

**Tanay Ojha,**  
Practicing Company Secretary  
473, Patel Nagar, P.O. HarjinderNagar,  
Kanpur- 208007

**STATUTORY AUDITOR**

**Sandeep Manuja & Associates, Chartered Accountants**  
Shop No.4, Indra Market,  
Gill Road, Ludhiana-141003

**REGISTRAR & SHARE TRANSFER AGENT**

**Skyline Financial Services Private Limited**  
D-153A, First Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020

**CIN**

L17115PB1995PLC015787

**REGISTERED OFFICE**

408, Industrial Area-A, Ludhiana, Punjab- 141003

**SHARES LISTED AT**

BSE Limited

**BANKERS**

**ICICI Bank Limited**  
Jandu Towers, BXV-136/139, G.T. Road,  
Miller Ganj, Ludhiana-141003

**Central Bank**  
G.T. Road, Miller Ganj, Ludhiana-141003

**E-MAIL**

Sueryaa1995@gmail.com

**WEBSITE**

www.sueryaaknitwear.com

## TABLE OF CONTENTS

<b>S. No.</b>	<b>Content</b>	<b>Page No.</b>
1.	Notice	4
2.	Board's Report	10
3.	Corporate Governance Report	32
4.	Compliance Certificate on Corporate Governance	47
5.	Compliance with code of conduct	48
6.	CEO/CFO Certification	49
7.	Management Discussion & Analysis Report	50
8.	Independent Auditor's Report	53
9.	Balance Sheet	59
10.	Profit and Loss Account	61
11.	Cash Flow Statement	63
12.	Proxy Form	85
13.	Ballot Form	87
14.	Attendance Slip	89
15.	Green Initiative Form	90
16.	Route Map	91

**NOTICE**

**NOTICE** is hereby given that the **22nd Annual General Meeting** of the members of **Sueryaa Knitwear Limited** will be held on Tuesday, 25th September, 2018, at 9:30 A.M. at the registered office of the company at **408, Industrial Area-A, Ludhiana, Punjab -141003** to transact the following businesses:

**ORDINARY BUSINESS:**

1. Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet of the Company as at **31 March, 2018** and the Statement of Profit & Loss Account for the year ended on that date together with the report of Directors and Auditors' thereon.
2. To appoint a Director in place of **Rajiv Jain (DIN: 01029784)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.
3. To ratify appointment of **M/s Sandeep Manuja & Associates, Chartered Accountants, Chartered Accountants, (FRN: 009525N)** as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General meeting till the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

In this regard, if thought fit, the members will pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and pursuant to the recommendations of the audit committee, the appointment of the Statutory Auditors of company **M/s Sandeep Manuja & Associates, Chartered Accountants (Firm registration No: 009525N)**, be and is hereby ratified by the members of the company for the financial year **2018-19** at such remuneration as may be determined by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. **Appointment of Ms. Vandna (DIN: 07646818) as a “Non-Executive Independent Director”**. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Vandna (DIN:07646818)**, a Non-Executive Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of **“Five” consecutive years.**

By order of the Board of Directors  
For Sueryaa Knitwear Limited  
Sd/-

Date: 14.08.2018  
Place Ludhiana

(Rajiv Jain)  
Managing Director  
(DIN:01029784)

**SUERYAA KNITWEAR LIMITED****NOTES:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total** share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking appointment at the Annual General Meetingscheduled to be held on **25th September, 2018** (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
6. The Register of Members and Share Transfer Books will remain closed from **Thursday, 20th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive)**.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.  
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent i.e **Skyline Financial Services Private Limited**.
10. The shares of the Company are at presently listed on **BSE Limited**.

11. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (“CDSL”)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

*The instructions for e-voting by members are annexed to the Notice.*

12. The Board of Directors of the company has appointed **Ms. Preeti Jain, Company Secretary (C. P. No. 17079)**, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
13. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a “**Consolidated Scrutinizer's Report**” and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the **Company at [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com)** and on the website of Stock Exchange **at [www.bseindia.com](http://www.bseindia.com)**. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
15. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.
16. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. 19th September, 2018**.
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of e-voting / poll.

*Note: A person who is not a Member as on the cut off date should treat this Notice for information purposes only.*

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
19. The Instructions for shareholders voting electronically areas under:

<b>Date and Time of commencement of e-voting</b>	<b>Saturday, 22nd September, 2018 From 09:00 A.M</b>
<b>Date and Time of Conclusion of e-voting</b>	<b>Monday, 24th September, 2018 To 05:00 P.M</b>

- i. During this period, shareholders' of the Company, holdings shares either in physical for mor inde materialized form, as on the cut- off date may cast their vote electronically. There mote e-voting module shall be disabled by CDSL for voting there after.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not been titled to vote at the meeting venue through Poll.
- iii. The share holders should log on to the e-voting website of CDSL “www.evotingindia.com.”
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a) For Share holders holding Demat Account with CDSL: **16 digits beneficiary ID,**
  - b) For Share holders holding Demat Account with NSDL: **8 Character DP ID followed by 8 Digits Client ID.**
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.comand vote do nan earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

	<b>For Members holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Incasethesequencenumberislessthan8digitsenterthe applicable number of 0' s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1then enter Ra00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd /mm / yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login pass word in the new password field. Kindly note that this password is to be also used by demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-votingthroughCDSLplatform. Note: It is strongly recommended not to share your password with any other person and take utmost



care to keep your password confidential.

- xii. Click on the EVSN ..... for the relevant resolution on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you “Assent to the Resolution” and option “NO” implies that you “Dissent to the Resolution”.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non– **Individual Share holders and Custodians:-**
  - ✓ Non-Individual share holders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ✓ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Rajiv Jain
Designation	Managing Director
Address	408, Industrial Area-A, Ludhiana- 141003
Contact	0161-4619272
E-mail	Sueryaa1995@gmail.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 4**

**Appointment of Ms. Vandna (DIN: 07646818) as a “Non-Executive Independent Director”.**

The Board of Directors of your company at its Board Meeting held on 30th May, 2018 appointed **Ms. Vandna (DIN: 07646818)** as an Additional Independent Director under section 161 (1) of the Companies Act, 2013. She holds office up to the Annual General Meeting of the Company. The Company has received a notice in writing from Ms. Vandna pursuant to the provisions of Section 149 of the Companies Act, 2013, signifying intention to propose herself as candidate for the office of Independent Director.

In opinion of the Board, Ms. Vandna (DIN: 07646818) fulfills the conditions as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management and hence recommend her to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

A brief profile of Ms. Vandna (DIN: 07646818) whose appointment is proposed at Item Number 4 of the accompanying Notice, has been given in the 'annexure' attached. Except Ms. Vandna, none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

**Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting**

Name of Official	Rajiv Jain	Vandna
Director Identification Number (DIN)	01029784	07646818
DOB	11.09.1965	10.07.1986
Qualification	Graduate	Graduate
Expertise in specific area	Administration	Administration
Date of First appointment on the Board of the Company	13.02.1995	30/05/2018
Share holding in the Company ( <i>Only In case the Director to be appointed is a Non Executive Director</i> )	810940 Shares	6900 Shares
List of Directorship held in other companies	NIL	Shree Vijay Industries Limited
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	Shree Vijay Industries Limited
Relationship between Directors Inter-se	Spouse of Manisha Jain, Whole Time Director	

## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present to the valued stakeholders, the **22nd** Annual Report of **Sueryaa Knitwear Limited** along with the Audited Financial Statements of the Company for the Year ended **March 31st, 2018**.

### FINANCIAL HIGHLIGHTS- AT A GLANCE

- > Overall Performance of your Company
  - The Financial Year 2017-18 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The net Loss of your Company had gone up from **499399.20 (2016-17) to 536510.87 (2017-18)**.
- > The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rupees)

PARTICULARS	Standalone	
	2017-18	2016-17
Income from Business Operations	3,59,16,501.67	3,96,76,826.10
Other Income	14,942.55	2,63,146.04
<b>Total Income</b>	<b>3,59,31,444.22</b>	<b>3,99,39,972.14</b>
Less: Expenditure except Depreciation, Financial Expenses	3,60,76,147.73	3,85,06,565.24
<b>Profit/Loss before Interest, Depreciation and Tax</b>	<b>(1,44,703.51)</b>	<b>14,33,406.69</b>
Less: Interest and other Financial Charge(s)	1,80,558.11	5,65,451.10
<b>Profit/Loss before Depreciation and Tax</b>	<b>(3,25,261.62)</b>	<b>8,67,955.80</b>
Less: Depreciation	9,00,600.00	12,58,717.00
<b>Profit/Loss before Tax</b>	<b>(12,25,861.62)</b>	<b>(3,90,761.20)</b>
Less: Tax Expense	(1225861.62)	12255
Deferred Tax Asset	3,44,812.00	1,06,051.00
Taxes relating to earlier years	125368	(9688)
<b>Net Profit/Loss after Tax</b>	<b>(10,06,417.62)</b>	<b>(4,99,399.20)</b>
<b>Earnings per share:</b>		
<b>Basic</b>	<b>(0.39)</b>	<b>(0.19)</b>
<b>Diluted</b>	<b>(0.39)</b>	<b>(0.19)</b>

**DIVIDEND**

No Dividend was declared for the current financial year due to loss incurred by the Company.

**RESERVES**

The Board proposes no amount to transfer to the reserves as the company is running under loss.

**DEPOSITS**

During the year under review, the Company has not accepted any deposits in terms of section 73 of the Companies Act, 2013.

**SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY**

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2017-2018. Form AOC-1 has also been attached with this report as “**Annexure A**”

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

**CHANGE IN NATURE OF BUSINESS**

During the year under review, there was no change in nature of business of the Company.

**CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR**

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Abhishek Bhargav	Company Secretary	Resignation	07/04/2017
2.	Vandna	Additional Independent Director	Appointment	30/05/2018
3.	Pankaj Kumar	Independent Director	Resignation	30/05/2018

**STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013**

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

**DISCLOSURE OF CHANGE IN ACCOUNTING TREATMENT IN FINANCIAL STATEMENTS**

During the period under review, the Company has adopted Indian Accounting Standards for preparation of Financial Statements.

**EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return (MGT-9) under sub section 3 of Section 92 of the Companies Act, 2013, can be viewed on website of the Company at [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com) **and is attached herewith as Annexure B.**

**NUMBER OF MEETINGS OF THE BOARD & COMMITTEES**

During the year under review, **7 Board Meetings, 4 Audit Committee Meetings, 1 Nomination & Remuneration Committee Meeting & 4 Stakeholders' Relationship Committee Meetings** were convened and held. All the Meetings including Committee Meetings were duly held and convened and the intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 to be read with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

**AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

**NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

**VIGIL MECHANISM COMMITTEE**

The Vigil Mechanism Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

**BOARD ANNUAL EVALUATION**

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

## **REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board on the recommendation of Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, etc.

## **FAMILIARIZATION POLICY**

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

## **STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS**

### **A. STATUTORY AUDITOR**

The members at the Annual General Meeting held on Monday, 11th September, 2017 appointed **M/s Sandeep Manuja & Associates, Chartered Accountants (Firm Regn. No. 009525N)** as Statutory Auditors of the Company for a period of five years to hold office till the conclusion of **26th** Annual General Meeting of the Company subject to ratification at every AGM. Their period of office needs ratification at the ensuing Annual General Meeting. Therefore, the auditors have expressed their willingness to continue to act as Statutory Auditor for the Financial Year 2018-19.

#### **Qualification(s) and Directors' comments on the report of Statutory Auditor:**

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

### **B. SECRETARIAL AUDITOR**

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s Tanay Ojha & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Mr. Tanay Ojha**, Company Secretary, and the report thereon is annexed herewith as "**Annexure- C.**".

#### **Qualification(s) and Directors' comments on the report of Secretarial Auditor:**

#### **Auditors' Qualification:**

**Directors' Comment:** The Company is in the process of finding a suitable person to be appointed as Company Secretary and Compliance Officer of the Company pursuant to section 203 of the Companies Act, 2013. Once the candidate is selected, he will be appointed on the said post.

