



SURYA ROSHNI LIMITED

Regd. Office : Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)

Notice is hereby given that the following additional special business is to be transacted in addition to the matters specified at Item No. 1 to 8 in the notice dated 28th May, 2010 of Annual General Meeting of the members of Surya Roshni Limited to be held on Friday, the 24th September, 2010 at 11.00 A.M., at the Registered office of the Company at Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana) :

SPECIAL BUSINESS

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

“RESOLVED THAT in supersession of the resolution passed by the members of the Company in their meeting held on 27th September, 1996, in relation to the exercise of borrowing power, consent of the Company be and is hereby accorded, under the provisions of section 293(1)(d) and Articles of the Company and all other applicable provisions, if any, of the Companies Act, 1956 and subject to compliance with all applicable laws and regulations, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money in any manner, from time to time, with or without security and upon such terms and conditions as they deem appropriate, notwithstanding that the aggregate of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, from time to time, that is to say, reserves not set apart for any specific purpose; Provided however that the total amount up to which monies may be borrowed by the Board (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any given point of time the sum of Rs. 2000 Crore (Rupees Two thousand Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board
for Surya Roshni Ltd.**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 9th August, 2010

**B. B. SINGAL
AVP & COMPANY SECRETARY**

NOTES

1. MEMBERS ARE HEREBY INFORMED THAT ORIGINAL NOTICE DATED 28th MAY, 2010 ISSUED UNDER THE AUTHORITY OF THE BOARD OF DIRECTORS CONTAINS 6 ORDINARY BUSINESS AND 2 SPECIAL BUSINESS . AS BOARD RECOMMENDS TO RAISE THE BORROWING LIMIT OF THE COMPANY FROM THE PRESENT Rs. 1000 CRORE TO Rs. 2000 CRORE IN ITS MEETING HELD ON 9TH AUGUST, 2010. ADDITIONAL NOTICE HAS BEEN ISSUED TO MEMBERS TO TRANSACT 1 MORE SPECIAL BUSINESS IN CONTINUATION OF ORIGINAL BUSINESS ITEM NO. 8 TO APPROVE & RAISE THE BORROWING LIMIT OF THE COMPANY IN SUPERSESSION OF EARLIER RESOLUTION PASSED BY THE MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 1996 u/s 293(1)(d) OF THE COMPANIES ACT, 1956 FROM THE PRESENT Rs. 1000 CRORE TO Rs. 2000 CRORE.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Additional item no. 9 is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 9

In the recent past company has widened its range of activities and implementing various projects. In order to meet the future increased requirements of funds , which may arise on account of enlargement of area of operation and further expansion and diversification programmes, it may be necessary to raise further loans from financial institutions, banks and others. Thus the Company proposes to increase the borrowing limits, as stated in the resolution.

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors cannot, except, with the consent of the company in general meeting , borrow monies , apart from temporary loans obtained from the company's bankers in the ordinary course of business , in excess of the aggregate of its paid – up Share Capital and Free Reserves viz. reserves not set aside for any specific purposes.

The members of the Company vide the Ordinary Resolution passed at the Twenty Third Annual General Meeting of the Company held on 27th September, 1996 have accorded their consent to the Board for borrowing up to the extent of Rs. 1000 Crore (Rupees One thousand Crore). Thus, with a view to meet its increased financial requirements, it is proposed to increase the borrowing limit from the present limit of Rs. 1000 Crore (Rupees One thousand Crore) to Rs. 2000 Crore (Rupees Two thousand Crore only).

With a view to have flexibility, such funds as above would be used for expansion , acquisition, modernization, normal capital expenditure, general corporate purposes and working capital requirements and such other purpose permitted under respective regulations, during the course of the business of the Company.

The Board of Directors recommends the resolution set out in item No. 9 for the approval of the shareholders.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution.

**By order of the Board
for Surya Roshni Ltd.**

Registered Office:

Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 9th August, 2010

B. B. SINGAL
AVP & COMPANY SECRETARY

BOARD OF DIRECTORS

J. P. Agarwal	Chairman & Managing Director
Ravinder Kumar Narang	
Urmil Agarwal	
K. K. Narula	
B. B. Chadha	
Aloke Sengupta	IDBI Nominee
Shanker Singal	
Mukesh Tripathi	
S. N. Bansal	Dy. Managing Director (Finance & Corp. Mgmt.)
Vineet Garg	Dy. Managing Director (Projects & Corp. Mgmt.)
Arvind Bansal	Dy. Managing Director (Operations & Corp. Mgmt.)
Raju Bista	Dy. Managing Director (Corporate)