## **INTERNAL AUDIT**

The Company had duly appointed an Internal Auditor to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee.

## **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR**

There were no instances of fraud, those have been observed by the Statutory Auditor during audit of the financial statements for the financial year 2017-18, which are required to be disclosed by the company in its Board Report under Section 143 (12) of the Companies Act, 2013.

**PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of Loans, Guarantees or Investments, under section 186 of the Companies Act, 2013 if any are mentioned in balance sheet of the Company for the year which needs to be read along with relevant note, if marked alongwith.

**PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

In the financial year 2017-2018, the company had entered into some contracts and arrangements with the related parties. Form AOC-2 has also been attached with this report as "Annexure D"

**MATERIAL CHANGES AND COMMITMENTS, IF ANY**

There are no material changes or commitments noticed by the Board between the end of financial year of the company as on 31st March, 2018 and the date of this Report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

	<b>Conservation of energy</b>	
1.	the steps taken or impact on conservation of energy	The Company takes efforts to reduce its usage of energy and increase its production capacity.
2.	the steps taken by the company for utilizing alternate sources of energy	The Company hasn't taken any step towards tapping the alternate sources of energy however the management is in talks to employ other sources of energy too.
3.	the capital investment on energy conservation equipments	The Company hasn't made any investment as such on energy conservation equipments however the prospects of such investment are likely in the near future.

	<b>Technology absorption</b>	
1.	the efforts made towards technology absorption	The Company takes efforts towards technology absorption
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	NA
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
4.	the details of technology imported	NA
5.	the year of import	NA
6.	whether the technology been fully absorbed	NA
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
8.	the expenditure incurred on Research and Development	NA

	<b>Foreign exchange earnings and Outgo</b>	
1.	The Foreign Exchange earned in terms of actual inflows during the year	Nil
2.	The Foreign Exchange outgo during the year in terms of actual outflows	Nil

### **RISK MANAGEMENT**

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.



**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

**CORPORATE GOVERNANCE REPORT**

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the company's Statutory Auditors confirming compliance forms an integral part of this Report.

**HUMAN RESOURCE**

The relationship with employees continues to be harmonious. The company always consider its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2018 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

**LISTING AGREEMENT**

The shares of the Company are presently listed at BSE Limited. All statutory dues has been paid by the Company.

**PERSONNEL RELATIONS**

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

**CODE OF CONDUCT**

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

**PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has 2 Executive Directors and no remuneration has been paid to them during the year. Further, Rs. 24000/- sitting fee has been paid by the company to Independent Director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year **Nil**
- b) Employed for part of the year **Nil**

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- (c) The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;
- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including Financial Institutions, Banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

**By Order of the Board of Directors  
For Sueryaa Knitwear Limited**

**Date: 14.08.2018  
Place: Ludhiana**

**Sd/-  
Rajiv Jain  
Managing Director  
DIN:01029784**

**Sd/-  
Manisha Jain  
Whole Time Director  
DIN:02684080**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of  
Subsidiaries/Associate Companies/Joint Ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rupees)

S. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

- |    |  |      |
|----|--|------|
| 1. | Names of subsidiaries which are yet to commence operations               | None |
| 2. | Names of subsidiaries which have been liquidated or sold during the year | None |

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	Name of Associate/Joint Venture	NA
1.	Latest audited Balance Sheet Date	31.03.2018
2.	Shares of Associate/Joint Venture held by the company on the year end	None
	No.	Not Applicable
	Amount of Investment in Associate/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
3.	Description of how there is significant influence	Not Applicable
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6.	Profit/Loss for the year	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable

1. Names of subsidiaries which are yet to commence operations None
2. Names of subsidiaries which have been liquidated or sold during the year None

**On behalf of the Board of Directors  
For Sueryaa Knitwear Limited**

**Sd/-  
Manisha Jain  
Whole Time Director  
DIN: 02684080**

**Sd/-  
Rajiv Jain  
Managing Director  
DIN: 01029784**

**Date: 14.08.2018  
Place: Ludhiana**

**Sd/-  
Harpal Virk  
Chief Financial Officer**

*\*Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified*

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2018  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014**

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>									
1.	CIN	L17115PB1995PLC015787							
2.	Registration Date	13.02.1995							
3.	Name of the Company	Sueryaa Knitwear Limited							
4.	Category of the Company	Company Limited by Shares							
5.	Extend of Holding%	Not Applicable							
6.	Address of the Registered office & contact details	408, Industrial Area-A, Ludhiana- 141003							
		Contact: 0161-4619272							
7.	Whether listed company	408, Industrial Area-A, Ludhiana- 141003							
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Skyline Financial Services Private Limited Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020. Ph.: 011-64732681-88 Email: admin@skylinerta.com Contact: 0161-4619272							
<b>II. REGISTRATION &amp; OTHER DETAILS:</b>									
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)									
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company						
	Manufacturers of Fabrics	13,121.00	1.00						
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>									
S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section				
1.		NIL							
<b>IV. SHARE HOLDING PATTERN</b>									
(Equity share capital breakup as percentage of Total Equity)									
(I) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF		1,091,140.00	1,091,140.00	42.00		1,091,140.00	1,091,140.00	42.00	-
b) Central Govt		-	-	-		-	-	-	-
c) State Govt(s)		-	-	-		-	-	-	-
d) Bodies Corp.		-	-	-		-	-	-	-
e) Banks / FI		-	-	-		-	-	-	-
f) Any other		-	-	-		-	-	-	-
Sub Total (A) (1)		1,091,140.00	1,091,140.00	42.00		1,091,140.00	1,091,140.00	42.00	-



Sub-total (B)(2):-		1,506,660.00	1,506,660.00	58.00		1,506,660.00	1,506,660.00	58.00	
Total Public (B)		1,506,660.00	1,506,660.00	58.00		1,506,660.00	1,506,660.00	58.00	-
C. Shares held by Custodian for GDRs & ADRs						-	-	-	-
Grand Total (A+B+C)		2,597,800.00	2,597,800.00	100.00		2,597,800.00	2,597,800.00	100.00	-

(ii) Share holding of Promoter									
--------------------------------	--	--	--	--	--	--	--	--	--

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2017]			Shareholding at the end of the year [As on 31-March-2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Rajiv Jain	810,940.00	31.22	-	810,940.00	31.22	-	-
2.	Manisha Jain	183,950.00	7.08	-	183,950.00	7.08	-	-
3.	Archit Jain	66,250.00	2.55	-	66,250.00	2.55	-	-
4.	Kanchan Bala Jain	30,000.00	1.15	-	30,000.00	1.15	-	-

## (iii) Change in Promoters' Share holding (please specify, if there is no change)

SL. No.	Shareholder's Name	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year(01.04.2016 to 31.03.2017)	
		Shareholding at the beginning / end of the year	% of total shares of the Company				No. of Shares	% of Total
1.	Rajiv Jain	810,940.00	31.22	01.04.2017	-	-	810,940.00	31.22
		810,940.00	31.22	31.03.2018	-	-		
2.	Manisha Jain	183,950.00	7.08	01.04.2017	-	-	183,950.00	7.08
		183,950.00	7.08	31.03.2018	-	-		
3.	Archit Jain	66,250.00	2.55	01.04.2017	-	-	66,250.00	2.55
		66,250.00	2.55	31.03.2018	-	-		
4.	Kanchan Bala Jain	30,000.00	1.15	01.04.2017	-	-	30,000.00	1.15
		30,000.00	1.15	31.03.2018	-	-		

## (iv) Share holding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SL. No.	Share Holder's Name	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Flexicorp Solutions Pvt. Ltd.	112,000.00	4.31	112,000.00	4.31
2.	Tilak Raj Dembla (HUF)	32,300.00	7.08	32,300.00	7.08
3.	Meghna Dembla	32,100.00	1.24	31,200.00	1.24
4.	Neeraj Gupta	32,000.00	1.23	32,200.00	1.23
5.	Rajni Gupta	30,000.00	1.15	30,000.00	1.15



SL. No.	Share Holder's Name	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6.	Ankit Aggarwal	25,700.00	0.99	25,700.00	0.99
7.	Hemant Kumar Dembla (HUF)	25,000.00	0.96	25,000.00	0.96
3.	Dev Prasad Sharma	25,000.00	0.96	25,000.00	0.96
9.	Ashish Aggarwal	22,500.00	0.87	22,500.00	0.87
10	Rajni Jain	20,000.00	0.77	20,000.00	0.77

## (v) Share holding of Directors and Key Managerial Personnel:

SL. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of Shares	% of total shares	No. of Shares	% of total shares
	At the beginning of the year	-	-	-	-
	Rajiv Jain	810,940.00	31.22	810,940.00	31.22
	Manisha Jain	183,950.00	7.08	183,950.00	7.08
	Date wise Increase / Decrease in Share holding	No Change	-	No Change	-
	At the end of the year		-		-
	Rajiv Jain	810,940.00	31.22	810,940.00	31.22
	Manisha Jain	183,950.00	7.08	183,950.00	7.08

## V. INDEBTENESS

V. In debteness of the Company including interest outstanding/accrued but not due for payment

Amount in Rs.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
In debteness at the beginning of the financial year				
i) Principal Amount	477,164.48	-	-	477,164.48
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	477,164.48	-	-	477,164.48
Change in Indebtedness during the financial year				
* Addition	477,164.48	-	-	-
* Reduction	-	-	-	477,164.48
Net Change	477,164.48	-	-	477,164.48
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	Nil	-	-	-
Total (i+ii+iii)	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SL. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rupees)
		Name	Designation	
		Rajiv Jain	Manisha Jain	
		Managing Director	Whole Time Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission			
	- as % of profit			
	Commission			
5.	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

**B. Remuneration to other Directors**

SL. No.	Particulars of Remuneration	Name of Directors	Total Amount (Rupees)
1.	Independent Director	Pankaj Kumar	
	Fee for attending board committee meetings	24,000.00	24,000.00
	Commission	-	
	Total (1)	24,000.00	24,000.00
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	
	Others, please specify	-	-
	Total (2)		
	Total (B)=(1+2)	24,000.00	24,000.00
	Total Managerial Remuneration	-	
	Overall Ceiling as per the Act	-	-

**Note- Pankaj Kumar has been Resigned on 30.05.2018 and on the same date Vandna appointed as Independent Director.**

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
		Name	Designation		
		Harpal Singh Virk	Abhishek Bhargav		
		CEO	CFO	CS	
1.	Gross salary	-	2,698.00	18,000.00	20,698.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-			

	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rupees)
2.	Stock Option	-		
3.	Sweat Equity			
4.	Commission			
	- as % of profit	-		
	- others, specify	-		
5.	Others, please specify			
	<b>Total</b>		<b>2,698.00</b>	<b>18,000.00</b>
				<b>20,698.00</b>

Note- Abhishek Bhargav has been Resigned from the post of Company Secretary 07.04.2018

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding			Nil		
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

On Behalf of the Board of Directors  
For Sueryaa Knitwear Limited

Sd/-  
Rajiv Jain  
Managing Director  
DIN: 01029784  
Add : A -408, Industrial Area-A,  
Ludhiana -141003

Sd/-  
Manisha Jain  
Whole Time Director  
DIN: 02684080  
Add : A -408, Industrial Area-A,  
Ludhiana -141003

Date: 14.08.2018  
Place: Ludhiana

**MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Sueryaa Knitwear Limited**  
408, Industrial Area-A Ludhiana - 141003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sueryaa Knitwear Limited** (hereinafter called as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- Not applicable during period under review
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not applicable for the period under review

- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable during the period under review
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not applicable during the period under review
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable during the period under review
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Industrial and Labour Laws;
- (ix) The management has identified and confirmed the following laws as specifically applicable to the Company:
- (a) National Textile Policy, 2000
  - (b) Central Silk Board Act, 1948
  - (c) The Textiles Committee Act, 1963
  - (d) The Handlooms Act, 1985
  - (e) Cotton Control order, 1986
  - (f) The Textile Undertakings Act, 1995
  - (g) Cotton Control (Amendment) orders, 1987
  - (h) Cotton Control (Amendment) orders, 1994
  - (i) Indian Standard specification for cotton bales
  - (j) Textiles (Development and Regulation) Order, 2001

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

The Company has not appointed any Whole Time Company Secretary during the year after resignation of Mr. Abhishek Bhargav on 07.04.2017, the Company Secretary & Compliance Officer of the Company pursuant to section 203 of the Companies Act, 2013.

#### **We further report that**

- ✓ The composition of the Board of Directors of the Company is not duly constituted due to which the Nomination & Remuneration committee does not contain all Non-Executive Directors.
- ✓ As per the representation received from the management, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were also sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ✓ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion

that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- ✓ As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**Secretary**

**Place: Kanpur  
Date:14.08.2018**

**For Tanay Ojha,  
Company**

**Sd/-  
TanayOjha  
Company Secretary  
Memb. No. : 29658  
C P No.:10790**

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**Annexure A**

To,  
The Members,  
**Sueryaa Knitwear Limited**  
408, Industrial Area-A Ludhiana – 141003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Tanay Ojha,  
Company Secretary**

**Place: Kanpur  
Date:14.08.2018**

**Sd/-  
Tanay Ojha  
Company Secretary  
Memb. No. : 29658  
C P No.:10790**

**FORM NO. AOC.2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at Arm's Length basis			
1	a)	Name(s) of the related party and nature of relationship	None
	b)	Nature of contracts/arrangements/ transactions	Not Applicable
	c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
	e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
	f)	Date(s) of approval by the Board	Not Applicable
	g)	Amount paid as advances, if any	Not Applicable
	h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable

Details of contracts or arrangements or transactions not at Arm's Length basis				
2	a)	Name(s) of the related party and nature of relationship	Kanchan Bala Jain Relative of KMP	M/s. Surya Knitwear Associate
	b)	Nature of contracts/arrangements/ transactions	Rent Paid	Sale of Goods Capital Goods
	c)	Duration of the contracts/ arrangements/ transactions	Continuing	One Time
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	24,000	904945
	e)	Justification for entering into such contracts or arrangements or transactions.	Approval taken during the year	Approval taken during the year
	f)	Date(s) of approval by the Board	N/A	N/A

On behalf of the Board of Directors  
For Sueryaa Knitwear Limited

Date: 14.08.2018  
Place: Ludhiana

Sd/-  
Manisha Jain  
Whole Time Director  
DIN: 02684080

Sd/-  
Rajiv Jain  
Managing Director  
DIN: 01029784

*\*Note: Form shall be signed by the persons who have signed the Board's report.*



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

### I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

### II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

#### A. Composition and Category of the Board of Directors

As on 31st March 2018, there were 4 (Four) Directors comprising 2 (Two) Executive Directors including One Whole Time Director and one Managing Director, and 2 (Two) Non-Executive Independent Directors. The board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. **None of the Director is a member of more than ten committees and Chairman of more than five Committees across all the Companies in which they are directors.** All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31st March, 2018, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

Category and attendance of each of the Directors at the **Board Meetings** held during **2017 -18** and the last Annual General Meeting is given below:

S. No	Name	Category	Number of Board Meetings held during the year 2017-2018		Whether attended last AGM Held	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Rajiv Jain	Managing Director	7	7	Yes	0	2
2.	Manisha Jain	Whole Time Director	7	7	Yes	0	1
3.	Pankaj Kumar *Resigned on 30.05.2018	Director	7	7	Yes	3	0
4.	Saurabh Tripathi	Director	7	7	Yes	0	3
5.	Vandna *appointed on 30.05.2018	Director	7	7	NA	NA	NA

**Mr. Rajiv Jain & Ms. Manisha Jain** are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014. During the period, the Board of Directors of your Company met **7 (Seven) times**. The dates on which the meetings were held are **07-04-2017, 30-05-2017, 19-07-2017, 12-08-2017, 08-09-2017, 14-11-2017, 13-02-2018** and the gap requirement of 120 days between two

meetings have been complied with. The necessary quorum was present for all the meetings. The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

### **B. Code of Conduct**

The Board has approved the code of conduct for all board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

### **C. Non-Executive Directors Compensation and Disclosures**

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Non-Executive Director during the financial year 2017-18. However, Sitting Fee has been paid to the Independent Directors.

## **I. COMMITTEES OF THE BOARD**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **5 (Five) committees i.e Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Internal Compliant Committee, Vigil Mechanism Committee**. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

### **A. Audit Committee**

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on **September 11, 2017** and was attended by **Mr. Pankaj Kumar**, Chairperson of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S. No	Name	Status	Catagory	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Pankaj Kumar*	Chairperson (Till 30.05.2018)	Independent Director	4	4
2.	Saurabh Tripathi	Member (Till 30.05.2018) Chairperson (From 30.05. 2018 till date)	Independent Director	4	4
3.	Rajiv Jain	Member	Executive Director	4	4
4.	Vandna*	Member (From 30.05.2018 till date)	Independent Director	NA	NA

- vi. Four Audit Committee meetings were held during the year 2017-18 on **30-05-2017, 12-08-2017, 14-11, 2017, 13-02-2018**.
- vii. The necessary quorum was present for all the meetings.
- viii. Pankaj Kumar\* resigned from the company and from the post of Chairperson on 30th May, 2018 and Ms. Vandna\*, is appointed as an Independent Director.
- ix. The role of the **audit committee** includes the following:
  1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
  2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
  3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
  4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - b. changes, if any, in accounting policies and practices and reasons for the same;
    - c. major accounting entries involving estimates based on the exercise of judgment by management;
    - d. significant adjustments made in the financial statements arising out of audit findings;
    - e. compliance with listing and other legal requirements relating to financial statements;
    - f. disclosure of any related party transactions;
    - g. modified opinion(s) in the draft audit report;
  5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the listed entity with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigation 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

**x. The audit committee shall mandatorily review the following information:**

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal audit or shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus/notice in terms of Regulation 32(7).

**xi. Audit & other duties**

- i). Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii). Discussion with internal auditors of any significant findings and follow up there on.
- iii). Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv). To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.

- v). To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

**B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)**

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. The Committee is headed by **Mr. Pankaj Kumar, the Non-Executive Director**.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S. No	Name	Status	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Pankaj Kumar*	Chairperson (Till 30.05.2018)	Independent Director	4	4
2.	Saurabh Tripathi	Member (Till 30.05.2018) Chairperson (From 30.05.2018 till date)	Independent Director	4	4
3.	Rajiv Jain	Member	Executive Director	4	4
4.	Vandna*	Member (From 30.05.2018 till date)	Independent Director	NA	NA

- iii. Four Stakeholders' Relationship Committee meetings were held during the year 2017-18 on 30-05-2017, 12-08-2017, 14-11-2017, 13-02-2018. The necessary quorum was present for all the meetings.
- iv. Pankaj Kumar\* resigned from the company and from the post of Chairperson on 30th May, 2018 and Ms. Vandna\*, is appointed as a Independent Director.

**v. Functions and Terms of Reference:**

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- To consider and resolve the grievance of security holders of the Company.
- To review important circulars issued by SEBI /Stock Exchanges
- To take note of compliance of Corporate Governance during the quarter/year.
- To approve request for share transfer and transmissions.
- To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed / duplicate share certificate etc.

**iv. Name, designation and address of Compliance Officer:**

Name	Mr. Rajiv Jain
Designation	Managing Director & Compliance Officer
Address	408, Industrial Area- A, Ludhiana, Punjab- 141003

**v. Name, designation and address of Compliance Officer:**

No. of Complaints pending as on 01.04.2017	No. of Complaints received during the year 2017-18	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2018
Nil	Nil	Nil	Nil	Nil

**C. Nomination & Remuneration Committee**

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with the combination of Non-Executive Directors and Independent Director as Chairperson of the Committee. The composition of Nomination & Remuneration Committee is as follows:

S. No	Name	Status	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Pankaj Kumar*	Chairperson (Till 30.05.2018)	Non-Executive Independent Director	2	2
2.	Saurabh Tripathi	Member (Till 30.05.2018) Chairperson (From 30.05.2018 till date)	Non-Executive Independent Director	2	2
3.	Manisha Jain	Member	Director	2	2
4.	Vandna*	Member (From 30.05.2018 till date)	Independent Director	NA	NA

The committee meetings were held on **30.05.2017 & 12.08.2017**

\*Pankaj Kumar\* resigned from the company and from the post of Chairperson of Nomination & Remuneration Committee on 30th May, 2018 and Ms. Vandna\*, is appointed as a Independent Director.

- ii. The terms of reference of the committee are as follows:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.
- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

iv. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

***An amount of Rs. 24,000/- was paid to Independent Director(s) as sitting fees during the financial year 2017-18.***

The Company had not given any stock options during the year 2017-18.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2017-18. Criteria of making payment to non-executive directors is available on the website of the company.

**V. WHISTLE BLOWER POLICY**

The Company has a well defined Whistle Blower Policy for reporting the instances of unethical/ improper conduct and taking suitable steps to investigate and take remedial action. No personnel have been denied access to the Audit Committee. In addition to this, a policy to prevent frauds has also been adopted by the Company for reporting on frauds or suspected frauds, involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers or any other party doing any type of business with the company. All reports on frauds or suspected frauds are investigated with utmost speed. The mechanism for prevention of frauds is also included in the policy. During the year under review, no complaint(s) have been reported under Whistle Blower Policy.

**VI. VIGIL MECHANISM**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Regulation 22 of Listing Regulations, 2015. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or letter to the Chairperson of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

The vigil mechanism has provided for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

**VII. RISK MANAGEMENT**

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

**VIII. INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on March 15, 2018 inter alia to discuss the following matters:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**IX. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination & Remuneration Committee discussed and thereafter decided upon the policy for selection & appointment of Directors and their remuneration. The highlights of this policy are as follows:

**A. Criteria of selection of Non-Executive Directors**

- i. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- ii. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for



appointment under Section 164 of the Companies Act, 2013.

- iv. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- B. Qualification, expertise and experience of Directors in their respective fields;
- C. Personal, Professional or business standing;
- D. Diversity of the Board.
- E. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### **X. REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES**

- i. In determining the remuneration of Senior Management Employees, the Committee shall ensure / consider the following:
  - a) the relationship of remuneration and performance benchmark is clear;
  - b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - d) the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- ii. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

#### **XI. SUBSIDIARY COMPANIES**

The Company does not have any Subsidiary Company during the financial year under review.

#### **XII. RELATED PARTY TRANSACTIONS:**

During the financial year under review, the Company has entered into transactions with related parties. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached herewith.

#### **XIII. PREVENTION OF INSIDER TRADING**

Pursuant to SEBI Regulations, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

#### **Disclosures**

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years which has a bearing on the going concern status of the company.

In accordance with requirement of Companies Act as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairperson of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliance, rules & regulations as laid down by various statutory authorities have always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming that they do not have any material financial or commercial interest in transactions with the company at large.

#### **Compliance with Accounting Standards**

In the preparation of financial statements, the Company has followed Accounting Standards notified till date and has followed the relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to Financial Statements.

#### **XIV. GENERAL BODY MEETING**

- a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

<b>Financial Year</b>	<b>Day and Date</b>	<b>Venue</b>	<b>Time</b>	<b>Whether any Special Resolution passed</b>
<b>2014-15</b>	Monday 28.09.2015	408, Industrial Area-A, Ludhiana- 141003	11:00 A.M.	No
<b>2015-16</b>	Friday 30-09-2016	408, Industrial Area-A, Ludhiana- 141003	02:00 P.M	No
<b>2016-17</b>	Monday 11-09-2017	408, Industrial Area-A, Ludhiana- 141003	11:00 A.M.	Yes

- b) No Extraordinary General Meeting of Members was held during the year under review.  
c) No Postal Ballot was conducted during the year under review.