MANAGEMENT EXECUTIVES

V. R. Majumdar	Chief Advisor - LBG
Neeraj Kumar Mayson	Executive Director (Steel Division)
Utkarsh Dwivedi	Executive Director (Operations & Corporate Mgmt.)
Jawahar Lal Aggarwal	Executive Director (Projects)
Umesh Bhargava	Group CFO
Gulshan Aghi	Executive President & CEO (Luminaire & High Mast)
Sanjay Raghunath Shinde	President (International Mktg. - ERW & Spiral Pipe)
Anil Kumar Bansal	Sr. Vice President (Commercial)
Rajendra Arya	Sr. Vice President (Projects - Steel Division)
Amarnath Banerjee	Sr. Vice President - CR Division
R. P. Gupta	Sr. Vice President (Project)
S. K. Bhasin	Sr. Vice President (Corporate)
Sanjay Goel	Sr. Vice President
Krishna Raman	Sr. Vice President (Sales & Mktg.) - LBG
Chunduri Srinivasa Rao	Sr. Vice President (Projects)

COMPANY SECRETARY

B. B. Singal

STATUTORY AUDITORS

Sastry K. Anandam & Company
Chartered Accountants

COST AUDITORS

R. J. Goel & Co. Lighting Division
H. R. Singal Steel Division

BANKERS

State Bank of India
Punjab National Bank
IDBI Bank Ltd.
State Bank of Patiala
Bank of Baroda
Canara Bank

**REGISTERED OFFICE AND
WORKS-STEEL DIVISION**

Prakash Nagar, Sankhol, Bahadurgarh-124507 (Haryana)
E-mail : surya@suryasteelpipe.com

WORKS-LIGHTING DIVISION

7 k.m. Stone, Kashipur-Moradabad Road,
Kashipur-244713 Distt. Udham Singh Nagar (Uttarakhand)
E-mail:srlkashipur@suryaksp.com
J - 7, 8 & 9, Malanpur Industrial Area
Malanpur, District Bhind (Madhya Pradesh)
E-mail : srlmlpr@sancharnet.in

HEAD OFFICE

Padma Tower-I, Rajendra Palace,
New Delhi - 110 008
E-mail : surya@sroshni.com

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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of SURYA ROSHNI LIMITED will be held on Friday, the 24th September, 2010 at 11.00 A.M., at the Registered Office of the Company at Prakash Nagar, Sankhol, Bahadurgarh 124 507 (Haryana) to transact the following business:

ORDINARY BUSINESS

- 1. To consider and adopt the Audited Accounts of the Company and the Reports of Directors and Auditors thereon for the year ended 31st March, 2010.
2. To declare dividend of Rs. 2.00 per share
3. To appoint a Director in place of Shri K K Narula, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S N Bansal, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Arvind Bansal, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To re-appoint the Statutory Auditors and to fix their remuneration and pass the following as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956. the retiring auditors of the Company, M/s Sastry K Anandam & Company, Chartered Accountants, being eligible, offer themselves for re-appointment as Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company and to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such Remuneration as may be decided by the Board of Directors' of the Company in consultation with them."

SPECIAL BUSINESS

- 7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgaging and/or charging by the Board of Directors of the Company of all the immovable and movable properties of the Company wheresoever situated, present and future and the whole of the undertaking of the Company in favour of IDBI Bank Ltd. acting for itself and as agent of Banks/Financial Institutions to secure:
a) Term Loan of Rs.5000 lac (Rupees Five thousand lac only) lent and advanced by Bank of Baroda (BOB) to the Company.
b) Corporate Loan of Rs. 2000 Lac (Rupees Two thousand lac only) lent and advanced by State Bank of Patiala (SBOP) to the Company.
c) Term Loan of Rs. 3000 lac (Rupees Three thousand lac only) lent and advanced by State Bank of Travancore (SBOT) to the Company.
d) Term Loan of Rs. 2000 lac (Rupees Two thousand lac only) lent and advanced by Canara Bank (CB) to the Company.
e) The Working Capital Limits of Rs.40000 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank, State Bank of Patiala and IDBI Bank Ltd. to the Company. The details are as under;

Table with 3 columns: S. No., Consortium Banks, (Rs. In Lac). Rows include State Bank of India (18400), Punjab National Bank (15100), State Bank of Patiala (3500), IDBI Bank Ltd. (3000), and Total (40000).

together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., Bank of Baroda, State Bank of Travancore and Canara Bank under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of Directors authorised by the Board in this behalf be and is hereby authorised to finalise all agreement(s) for creating mortgage and/or charge as aforesaid and to do all such acts, deeds and matter as may be necessary or expedient for giving effect to the above resolution."

- 8. To consider and, if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to Section 257 of the Companies Act, 1956, Shri Shanker Singal be and is hereby appointed as Director of the Company and liable to retire by rotation."