#### **XV. MEANS OF COMMUNICATION**

The Company's quarterly financial results in the format prescribed under the SEBI Regulations, 2015, were approved and taken on record by the Board within the prescribed period under the Regulations and were sent to all Stock Exchanges on which the Company's shares are listed.

The quarterly, half-yearly and annual results of the Company are normally published both in Vernacular language and English National newspapers. The said results are also displayed on Company's website.

The Company has not displayed any official news release in any media.

**XVI. GENERAL SHAREHOLDER INFORMATION**

S. No.	Particulars	Information
1.	Annual General Meeting:Day, Date & Venue	22ndAnnual General Meeting 25th September, 2018 at408, Industrial Area-A, Ludhiana- 141003
2.	Financial year	2017-18
3.	Book Closure	20.09.2018 to 25.09.2018
4.	Listed on	BSE Limited
4.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review

**XVII. ANNUAL LISTING FEES**

The Company has paid dues of the Stock Exchange(s) where the shares of the Company are listed.

**XVIII. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES**

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, and other statutory authorities on all matters relating to the capital market during the last three years. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the Capital market during the last three years which has a bearing on the going concern status of the company.

**XIX. Listing Regulations Compliance**

The company complies with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

**XX. THE DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46:**

According to the criteria laid down in Regulation 15(2) of the SEBI (LODR) Regulations, 2015, as on the last date of closure of financial year 2017-18, the paid up share capital of the Company was 2,59,78,000 (i.e. below the stipulated limit of Rs. 10 crores) and net worth was 2,94,71,745.30(i.e. below the stipulated limit of Rs. 25 crores). Accordingly, the Company is not under an obligation to adhere to the requirements of Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

However, in order to follow best practices of corporate governance, the Company has complied with and is committed regularly towards complying with the requirements of the following:

1. The composition of the Board of Directors of the Company is in accordance with the requirements of Regulation 17;
2. The Audit Committee has been constituted in accordance with Regulation 18 with role as mentioned therein read with Part C of Schedule II;
3. Nomination & Remuneration Committee has been constituted in accordance with Regulation 19 read with Part D of Schedule II;
4. Stakeholders' Relationship Committee has been constituted to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders with role as mentioned in Part D of Schedule II;

5. Vigil Mechanism has been adopted by the Company pursuant to Regulation 22 of the Listing Regulations, 2015.

**XXI. OUTSTANDING DRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

As on date, there are no outstanding warrants /bonds/ other instruments having an impact on equity.

**XXII. DISCLOSURE OF COMMODITY PRICE RISKS, FOREIGN EXCHANGE RISKS AND HEDGING ACTIVITIES:**

The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.

**XXIII STOCK EXCHANGE CODE**

Stock Exchange	Scrip Code/Symbol/Security Code
BSE Limited	540318

**XXIV. MARKET PRICE DATA- HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR AND PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:**

The shares of the Company are not being traded currently. Therefore, market price data is not available for the financial year 2017-18.

**XXV. REGISTRAR & SHARE TRANSFER AGENT**

The details of Registrar & Share Transfer Agent of the Company are as follows:

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

**XXVI. SHARE TRANSFER SYSTEM**

The share transfer system consists of activities like receipt of shares along with transfer deed from transferees, its verification, preparation of Memorandum of Transfers, etc. Share transfers are approved/ratified by the Stakeholders' Relationship Committee. Share transfer activities are being carried out by Skyline Financial Services Private Limited, being Share Transfer Agent of the Company.

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half yearly basis from Practicing Company Secretary confirming due compliance of share transfer formalities by the Company through its share transfer agent have been submitted to stock exchange(s) within the one month from the end of half financial year.

**XXVII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018:**

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Share holders	No. of Shares held	Amount	% to total
20001-30000	46	5.87	120500	1205000	4.64
30001-40000	12	26.44	40900	409000	1.57
40001-50000	7	0.89	32700	327000	1.26
50001-100000	28	3.58	217200	2172000	8.36
100001 & above	47	6.01	1876330	18763300	72.24
<b>Total</b>	<b>783</b>	<b>100%</b>	<b>2597800</b>	<b>25978000</b>	<b>100</b>

## Categories of Equity shareholders as on March 31, 2018

	Category	No. of Shares	% of Holding
<b>1.</b>	<b>Promoters Holding</b>		
	Promoters		
	-Indian Promoters	1091140	42.00
	- Foreign Promoters		
	-Persons acting in concert		
	<b>Sub Total</b>	<b>1091140</b>	<b>42.00</b>
<b>2.</b>	<b>Non Promoters Holding</b>		
	Institutional Investor		
	Mutual Fund and UTI		
	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)		
	FII's		
	<b>Sub Total</b>		
<b>3.</b>	<b>Others</b>		
	Corporate Bodies	122000	4.69
	Indian Public	1384660	53.31
	NRI's/OCB's		
	Any Other (HUF/Firm/Foreign Companies) Clearing Member Sub Total Grand Total		
	<b>Sub Total</b>	<b>1506660</b>	
	<b>Grand Total</b>	<b>2597800</b>	<b>100</b>

**XXVIII DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2018**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	-	-
Shares in dematerialized form with CDSL	-	-
Physical	2597800	100
<b>Total</b>	<b>2597800</b>	<b>100</b>

**ISIN of the Company : INE249U01013**

The names and addresses of the depositories are as under:

**1. National Securities Depository Limited**

Trade World, A-Wing, 4th & 5th Floors,  
Kamala Mills Compound,  
SenapatiBapatMarg,  
Lower Parel, Mumbai - 400 013

**2. Central Depository Services (India) Limited**

Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel, Mumbai 400013

**XXIX. POLICY FOR DETERMINING MATERIAL SUBSIDIARIES IS AVAILABLE ON WEBSITE OF THE COMPANY.**

**XXX. POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS AVAILABLE ON THE WEBSITE OF THE COMPANY**

**XXXI. COMPANY DETAILS:**

**Registered Office:** 408, Industrial Area- A, Ludhiana, Punjab- 141003.

**Plant Location:** Same as Above

**Address for communication:** Same as Above The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number	Fax No.
Registered Office: 408, Industrial Area- A, Ludhiana, Punjab- 141003	0161-4619272	-
Corporate Office: 408, Industrial Area- A, Ludhiana, Punjab- 141003	0161-4619272	-

*As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of InvestorComplaints is **sueryaa1995@gmail.com**.*

**On behalf of Board of Directors  
For Sueryaa Knitwear Limited**

**Date:14/08/2018  
Place: Ludhiana**

**Sd/  
Rajiv Jain  
Managing Director  
DIN: 1029784**

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

*(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members,  
**Sueryaa Knitwear Limited**

We have examined the report of Corporate Governance presented by the Board of Directors of **Sueryaa Knitwear Limited** for the year ended **31st March, 2018** as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of 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 according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

**For Sandeep Manuja & Associates**  
**Chartered Accountants**

**Sd/-**  
**CA Sandeep Manuja**  
**Prop**  
**Membership No. 087788**

**Date: 14.08.2018**  
**Place: Ludhiana**



**COMPLIANCE WITH CODE OF CONDUCT**

I, **Rajiv Jain, Managing Director** of the Company hereby certify that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2018.

**Date:14/08/2018**  
**Place: Ludhiana**

**Sd/-**  
**Rajiv Jain**  
**Managing Director**  
**DIN: 1029784**

**CEO/CFO CERTIFICATION**

I, **Harpal Singh Virk, being Chief Financial Officer, of Sueryaa Knitwear Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
  - a. there were no significant changes in internal control system over financial reporting;
  - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
  - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For Sueryaa Knitwear Limited**

**Sd/-  
Harpal Singh Virk  
Chief Financial Officer**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the "Management Discussion and Analysis Report" on the business of the Company as applicable to the extent relevant.

### **TEXTILE INDUSTRY IN INDIA- STRUCTURE AND DEVELOPMENT**

India's textile sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports. The textile industry is also labor intensive and is one of the largest employer. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

India was the largest producer of cotton in **2017-18**. India accounts for good percentage of the world's production of textile fibres & yarns (largest producer of jute, 2nd largest producer of silk & cotton; & 3rd largest in cellulosic fibre). Fabric production in the country rose to millions in FY -2017. The industry is the second largest employer after agriculture, providing employment to over millions of people directly and indirectly. The Indian Textile Industry contributes 14 per cent to industrial production and 4 per cent to GDP. The central government is planning to finalise and launch the new textile policy in the next three months. The policy aims to achieve US\$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs.

The Indian Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the Country.

### **OPPORTUNITIES**

The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. The future outlook for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade.

Opportunities available to the Company in the present scenario, which can be seized for the benefit of the Company and ultimately to the stakeholders, can be summarized as under:

1. The government had extended the duty drawback facility on all textile products & increased the rates in some cases to boost exports in the sector.
2. In the Union budget, there is Higher fund allocation for labour skilling and end-to-end logistics solutions, including rail and coastal shipping last-mile connectivity, will help the country's textile industry to achieve the \$350-billion target in next few years as set by the union government
3. The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.
4. Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
5. India's growing population has been a key driver of textile consumption growth in the country.
6. The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.

7. Urbanization is expected to support higher growth due to change in fashion & trends.
8. The sector is expected to reach USD 226 billion by FY-2023.

## THREATS

Based on review of the textile market situation and level of rivalry present in the domestic market, following threats might be present in the market, which can hinder growth of the revenue of the Company:

1. Intense competition between established brands and private label brands
2. 100 per cent FDI (automatic route) is allowed in the Indian textile sector..
3. Low cost substitute products from other countries
4. Significant presence of small suppliers has reduced the bargaining power.
5. Major clothing brands have better bargaining power over textile manufacturers, as the product differentiation is low and number of players are high and fragmented.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

## INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the management team and the Audit Committee for follow-up action.

## HUMAN RESOURCE DEVELOPMENT

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

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

## CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw

material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of the Board of Directors  
For Sueryaa Knitwear Limited**

**Date: 14/08/2018  
Place: Ludhiana**

**Sd/-  
Rajiv Jain  
Managing Director  
DIN: 1029784**

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of,  
Sueryaa Knitwear Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of Sueryaa Knitwear Limited, which comprises Balance Sheet as at 31st Mar 2018, the Statement of Profit and Loss account and cash flow statement for the year then ended, and a Summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making Judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and Completeness of the accounting records, relevant to the preparation and presentation of the financial Statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedure selected depends 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 assessment, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with Ind AS and 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, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure a statement on matters specified in paragraph 3 & 4 of the said order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and 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 it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st Mar 2018 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st Mar 2018 from being appointed as a directors in terms of section 164(2) of the Act.
- g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) As informed to us the Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR SANDEEP MANUJA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(FRN NO 09525N)**

**Sd/- (CA. SANDEEP MANUJA)  
PROP  
M.NO.087788**

**DATE: 30.05.2018  
PLACE: LUDHIANA**

**ANNEXURE - Report under the Companies (Auditor's Report) Order, 2016****Referred to in of our report of even date**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1 a.) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b.) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c.) The company does not have any immovable property.
- 2) As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material. The discrepancies have been properly dealt with in the books of accounts.
- 3) As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause iii (a) to (c) of the order are not applicable to the company and hence not commented upon.
- 4) The company has not given any loans, investments guarantees, and security.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable . No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- 6) It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- 7) a.) According to the records of the company the company is generally not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it. In case of any delay the same is deposited along with interest.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31-Mar-2017 for a period of more than six months from the date they became payable.

- b.) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.



- 9) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument). However the moneys were raised by way of term loans which were applied for the purposes for which those were raised.
- 10) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- 11) The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) The company is not a Nidhi Company hence this clause is not applicable.
- 13) Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) The company has not entered into any non-cash transactions with directors or persons connected with him.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR SANDEEP MANUJA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(FRN NO 09525N)**

**Sd/-  
(CA.SANDEEP MANUJA)  
PROP  
M.NO.087788**

**DATE: 30.05.2018  
PLACE: LUDHIANA**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Sueryaa Knitwear Limited as of 31-Mar-2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. Management's Responsibility for Internal Financial Controls The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence /we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility

of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2018.

**FOR SANDEEP MANUJA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(FRN NO 09525N)**

**Sd/-  
(CA.SANDEEP MANUJA)  
PROP  
M.NO.087788**

**DATE: 30.05.2018  
PLACE: LUDHIANA**

<b>M/S SUERYAA KNITWEARS LIMITED BALANCE SHEET AS A 31ST MARCH 2018</b>					
Particulars	Note No.	AS AT 31.03.2018		AS AT 31.03.2017	
		Rs.	P.	Rs.	P.
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	3	29,471,745.30		30,008,256.17	
(b) Other Equity			-		-
LIABILITIES					
Non-current Liabilities					
a) Financial Liabilities					
(i) Borrowings	4		-	477,164.48	
(ii) Trade Payables	5	150,686.00		56,714.00	
(iii) Other Financial Liabilities			-		-
(b) Provisions			-		-
(c) Deferred tax liabilities(Net)			-	96,915.00	
(d) Other Long-term liabilities					
Current Liabilities					
a) Financial Liabilities					
(i) Borrowings					
(ii) Trade Payables	6	14,210,039.56		215,898.00	
(iii) Other Financial Liabilities					
a) Financial Liabilities	7	713,231.48		723,497.91	
(b) Other current liabilities					
(ii) Trade Payables					
(c) Provisions					
(b) Provisions					
(d) Current Tax Liabilities	8			12,255.00	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>44,545,702.34</b>		<b>31,590,700.56</b>	

<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property Plant & Equipment	9	2,309,865.00	4,038,721.00
(b) Capital work-in-progress			
(c) Investment Property			
(d) Goodwill			
(e) Other Intangible assets			
(f) Intangible assets under development			
(g) Biological Assets Other Than Bearer Plants			
<b>(h) Financial Assets:-</b>			
(i) Investments			
(ii) Trade Receivables	10	9,940,682.92	5,687,190.52
(iii) Loans	10	-	-
(iv) Others	10	148,500.00	148,500.00
(i) Deferred tax assets (Net)		247,897.00	-
(j) Other non-current assets			
<b>Current Assets</b>			
(a) Inventories	12	8,407,933.00	3,369,600.00
<b>(b) Financial Assets:-</b>			
(i) Investments	11	3,923,070.29	3,453,163.54
(ii) Trade receivables	13	14,471,437.00	10,054,876.70
(iii) Cash and cash equivalents	14	486,218.69	752,763.89
(iv) Bank Balance Other than (iii) Above	14	436,289.64	1,286,863.11
(v) Loans		-	-
(vi) Others		4,173,808.80	2,799,021.80
(c) Current Tax Assets		-	-
(d) Other Current Assets		-	-
<b>TOTAL</b>		44,545,702.34	31,590,700.56
The notes are an integral part of these financial statements.	1 & 2		

FOR AND ON BEHALF OF THE BOARD

SD/-

RAJIV JAIN  
DIN NO 01029784  
Managing Director

SD/-

MANISHA JAIN  
DIN NO 02684080  
Director

This is the Balance Sheet referred to in our report of even date

FOR SANDEEP MANUJA &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

Registration No. 009525N

SD/-

HARPAL VIRK  
CHIEF FINANCIAL OFFICER

SD/-

(CA SANDEEP MANUJA)  
PROP  
M.No. 087888

Place :-Ludhiana  
Date:- 30.05.2018

<b>M/S SUERYAA KNITWEARS LIMITED</b>						
<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2018</b>						
<b>Particulars</b>		<b>Note No.</b>	<b>Current Year</b>		<b>Previous Year</b>	
			<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
I	Revenue from operations(Gross)	16	35,916,501.67		39,676,826.10	
	Less : Excise Duty					
	Revenue from operations(Net)		35,916,501.67		39,676,826.10	
	Other income		14,942.55		263,146.04	
II	LIABILITIES					
III	<b>Total Revenue (I+II)</b>					
IV	<b>EXPENSES :</b>					
	Cost of Materials consumed	18	76,384.00		520,242.00	
	Purchases of stock-in-trade		39,550,961.82		21,066,969.00	
	Changes in inventories of finished goods work-in-progress and stock-in-trade	19	(5,156,439.00)		10,266,806.00	
	Employee Benefits Expenses	20	140,422.00		1,429,647.00	
	Financial Expenses	21	180,558.11		565,451.10	
	Depreciation and amortization		900,600.00		1,258,717.00	
	Other expenses	22	180,558.11		565,451.10	
	<b>Total Expenses</b>	<b>Total</b>	<b>37,157,305.84</b>		<b>40,330,733.34</b>	
V	Profit before exceptional and extraordinary items and tax(III-IV)		(1,225,861.62)		(390,761.20)	
VI	Exceptional items		900,600.00		1,258,717.00	
VII	Profit before extraordinary (V-VI)		(1,225,861.62)		(390,761.20)	
VIII	Extraordinary items					
IX	<b>Profit before Tax (VII-VIII)</b>		(1,225,861.62)		(390,761.20)	
X	Tax expense:					
	(1) Current tax			-	12,255.00	
	(2) Deferred tax		(344,812.00)		106,051.00	
	(3) Taxes relating to earlier years		125,368.00		(9,668.00)	
XI	<b>Profit(Loss)for the period from continuing operations (IX-X-XIV)</b>		(1,006,417.62)		(499,399.20)	
XII	Profit(Loss) from discontinued operations					
XIII	Tax expense of discontinued operations			-	12,255.00	
XIV	Profit(Loss)from discontinuing operationis(XII-XIII)		(344,812.00)		106,051.00	
XV	<b>Profit for the period(XI-XIV)</b>		(1,006,417.62)		(499,399.20)	
XVI	<b>Other Comprehensive Income</b>					
	(A) (i) Items that will not be reclassified to profit or loss		469,906.75			
	(ii) Income tax relating to items that will not be reclassified to profit or loss					
	(B) (i) Items that will be classified to profit or loss		(1,006,417.62)		(499,399.20)	
	(ii) Income tax relating to items that will be reclassified to profit or loss					
XVII	Total Comprehensive Income for the period (XV+XVI) (Comprising Profit (Loss) and Other Comprehensive Income for the Period)					

<b>XVII</b>	<b>Earnings per equity share (for continuing operation):</b>			
	(1) Basic		(0.39)	(0.19)
	(2) Diluted		(0.39)	(0.19)
<b>XIX</b>	<b>Earnings per equity share (for discontinued operation):</b>			
	(1) Basic			
	(2) Diluted			
<b>XX</b>	<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>		(0.39)	(0.19)
	(1) Basic		(0.39)	(0.19)
	(2) Diluted		(0.39)	(0.19)
The notes are an integral part of these financial statements.		1 & 2		

**FOR AND ON BEHALF OF THE BOARD**

SD/-  
**RAJIV JAIN**  
 DIN NO 01029784  
 Managing Director

SD/-  
**MANISHA JAIN**  
 DIN NO 02684080  
 Director

SD/-  
**HARPAL VIRK**  
 CHIEF FINANCIAL OFFICER

**This is the Profit & Loss referred to in our report of even date**

**FOR SANDEEP MANUJA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 Registration No. 009525N

SD/-  
**(CA SANDEEP MANUJA)**  
 PROP  
 M.No. 087888

Place :-Ludhiana  
 Date:- 30.05.2018

**SUERYAA KNITWEARS LIMITED**  
Cash Flow Statement for the Year ended 31st March, 2018

Particulars	As at 31.03.2017		AS AT 31.03.2018	
	Rs.	P.	Rs.	P.
<b>(A) Cash Flow From operating activities</b>				
Net Profit Before Tax		(390,761.20)		(755,954.87)
Adjustment for :-				
a) Depreciation & Amortisation Exp.		1,258,717.00		900,600.00
b) Interest Cost		565,451.10		180,558.11
<b>Cash generated from operations</b>		<b>3,814,901.39</b>		<b>158,196.14</b>
Income Tax Paid		(2,587.00)		(125,368.00)
<b>Net Cash from operating activities</b>		<b>3,812,314.39</b>		<b>32,828.14</b>
<b>(B) Cash Flow From Investing Activities :-</b>		<b>(4,289,688.70)</b>		<b>(4,416,560.30)</b>
a) Purchase of Fixed Assets				
b) Sale of Fixed Assets		-		828,256.00
c) Increase/decrease in Investments		21,236.46		(469,906.75)
<b>Net Cash from investing activities</b>		<b>21,236.46</b>		<b>358,349.25</b>
<b>C) Cash Flow from Financing Activities :-</b>		<b>466,000.00</b>		<b>(477,164.48)</b>
a) Share capital				-
b) Long Term Borrowings (Net)		(2,604,181.08)		
c) Short Term Borrowings (Net)		(4,447,670.91)		-
d) Interest Cost		(565,451.10)		(180,558.11)
e) Share Premium		-		-
<b>Net Cash from financing activities</b>		<b>(7,151,303.09)</b>		<b>(657,722.59)</b>
<b>Net (Decrease)/Increase in cash &amp; cash equivalents</b>		<b>(3,317,752.24)</b>		<b>(266,545.20)</b>
Opening balance of cash & cash equivalents		4,070,516.13		752,763.89
<b>Closing balance of cash &amp; cash equivalents</b>		<b>752,763.89</b>		<b>486,218.69</b>
Notes :-				
1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in AS - 3 issued by the ICAI.				
2) Figures in Brackets indicate cash outflow		469,906.75		
3) Previous Year figures have been regrouped/ rearranged wherever necessary				

FOR AND ON BEHALF OF THE BOARD

As er our report of even date attached

SD/-  
RAJIV JAIN  
DIN NO 01029784  
Managing Director

SD/-  
MANISHA JAIN  
DIN NO 02684080  
Director

FOR SANDEEP MANUJA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Registration No. 009525N

SD/-  
HARPAL VIRK  
CHIEF FINANCIAL OFFICER

SD/-  
(CA SANDEEP MANUJA)  
PROP  
M.No. 087888

Place :-Ludhiana  
Date:- 30.05.2018



**NOTES TO FINANCIAL STATEMENTS****1. GENERAL INFORMATION**

M/s Sueryaa Knitwears Limited company is engaged in the business of Manufacturing of Hosiery Goods, cloth for own and on job work basis and trading of cloth.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. Accounting Conventions:**

The company's financial statements have been prepared in accordance with the historical cost convention on accrual basis of accounting as applicable to going concern in accordance with generally accepted accounting principle in india, mandatory accounting standards prescribed in the Section 133 of the Companies Act 2013 Read with Rule 7 of the Companies (Accounts) Rules 2014.

All assets and liabilities have been classification as current or non current as per company's normal operating cycle and other criteria set out in the Revised Schedule II of Companeis Act, 2013. Based on the nature of business, the company has ascertained its operating cycle as 12 months for the purpose of current or non current classification of Assets and liabilities.

**B.Revenue Recognition**

- 1 Sales Revenue is recognized on dispatch of goods, net of freight, insurance, Excise and VAT ans GST.
- 2 Interest income is recognised on time proportion basis.

**C. Fixed Assets:**

Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidental expenses related to acquisition net of capital subsidy relating to specific fixed assets. Capital work in progress / Intangible assets under development includes cost of assets at site, advances made for acquisition of capital assets and pre operative expenditure pending allocation to fixed assets.

**D. Inventory Valuation**

Inventories are valued at cost or net realizable price whichever is lower except scrap at net realisable value. The cost formula used for valuation of inventories are:-

- 1 In respect of raw material and stores and spares have been valued at cost or market price which ever is lower on FIFO basis.
- 2 In respect of work in process is valued at cost of raw material plus conversion cost.
- 3 Finished goods are valued on retail sale price less GP% method or market price which ever is lower

**E. Depreciation**

Depreciation has been provided on provided on written down method at the rates specified in schedule II of The Companies Act, 2013. The fixed assets acquired prior to 1st April 2014 are depreciated over the revised remaining useful life of the assets based on the indicative use full life of the assets mandated by schedule II to the Companies Act, 2013

**F. Taxes on Income**

Provision for Tax is made for both current and deferred taxes. Provisions for current income tax is made on the current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision.