By Order of the Board

Registered Office :

Prakash Nagar, Sankhol, Bahadurgarh - 124 507 (Haryana) Dated : 28th May, 2010

B. B. SINGAL ASSOCIATE VICE PRESIDENT & COMPANY SECRETARY

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at 509, Padma Tower-II, Rajendra Place, New Delhi - 110 008 or Registered Office, not less than forty-eight hours before the commencement of this Annual General Meeting i.e. before 11.00 a.m. on 22nd September, 2010.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item no. 7 & 8 is annexed hereto.
3. The Register of Members and Share Transfer books of the Company will remain closed from 07.09.2010 to 10.09.2010 (both days inclusive).
4. Members are requested to forward their change of address notifications, Bank Account details including 9 digit MICR number appearing on the cheque pertaining to the respective bank account to facilitate distribution of dividend through Electronic Clearing Service (ECS) to the Company / Registrar and Transfer Agent - Mas Services Ltd., T- 34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi - 110 020, in respect of Shares held in physical form and to their respective Depository Participants if the shares are held in electronic form.
5. All documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection to the Members at the registered office of the Company between 11:00 a.m and 1:00 p.m. on all working days upto the date of Annual General Meeting.
6. Pursuant to Section 205A of the Companies Act, 1956, dividend, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education & Protection Fund of the Central Government.

Members who have not encashed their dividend warrant so far for the financial year ended 31st March, 2003, or any subsequent financial year(s) are requested to address their claim to the Associate Vice President & Company Secretary, Surya Roshni Limited, 509, Padma Tower-II, 22, Rajendra Place, New Delhi - 110 008.

7. Information provided as per Clause 49IV(G)(i) of the Listing Agreement.

The following are the details of the directors seeking reappointment or recommended to be appointed as a Director :

Shri. K.K. Narula, aged about 71 years, has been the director of the Company since, March, 2000. He is the Chairman of the Company's Audit Committee and member of the Committee of Directors, Remuneration and Shareholders / Investors' Grievance Committees. He holds directorship and Chairmanship of Audit Committee of Surya Global Steel Tubes Ltd. Shri Narula is a M.Com. from the University of Delhi and also a Certified Associate of Indian Institute of Bankers (CAIIB). He has a vast experience of over 47 years in the field of Banking and Finance . He retired as Chief General Manager from SBI Chandigarh (LHO) and is currently working as Banking and Management Consultant. Further he is not holding any shares of the Company.

Shri Satya Narain Bansal, aged about 46 years, appointed as a whole-time director and designated as Deputy Managing Director (Finance and Corporate Management) of the Company Industrial Development Bank of India Ltd. He is a director in Surya Global Steel & Genpower Ltd., Surya Global Steel Tubes Ltd., Surya Global Cement Ltd., Surya Roadlinks Ltd., Surya Vijaynagar Steel & Power Ltd., Surya Chhatisgarh Power Ltd., Surya Gujarat Power Ltd., Sri Krishna Capital Services Pvt. Ltd. and Ashutosh Marketing Pvt Ltd. He is also the member of the Audit Committee of Surya Global Steel Tubes Ltd. He is a graduate in Commerce and Fellow Member of the Institute of Chartered Accountants of India. He has a rich experience of over 22 years in the Accounting, Financial management, Taxation and Commercial matters. Further he is holding 70 shares of the Company.

Shri Arvind Kumar Bansal, aged about 34 years, appointed as a whole-time director and designated as Deputy Managing Director (Operations and Corporate Management) of the Company. He holds the directorship in Goel Die Cast Ltd., Surya Manufacturing India Limited, Viksit Trading & Holding Limited, Lustre Merchants Pvt. Ltd., Surya Soft Tech Limited, Surya Global Steel Tubes Ltd., Surya Financial Services Limited, Dicord Commodore Pvt Ltd., Surya Vijaynagar Steel & Power Ltd., Surya Chhatisgarh Power Limited and Surya Gujarat Power Limited. Further he does not hold any committee membership. Shri Bansal is a Bachelor in Commerce and also a Fellow member of the Institute of Chartered Accountants of India. He has a vast experience of over 11 years in the field of Finance, Taxation, Auditing and Commercial matters Further he is not holding any shares of the Company.

Shri Shanker Singal, aged about 54 years, has been appointed as an additional director of the Company on 20th January, 2010. He holds directorship in Indian Promoters Private Limited and is not holding any committee membership. Sh. Singal is a Fellow member of the Institute of Chartered Accountants of India from 1980 onwards and has joined Registrar of Companies in the year 1983 and thereafter resigned as Registrar of Companies Jammu and Kashmir in 1987. Since 1987 he is in his own practice. He has a vast experience of over 30 years in the field of Finance, Taxation, Auditing , Company laws and Commercial matters. Further he is not holding any shares of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7

The Company has been sanctioned the Term / Corporate Loan from Bank of Baroda, State Bank of Patiala, State Bank of Travancore, Canara Bank and working capital limits from consortium Banks i.e. State Bank of India, Punjab National Bank State Bank of Patiala and IDBI Bank Ltd. for its Steel and Lighting Divisions. The details are as under:

- a) Term Loan of Rs.5000 lac (Rupees Five thousand lac only) lent and advanced by Bank of Baroda (BOB) to the Company.