**G. Employee Benefits**

- i) Contribution to Provident Fund and other funds are made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

- ii) Provision for leave encashment is made on the basis of leave accrued to the employees during the financial year.
- iii) The company has a defined benefit gratuity plan. Provision for gratuity has been made.

**H. Excise Duty**

Excise duty is not applicable on the company during year.

**I. Foreign Currency Transaction**

Transactions in Foreign Currency are recorded at the rate of exchange prevailing at the date of transactions. All current assets and liabilities are translated at the relevant rates of exchange prevailing at the year end. The translation/settlement differences are recognized in the profit & Loss Account.

**J. Impairment of Assets**

As at Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceed its recoverable amount is provided in the books of account.

**K. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.

**L. Investments**

1. Long term investments are considered "at Cost" on individual investment basis, unless there is a decline other than temporary in value thereof, in which case adequate provision is made against such diminution in the value of investments.
2. Current investments are valued at lower of cost or market value.

**M. Borrowing Cost**

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets or treated as part of cost of capital assets. Other borrowing cost or treated as expenses for the period in which they are incurred.

**N. Earning Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.

**O. Cash and Cash Equivalent**

In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three or less.

**P. Lease**

Lease under which the company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, which is lower. Lease payment under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss account over the lease term.

**Q. Intangible Assets**

Intangible assets are stated at acquisition cost, net accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years

from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

**R. Use of Estimates**

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income tax, the useful lives of depreciable fixed assets and provision for impairment.

<b>SUERYAA KNITWEARS LIMITED</b>		<b>NOTE 3</b>	
<b>RESERVES &amp; SURPLUS</b>			
<b>Particulars</b>		<b>As At 31.03.2018</b>	
		<b>Rs.</b>	<b>P.</b>
		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>
a)	<b>Capital Reserves</b>		
	Balance as at the beginning of the year	3,000,000.00	3,000,000.00
	Add: Addition During the year	-	-
	Balance as at the end of the year	-	-
		-	-
b)	<b>Share Forfeiture account</b>	2,326,500.00	2,326,500.00
c)	<b>Securities Premium Reserve</b>	-	-
d)	<b>Debenture Redemption Reserve</b>	-	-
e)	<b>Revaluation Reserve</b>	-	-
f)	<b>Amalgamation Reserve</b>	-	-
g)	<b>General Reserve</b>	-	-
h)	<b>Surplus</b>	-	-
	Balance as at the beginning of the year	(1,296,243.83)	(796,844.63)
	Add: Addition During the year	(536,510.87)	(499,399.20)
	Less : Deduction during the year		
	Balance as at the end of the year	(1,832,754.70)	(1,296,243.83)
	Less : Deduction during the year		
	Balance as at the end of the year	(1,832,754.70)	(1,296,243.83)
	<b>TOTAL</b>	<b>3,493,745.30</b>	<b>4,030,256.17</b>
	<b>GRAND TOTAL</b>	<b>29,471,745.30</b>	<b>30,008,256.17</b>

<b>SUERYAA KNITWEARS LIMITED</b>					
<b>SHARE CAPITAL</b>			<b>NOTE 3</b>		
<b>Particulars</b>		<b>As At 31.03.2018</b>		<b>AS AT 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
a)	<b>AUTHORISED</b>				
	3500000 (Previous Year 3500000) Equity Shares of Rs. 10/-each	35,000,000.00		35,000,000.00	
	Adjustment for :-				
b)	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>	1,258,717.00		900,600.00	
	2597800 (Previous Year 2597800) Equity Shares of Rs.10/- each.(fully paid up)	25,978,000.00		25,978,000.00	
	Less:- Shares Forefieted				
	<b>Total</b>	25,978,000.00		25,978,000.00	
		<b>As on 31st March 2018</b>		<b>As on 31st March 2017</b>	
	<b>Particulars</b>	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
(C)	Opening Equity Share	2597800	25,978,000.00	3234300	32,343,000.00
	Less:-Call in Arrears				
	Less:-Share Forfeited	-	-	636500	6,365,000.00
	Addition during the year				
	Closing Equity Shares	2597800	25,978,000.00	2597800	25,978,000.00
	a) Financial Liabilities	2597800	25,978,000.00	3234300	32,343,000.00
(D)	Shares held by holding and subsidiary of holding company.				
	Shareholders holding more than 5% of share capital.				
	(iii) Other Financial Liabilities				
	(b) Provisions				
	(c) Deferred tax liabilities(Net)				
	(d) Other Long-term liabilities				
		<b>As on 31st March 2018</b>		<b>As on 31st March 2017</b>	
	<b>Particulars</b>	<b>No. of Shares Held</b>	<b>% of Holding</b>	<b>No. of Shares Held</b>	<b>% of Holding</b>
(E)	(i) Smt.Manisha Jain	183950	7.08	3234300	7.08
	(ii) Rajiv Jain	810940	31.22	810940	31.22
	Less:-Share Forfeited				
(F)	Shares reserved for issue under options	-	-	-	-
(G)	Shares allotted as fully paid up by way of bonus shares	-	-	-	-
	Shares allotted as fully paid up by way of bonus shares	-	-	-	-
(H)	Shares allotted as fully paid up pursuant to contracts without payment being received in cash.(during 5 years immediately preceeding years)	-	-	-	-
(I)	Terms of securities convertible into equity shares				
	<b>Total</b>	<b>2597800</b>	<b>25,978,000.00</b>	<b>2597800</b>	<b>25,978,000.00</b>

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 4</b>	
<b>LONG-TERM BORROWINGS</b>					
Particulars		As At 31.03.2018		As At 31.03.2017	
		Rs.	P.	Rs.	P.
a)	<b>Bonds/Debentures(Secured/Unsecured)</b>				
b)	<b>Term Loans</b>				
	<b>From banks(Secured)</b>				
	<b>HDFC Bank Car Loan (HDFC Bank Ltd)</b>			316,666.48	
	(Secured by hypothecation of company's assets financed by MTL in 60 monthly Instalments of Rs. 27950/- each beginning from Feb 2014 Rate of interest 10.75% .				
	<b>Central Bank of India Term Loan</b>			160,498.00	
	(Secured by hypothecation of company's assets financed by MTL in 60 monthly Instalments of Rs. 13121/- each beginning from July'2014 Rate of interest 11.25%.				
	<b>From banks(Unsecured)</b>				
	<b>From others (Secured/unsecured)</b>				
c)	<b>Deferred payment liabilities(Secured/Unsecured)</b>				
d)	<b>Deposits(Secured/Unsecured)</b>				
e)	<b>Loans and advances from related parties(Unsecured)</b>				
	<b>i) From Directors</b>				
	<b>ii) From Share holders</b>				
	<b>iii) From Firms in which directors are interested</b>				
f)	<b>Long-term maturities of finance lease obligations (Secured/Unsecured)</b>				
g)	<b>Other loans and advances(Secured/Unsecured)</b>				
	<b>TOTAL</b>			<b>477,164.48</b>	

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 5</b>	
<b>OTHER LONG TERM LIABILITIES</b>					
Particulars		As At 31.03.2018		As At 31.03.2017	
		Rs.	P.	Rs.	P.
a)	<b>Trade Payables</b>				
	<b>i) Acceptances</b>				
	<b>ii) Sundry Creditors</b>				
	<b>- Total Outstanding to Small,Medium &amp; Micro enterprises</b>	150,686.00		56,714.00	
	<b>- Total Outstanding to other than Small,Medium &amp; Micro enterprises</b>				
b)	<b>Others</b>				
	<b>TOTAL</b>	<b>150,686.00</b>		<b>56,714.00</b>	

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 6</b>	
<b>TRADE PAYABLES</b>					
<b>Particulars</b>		<b>As At 31.03.2018</b>		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
i)	Acceptances				
ii)	Sundry Creditors				
	Total Outstanding to Small,Medium & Micro enterprises				
	Total Outstanding to other than Small,Medium & Micro enterprises	114,210,039.56		215,898.00	
	<b>TOTAL</b>	<b>14,210,039.56</b>		<b>215,898.00</b>	

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 7</b>	
<b>OTHER CURRENT LIABILITIES</b>					
<b>Particulars</b>		<b>As At 31.03.2018</b>		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
a)	Current maturities of long-term debt				
	Central Bank of India Term Loan			93,977.00	
	HDFC Bank New Car Loan	316,666.48		284,534.08	
	Central Bank of India Term Loan (New)			157,452.00	
b)	Current maturities of finance lease obligations				
c)	<b>Interest accrued but not due on borrowings</b>				
	HDFC Bank Limited New Car Loan	2,363.00		4,486.83	
d)	Interest accrued and due on borrowings				
e)	Income received in advance				
f)	Unpaid Dividends				
g)	Refundable application money				
h)	Unpaid matured deposits and interest accrued thereon				
i)	Unpaid matured debentures and interest accrued thereon				
j)	Other Payables	394,202.00		178,478.00	
	i) Statutory Duties & Taxes				
	ii) Advance from Customer			4,570.00	
	iii) Other Expenses Payable				
	<b>TOTAL</b>	<b>713,231.48</b>		<b>723,497.91</b>	

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 8</b>	
<b>SHORT-TERM PROVISIONS</b>					
<b>Particulars</b>		<b>As At 31.03.2018</b>		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
a)	Provision for Employee benefits.				
b)	Other				
	l) Provision for Income Tax			12,255.00	
	<b>TOTAL</b>			<b>12,255.00</b>	





<b>SUERYAA KNITWEARS LIMITED</b>			
<b>LONG-TERM LOANS AND ADVANCES</b>		<b>NOTE 10</b>	
<b>Particulars</b>		<b>As At 31.03.2018</b>	
		<b>Rs.</b>	<b>P.</b>
		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>
<b>a)</b>	<b>Capital Advances</b>		
<b>b)</b>	<b>Security Deposits</b>		
	i) Secured, considered good		
	ii) Unsecured, considered good	148,500.00	148,500.00
	iii) Doubtful		
<b>c)</b>	<b>Loan and advances to related parties</b>		
<b>d)</b>	<b>Other Receivables, loans and advances(Specify nature)</b>		
	i) Secured, considered good	9,940,682.92	9,940,682.92
	ii) Unsecured, considered good		
	iii) Doubtful		
	<b>TOTAL</b>	<b>10,089,182.92</b>	<b>5,835,690.52</b>
<b>SUERYAA KNITWEARS LIMITED</b>			
<b>CURRENT INVESTMENTS</b>		<b>NOTE 11</b>	
<b>Particulars</b>		<b>As At 31.03.2018</b>	
		<b>Rs.</b>	<b>P.</b>
		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>
<b>a)</b>	<b>ICICI MUTUAL FUNDS</b>	3,923,070.29	3,923,070.29
	Investment made in 15068.671 units of ICICI Savings fund growth scheme @ 229.160/unit Between 3.02.2016 to 16.8.2016.		
	The Nav of the said fund as on 31.03.2018 is 260.4125/unit. Total market value of investment as on 31.3.2018 is Rs. 3924070.29		
	<b>TOTAL</b>	<b>3,923,070.29</b>	<b>3,923,070.29</b>

<b>SUERYAA KNITWEARS LIMITED</b>		<b>NOTE 12</b>	
<b>INVENTORIES</b>			
<b>Particulars</b>		<b>As At 31.03.2018</b>	
		<b>Rs.</b>	<b>P.</b>
		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>
a)	<b>STOCK &amp; STORES</b>		
	(Taken as valued and certified by the Management)		93,977.00
	Raw Materials		60,400.00
	Work In Process	8,407,933.00	3,191,094.00
	Finished Goods		41,722.00
	Consumable Stores & Spares		
	<b>TOTAL</b>	<b>713,231.48</b>	<b>723,497.91</b>
	Inventories are valued at cost or realizable value whichever is less .The cost formula used in respect of various type of inventories is as under:-		
	In respect of raw material and stores and spares have been valued at cost or market price which ever is lower on FIFO basis.		
	In respect of work in process is valued at cost of raw material plus conversion cost.		
	Finished goods are valued on retail sale price less GP% method or market price which ever is lower		

<b>SUERYAA KNITWEARS LIMITED</b>			
<b>TRADE RECEIVABLES</b>		<b>NOTE 13</b>	
Particulars		As At 31.03.2018 Rs.	P.
a)	<b>Trade Reveivables</b>		
	i) Outstanding for a period exceding six months from the date they are due	844,821.00	520,711.00
	ii) Other Debts		
	a) Secured,consider good b) Unsecured, consider good		
	b) Unsecured, consider good	13,626,616.00	9,534,165.70
	c) Doubtful		
	Less : Provision for bad and doubtful Capital Advances		
	<b>TOTAL</b>	<b>14,471,437.00</b>	<b>10,054,876.70</b>

<b>SUERYAA KNITWEARS LIMITED</b>			
<b>CASH AND CASH EQUIVALENTS</b>		<b>NOTE 14</b>	
Particulars		AS AT 31.03.2018 Rs.	P.
a)	<b>Trade Reveivables</b>		
	i) Balances with Scheduled Banks in C/A	313,683.09	402,467.11
	ii) Balances with Scheduled Banks in Term Deposits	122,606.55	494,396.00
b)	Cheques/ Drafts In Transit		390,000.00
c)	Cash in Hand & Imprest Balances	486,218.69	752,763.89
d)	Others Imprest Balances		
	<b>TOTAL</b>	<b>922,508.33</b>	<b>2,039,627.00</b>

<b>SUERYAA KNITWEARS LIMITED</b>			
<b>OTHER CURRENT ASSETS</b>		<b>NOTE 15</b>	
Particulars		AS AT 31.03.2018 Rs.	P.
	<b>Trade Reveivables</b>		
	(a) Advance to Suppliers	4,106,542.80	2,514,332.80
	(b) Prepaid Taxes	9,118.00	205,315.00
	(c) Cheques/ Drafts In Transit	9,748.00	
	(d) others	48,400.00	79,374.00
	<b>TOTAL</b>	<b>4,173,808.80</b>	<b>2,799,021.80</b>

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 16</b>	
<b>REVENUE FROM OPERATIONS</b>					
<b>Particulars</b>		<b>As At 31.03.2018</b>		<b>As At 31.03.2017</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
	Sale of products				
	Finished Goods				
	Sale Cloth	35,775,046.02		35,930,940.10	
	Sale Fabrication	141,455.65		3,745,886.00	
	other operating income				
		35,916,501.67		39,676,826.10	
	Less: Excise Duty				
	<b>TOTAL</b>	<b>35,916,501.67</b>		<b>39,676,826.10</b>	

<b>OTHER INCOME</b>				<b>NOTE 17</b>	
<b>Particulars</b>		<b>Current Year</b>		<b>Previous Year</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
	Interest received	14,942.55		65,148.66	
	Profit on sale of Asset/M F			148,763.54	
	Rebate & Discount			49,233.84	
	<b>TOTAL</b>	<b>14,942.55</b>		<b>263,146.04</b>	

<b>COST OF MATERIALS CONSUMED</b>				<b>NOTE 18</b>	
<b>Particulars</b>		<b>Current Year</b>		<b>Previous Year</b>	
		<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
	Opening Stock of Raw Material	76,384.00		142,314.00	
	Add : Purchase	0.00		454,312.00	
		<b>76,384.00</b>		596,626.00	
	Less : Closing Stock of Raw Material			76,384.00	
	<b>TOTAL</b>	<b>76,384.00</b>		<b>520,242.00</b>	

<b>SUERYAA KNITWEARS LIMITED</b>				<b>NOTE 19</b>	
<b>CHANGE IN INVENTORIES</b>					
Particulars		Current Year		Previous Year	
		Rs.	P.	Rs.	P.
a)	<b>OPENING STOCK</b>				
	Stock In Trade			13,489,800.00	
	Work in progress	60,400.00		28,500.00	
	Finished Goods	3,191,094.00			
	Total (a)	3,251,494.00		13,518,300.00	
b)	<b>CLOSING STOCK</b>				
	Stock of stock in trade	8,407,933.00		3,191,094.00	
	Work in progress	8,407,933.00		60,400.00	
	Finished Goods	8,407,933.00		3,251,494.00	
	<b>TOTAL (a-b)</b>	<b>(5,156,439.00)</b>		<b>10,266,806.00</b>	

<b>EMPLOYEE BENEFITS EXPENSE</b>				<b>NOTE 20</b>	
Particulars		Current Year		Previous Year	
		Rs.	P.	Rs.	P.
	Bonus			77,583.00	
	Employee Welfare Expenses	12,930.00		26,040.00	
	Employees Provident Fund	3,540.00		83,479.00	
	Employees State Insurance			24,804.00	
	Gratuity	3,251,494.00		10,405.00	
	Labour Welfare Fund			2,015.00	
	Leave With Wages			49,900.00	
	ESI demand	8,510.00		7,093.00	
	Salaries	115,442.00		390,276.00	
	Wages			758,052.00	
	<b>TOTAL</b>	<b>140,422.00</b>		<b>1,429,647.00</b>	

<b>FINANCE COST</b>				<b>NOTE 21</b>	
Particulars		Current Year		Previous Year	
		Rs.	P.	Rs.	P.
	Bank Charges	13,075.02		33,529.38	
	<b>Interest on</b>	12,930.00		26,040.00	
	- Term Loans				
	- Working Capital	53,228.92		24,804.00	
	- Late deposit of Tax	114,254.17		397,317.00	
				85.00	
		8,510.00		7,093.00	
		115,442.00		390,276.00	
				758,052.00	
	<b>TOTAL</b>	<b>180,558.11</b>		<b>565,451.10</b>	

<b>SUERYAA KNITWEARS LIMITED</b>		<b>NOTE-22</b>	
<b>OTHER EXPENSES</b>			
Particulars	Current Year Rs. P.	Previous Year Rs. P.	
<b>Manufacturing Expenses</b>			
Consumable Stores	41,722.00	107,680.00	
Diesel Charges		43,500.00	
Electricity Expenses		786,131.00	
Fabrication Charges		195,576.00	
Freight & Cartage Inward		10,540.00	
Oil & Lubricants		129,172.00	
Packing Charges		33,629.00	
<b>TOTAL</b>	<b>41,722.00</b>	<b>1,306,228.00</b>	
<b>Repair &amp; Maintainance</b>			
Car Repair & Maintainance	57,248.62	115,590.00	
Computer Repair & Maintainance		10,190.00	
Electric Repair & Maintainance		13,515.00	
General Repair & Maintainance	3,738.00	1,250.00	
Machinery Repair & Maintainance	1,640.00	129,172.00	
Vehecal Repair & Maintainance	6,606.00	132,182.00	
<b>TOTAL</b>	<b>69,232.62</b>	<b>314,027.00</b>	
<b>Administrative Expenses</b>			
Advertisement Expenses		22,151.00	
Audit Fees	23,600.00	92,000.00	
Conveyance	10,024.38	3,200.00	
Director Sitting Fees	24,000.00	32,000.00	
Entertainment Expenses	1,250.00	18,050.00	
Fee & Taxes	350,952.00	3,145,125.00	
Filling Fee		5,000.00	
GST W/OFF	1,534.82		
Insurance	95,166.00	113,779.00	
Legal & Professional Charges	26,000.00	23,500.00	
Miscellaneous Expenses	2,174.66	20,598.00	
Printing & Stationery		34,440.00	
Rent	24,000.00	24,000.00	
Telephone Expenses	4,431.00	68,803.24	
<b>TOTAL</b>	<b>69,232.62</b>	<b>314,027.00</b>	

Particulars	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
<b>Administrative Expenses</b>				
Advertisement Expenses			22,151.00	
Audit Fees	23,600.00		92,000.00	
Conveyance	10,024.38		3,200.00	
Director Sitting Fees	24,000.00		32,000.00	
Entertainment Expenses	1,250.00		18,050.00	
Fee & Taxes	350,952.00		3,145,125.00	
Filling Fee			5,000.00	
GST W/OFF	1,534.82			
Insurance	95,166.00		113,779.00	
Legal & Professional Charges	26,000.00		23,500.00	
Miscellaneous Expenses	2,174.66		20,598.00	
Printing & Stationery			34,440.00	
Rent	24,000.00		24,000.00	
Telephone Expenses	4,431.00		68,803.24	
<b>Total</b>	<b>563,132.86</b>		<b>3,602,646.24</b>	
Selling Expenses				
Rebate & Discount	790,731.43			
<b>Total</b>	<b>790,731.43</b>		-	
<b>TOTAL</b>	<b>1,464,818.91</b>		<b>5,222,901.24</b>	

- 23 Contingent Liabilities Not provided For NIL
- 24 In the opinion of the Board of Directors, the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.
- 25 Confirmation of balances, whether in debit or credit from parties are subject to confirmation as provided by board of directors. However no proof regarding the same has been obtained at the year end. Company do have a system of periodic balance confirmations from parties..
- 26 Deferred Tax Liability (net):

Particulars	Deferred Tax Aseet (liabilities) As at 01.04.2017 Rs.	Current Year Rs.	Deferred Tax Aseet (liabilities) As at 31.03.2018 Rs.
Deferred Tax Liability (net):			
- Difference between book & Tax WTV	-96915.00	344812.00	247897.00
For Disallowance of Expenses	0.00	0.00	0.00
<b>TOTAL</b>	-96915.00	344812.00	247897.00

- 27 Pursuant to Accounting Standard (AS-22) accounting for Taxes on income. The impact of additional deferred tax assest of Rs.344812/- for the year ended 31.03.2018 has been debited to Profit & Loss A/c.

Particulars		As At 31.03.2018		As At 31.03.2017	
		Rs.	P.	Rs.	P.
1	Bonus	-1006417.62		-499399.20	
2	Profit Attributable to the Equity Shareholders before extraordinary items (A)	-1006417.62		-499399.20	
3	Profit Attributable to the Equity Shareholders after extraordinary items (B)	2597800.00		2597800.00	
4	Basic No. of Equity Shares outstanding during the year (C)	2597800.00		2597800.00	
5	Weighted average no. of Equity Shares outstanding during the year (D)		10.00		10.00
6	Nominal Value of Share Rs.		-0.39		-0.19
7	Basic EPS before extraordinary items Rs. (A)/(C)		-0.39		-0.19
8	Diluted EPS before extraordinary items Rs. (A)/(D)		-0.39		-0.19
9	Basic EPS after extraordinary items Rs. (B)/(C)		-0.39		-0.19
10	Diluted EPS after extraordinary items Rs. (B)/(D)		-0.39		-0.19

- 28 Previous year figures have been regrouped/recasted wherever necessary to make them comparable.
- 29 Detail of transactions entered into with the related parties during the year as required by Accounting Standard (AS)-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:



## A Transactions with the related parties

Rs.

Name of Transactions during the year	Associate	Key Management Personnel	Relatives of Key Management Personnel
Remuneration		44696.00	
Rent Paid			24000
Purchase of goods (incl. Job charges)			
Sale Of Goods/Capital Goods	904945.00		
<b>TOTAL</b>			

**A. Key Management Personnel and relatives of Key Management Personnel:**

## 1. Key Management Personnel:

1. Sh.Pankaj.
2. Sh. Harpal Singh Virk
3. Mr Abhishek

## 2. Relatives of Key Management :

**B. Associates:**

1. Associates Concern : M/s. Surya Knitwear

**30 Segment Reporting:**

The company operates only in one business segment viz. knitted cloth and hence no separate information for segment wise disclosure is required.

- 31 The Micro, Small and Medium Enterprises Development Act, 2006 has come into force with effect from October 2, 2006. As per the act, the company is required to identify the Micro and Small Vendors/Service providers and pay interest to them on overdue beyond the specified period irrespective of the terms agree upon. The company has not received any confirmations from its Vendors/Service Providers regarding their status of registration under the said Act, which has been relied upon by the auditors, hence prescribed disclosures under Section 22 of the said act has been provided.

**32 DETAIL OF SALE OF PRODUCTS AS ON 31ST MARCH 2018**

Particulars	Amount
(A) Details of Sales (Finished goods)	
Sale Finished Products	35,916,501.67
Sale Scrap	
<b>TOTAL</b>	35,916,501.67

**M/S SUERYAA KNITWEAR LIMITED****SCHEDULE OF LONG TERN TRADE PAYABLES ATTACHED TO & FORMING A PART OF THE BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>SUNDRY CREDITORS</b>	
M/S Jogesh Brothers	54,356.00
M/s Laxmi Traders	45,029.00
M/S Longman Knit Parts Mfg Co.	45,626.00
M/s Super Agencies	5,675.00
<b>TOTAL</b>	<b>5,675.00</b>

**M/S SUERYAA KNITWEAR LIMITED****SCHEDULE OF TRADE PAYABLES ATTACHED TO & FORMING A PART OF THE BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>SUNDRY CREDITORS</b>	
M/s Advait International	2,944,027.00
M/s Northman Chemicals P. Ltd	52,216.56
M/s Rishab Cotspin P. Ltd	6,380,262.00
M/s Sriyansh Knitters	2,774,575.00
M/s Super Agencies	1,640.00
M/s V S Yarn P. Ltd	2,057,319.00
<b>TOTAL</b>	<b>14,210,039.56</b>

**SCHEDULE OF OTHER CURRENT LIABILITIES ATTACHED TO & FORMING A PART OF THE BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>Other Payables</b>	
<b>i) Statutory Duties &amp; Taxes</b>	2,944,027.00
BSE Limited	2,950.00
Listing Fees Payable	287,500.00
Sandeep Manuja & Associates	23,600.00
Sanjeev Bimla & Associates	49,000.00
Skyline Financial Services	31,152.00
<b>TOTAL</b>	<b>394,202.00</b>
<b>ii) Advance from Customer</b>	
<b>i) Statutory Duties &amp; Taxes</b>	
<b>Total</b>	
<b>iii) Other Expenses Payable</b>	
<b>Total</b>	
<b>TOTAL</b>	<b>394,202.00</b>

**M/S SUERYAA KNITWEAR LIMITED****SCHEDULE OF LONG TERM RECEIVABLE, LOAN & ADVANCES ATTACHED TO & FORMING A PART OF THE BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>Receivables &amp; Advances</b>	
M/s Hari Om Traders	737,628.50
M/s Northman Enterprises	1,170,764.26
M/S R. K Fabrics	2,066,350.40
M/s Shree Mahavir Knitting	1,443,465.50
M/s Titan Fabrics	750,000.00
M/S Waheguru Enterprises	1,885,050.20
M/S Waheguru Knit Fab	1,887,424.06
<b>TOTAL</b>	<b>9,940,682.92</b>
<b>Security Deposits</b>	1,640.00
Security-PSEB	148,500.00
<b>TOTAL</b>	<b>10,089,182.92</b>

**SCHEDULE OF STOCK & STORES ATTACHED TO AND FORMING A PART OF BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
Stock & Stores	
(As Taken, Valued and Certified by the Directors)	
Raw Materials	
Work In Process	
Stock In Trade	
Consumables Stores & Spares	8,407,933.00
<b>TOTAL</b>	<b>8,407,933.00</b>
<b>ii) Advance from Customer</b>	
<b>i) Statutory Duties &amp; Taxes</b>	
<b>Total</b>	
<b>iii) Other Expenses Payable</b>	
<b>Total</b>	
<b>TOTAL</b>	<b>394,202.00</b>

**SCHEDULE OF TRADE RECEIVABLES ATTACHED TO & FORMING A PART OF THE BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>Less than Six months From The Due Date</b>	<b>More than Six months From The Due Date</b>
M/s Ajay Knitweares & Fabrics P Ltd	12,080,811.00	
M/s Flora Dying House P Ltd		844,821.00
M/s Myra Exports	12,080,811.00	
<b>TOTAL</b>	<b>13,626,616.00</b>	
<b>Total Sundry Debtors as on 31.3.2018</b>		<b>14,471,437.00</b>

**M/S SUERYAA KNITWEAR LIMITED****SCHEDULE OF CASH & CASH EQUIVALENTS ATTACHED TO AND FORMING A PART OF BALANCE SHEET AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>Balances with Scheduled Banks in Term Deposits</b>	
Central Bank of India C/C	3,086.78
FDR with Central Bank of India	52,000.00
FDR with Central Bank of India against bank Guaranty	44,155.00
ICICI Bank C/A	310,596.31
M/S Waheguru Knit Fab	26,451.55
<b>Cash in Hand &amp; Imprest Balances</b>	
Cash in Hand	486,218.69
<b>TOTAL</b>	<b>922,508.33</b>

**DETAIL OF OTHER CURRENT ASSETS TO BE RECEIVED AS ON 31.03.2018**

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>Advance to Suppliers</b>	
M/s Channi Fabrics	260,000.00
M/s Northman Enterprises	800,000.00
	3,046,542.80
<b>TOTAL</b>	<b>4,106,542.80</b>
<b>Prepaid Taxes</b>	
TDS	9,118.00
<b>TOTAL</b>	<b>9,118.00</b>
<b>Others</b>	
Insurance Prepaid	48,400.00
<b>TOTAL</b>	<b>4,164,060.80</b>

**DETAIL OF CONSUMABLE GOODS**

<b>PARTICULARS</b>	<b>AMOUNT</b>
Opening	3,086.78
Purchase Consumables Goods	
	41,722.00
Less : Closing	
<b>TOTAL</b>	<b>41,722.00</b>

## Notes on Account on Profit and Loss Account

## a) C.I.F. value of Imports

Particulars	Amount in Rs.	
	Current Year	PreviousYear
i) Raw Materials;		
ii) Components and Spare Parts;		
iii) Capital Goods;		
<b>TOTAL</b>		

## b) Expenditure in Foreign Currency

Particulars	Amount in Rs.	
	Current Year	PreviousYear
Travelling		
Commission		
<b>TOTAL</b>		

## c) Bifurcation of Materials and Store &amp; Spare Consumed

## i) Item

Particulars	Indigenous		Percentage	
	Current Year	Previous Year	Current Year	Previous Year
a) Raw Materials	#REF!	#REF!	100.00%	100.00%
b) Stores & Spares	#REF!	#REF!	100.00%	100.00%
<b>TOTAL</b>	#REF!	#REF!		

## ii) Item

Particulars	Amount in Rs.	
	Current Year	PreviousYear
Trading Goods	#REF!	#REF!
<b>TOTAL</b>	#REF!	#REF!

## d) Dividend Payment to Non Resident

Particulars	Amount in Rs.	
	Current Year	PreviousYear
a) No.of shares held by Non Resident		
b) Dividend for the year		
<b>TOTAL</b>		

## e) Earning in Foreign Currency

Particulars	Amount in Rs.	
	Current Year	PreviousYear
i) F.O.B. value of Export		
ii) Royalty, know how, professional and consultation fees		
<b>TOTAL</b>		

**Sueryaa Knitwear Limited**

CIN-L17115PB1995PLC015787

Regd. Office- 408, Industrial Area-A, Ludhiana, Punjab -141003

Tel: 0161-4619272, 9871124799, Website: [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com) Email: sueryaa1995@gmail.com**PROXY FORM**

CIN L17115PB1995PLC015787  
 Name of the Company Sueryaa Knitwear Limited  
 Registered Office 408, Industrial Area-A, Ludhiana, Punjab-141003

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ Sueryaa Knitwear Ltd. holding

\_\_\_\_\_ shares hereby appoint:

Name.....Address.....  
 E-Mail I.D.....Signature..... or failing him  
 Name.....Address.....  
 E-Mail I.D.....Signature..... or failing him  
 Name.....Address.....  
 E-Mail I.D.....Signature.....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **22nd Annual General Meeting** of the company, to be held on **Tuesday, 25th September, 2018**, at **09:30 A.M.** at the registered office of the company at **408, Industrial Area-A, Ludhiana, Punjab -141003** and at any adjournment thereof.

S. No.	Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statement as at <b>31st March 2018</b> , of the Company and the Reports of the Directors' and Auditors' thereon.		
2	To appoint a Director in place of <b>Mr. Rajiv Jain (DIN: 01029784)</b> , who retires by rotation and being eligible, offers himself for Re-appointment.		
3	To ratify the appointment of <b>M/s Sandeep Manuja &amp; Associates, Chartered Accountants</b> as Statutory Auditors of the Company		
4	Appointment of <b>Ms. Vandna (DIN: 7646818)</b> as a "Non-Executive Independent Director"		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp  
of Rs. 1/-

**Notes:**

- (1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- (2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.
- (3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.



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Tel: 0161-4619272, 9871124799, Website: [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com) Email: sueryaa1995@gmail.com**Form No. MGT-12***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]***BALLOT PAPER****22nd Annual General Meeting of the members of Sueryaa Knitwear Limited to be held on Tuesday, 25th September, 2018, at 09:30 A.M. at the registered office of the company at 408, Industrial Area-A, Ludhiana, Punjab -141003:-**Name of First Named Shareholder .....  
(In Block Letters)

Postal Address .....

Folio No./DP ID &amp; Client ID .....

No. of Shares held .....

Class of Shares .....

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statement as at <b>31st March 2018</b> , of the Company and the Reports of the Directors' and Auditors' thereon.		
2	To appoint a Director in place of <b>Mr. Rajiv Jain (DIN: 01029784)</b> , who retires by rotation and being eligible, offers himself for Re-appointment.		
3	To ratify the appointment of <b>M/s Sandeep Manuja &amp; Associates, Chartered Accountants</b> as Statutory Auditors of the Company		
4	Appointment of <b>Ms. Vandna (DIN: 7646818)</b> as a "Non-Executive Independent Director"		

Date

Signature of Shareholder

Place:

\* Please tick in the appropriate column





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Tel: 0161-4619272, 9871124799, Website: [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com) Email: sueryaa1995@gmail.com**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**22nd Annual General Meeting, on Tuesday, 25th September, 2018, at 09:30 A.M**

Name of the Member .....

Folio No./DP ID & Client ID  
(In Block Letters) .....

No. of Shares held .....

Name of Proxy .....

(To be filled in, if the proxy attends instead of the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 22nd Annual General Meeting of the Company to be held on Tuesday, 25th September, 2018, at 09:30 A.M at the registered office of the company at 408, Industrial Area-A, Ludhiana, Punjab-141003.

**Member's /Proxy's Signature***Note:*

- 1) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*

**Sueryaa Knitwear Limited**

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**GREEN INITIATIVE IN CORPORATE GOVERNANCE  
E-COMMUNICATION REGISTRATION FORM  
(In terms of Section 20 of the Companies Act, 2013)**

Name of the Member .....

Folio No./DP ID &amp; Client ID .....

Name of 1st Registered Holder .....

Name(s) of Joint Holder(s) .....

Registered Address .....

Email ID (to be registered) .....

I shareholder(s) of Sueryaa Knitwear Limited agree to receive communication from the Company in electronic mode under relevant provisions of the Companies Act, 2013. Please register my above e-mail in your records for sending communication through mail.

Signature:- \_\_\_\_\_

(First Holder)

Date: \_\_\_\_\_

**\*Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

Route Map







## **Sueryaa Knitwear Limited**

Regd. Office- 408, Industrial Area-A, Ludhiana, Punjab -141003  
Tel: 0161-4619272, 9871124799, Website: [www.sueryaaknitwear.com](http://www.sueryaaknitwear.com)  
Email: [sueryaa1995@gmail.com](mailto:sueryaa1995@gmail.com)