- b) Corporate Loan of Rs. 2000 Lac (Rupees Two thousand lac only) lent and advanced by State Bank of Patiala (SBOP) to the Company.
- c) Term Loan of Rs. 3000 lac (Rupees Three thousand lac only) lent and advanced by State Bank of Travancore (SBOT) to the Company.
- d) Term Loan of Rs. 2000 lac (Rupees Two thousand lac only) lent and advanced by Canara Bank (CB) to the Company.
- e) The Working Capital Limits of Rs.40000 lac, secured on Second Charge basis, lent and advanced/agreed to be lent and advanced by State Bank of India, Punjab National Bank , State Bank of Patiala and IDBI Bank Limited to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	18400
2	Punjab National Bank	15100
3	State Bank of Patiala	3500
4	IDBI Bank Ltd.	3000
	Total	40000

the financial assistance together with interest thereon at the respective agreed rates, interest tax, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd. , Bank of Baroda, State Bank of Travancore and Canara Bank under Loan Agreements entered into/to be entered into by the Company in respect of the aforesaid loans have to be secured by a joint mortgage of all the immovable and movable properties of the Company, present and future.

Section 293(1)(a) of the Companies Act, 1956, provides inter alia that the Board of Directors of a Public Company shall not, without the consent of shareholders of such Public Company in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. Since the mortgage by the Company of its immovable and movable properties as aforesaid in favour of the Lenders may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956, before creation of the said mortgage/charge.

Copy of the Loan Agreement(s) executed between the Company and Lenders and copies of the relevant documents / correspondence between the said Lenders and the Company are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

None of the Directors of the Company is in any way, concerned or interested in the resolution.

ITEM NO. 8

Sh. Shanker Singal was co-opted as an Additional Director of the Company with effect from 20th January, 2010. Pursuant to section 260 of the Companies Act, 1956, and the Article of Association of the Company, Sh. Shanker Singal holds office only upto the date of ensuing Annual General Meeting of the Company. In accordance with the provisions of Section 257, the Board of Directors proposed his appointment as Director liable to retire by rotation.

Other relevant details regarding sh. Shanker Singal are provided in the Notice.

None of the Directors is concerned or interested in the said resolution except Shri Shanker Singal.

By Order of the Board

Registered Office :

Prakash Nagar, Sankhol,
Bahadurgarh - 124 507 (Haryana)
Dated : 28th May, 2010

B. B. SINGAL
ASSOCIATE VICE PRESIDENT
& COMPANY SECRETARY



MANAGEMENT DISCUSSION AND ANALYSIS

PROFILE

A journey whose path has been set in the year 1973 from a small tube making unit is recognized today by a name SURYA ROSHNI LIMITED both domestically and globally. It took 37 years of utmost dedication, commitment and deep faith that Surya emerged as a vast conglomerate in lighting and Steel Tube Division. Indeed it is a glorious achievement that today we have the largest ERP pipe manufacturing plant in India, a large cold rolling strip mill at Bahadurgarh (Haryana) and two lighting units one each at Kashipur (Uttarakhand) and Malanpur (MP) producing fluorescent tube lights, GLS Lamps, CFL Lamps, HPSV Lamps, HPMV Lamps and metal Halide lamps. It is the only Lighting Company of India with 100% backward integration.

In today's global economy quality indicates the parameter of company's success. Your company's success both domestic and globally is due to adoption of higher level of quality controls and management which now becomes the driving force of our success. Our Lighting sector is dedicated in introducing innovative end-user-driven and energy-efficient solutions and applications for lighting, based on a thorough understanding of the customer needs. Your company succeeded in bench-marking quality and innovation standards by achieving the ISO 9002 in the year 1999. The company was awarded ISO-14001 and OHSAS-18001 certifications related to environment and safety respectively. Company, has also obtained FIVE STAR Rating for Fluorescent Tube Lamps from Bureau of Energy Efficiency, India.

Your company continues to be committed towards making best of quality products at the affordable price through technology upgradation, value proposition, deep concern for customer satisfaction and at the same time ensuring human as well as environment safety and thus enhance value addition to the investors and to the society as a whole. No doubt, we will generate value for our capabilities beyond Indian borders and enable millions of India's knowledge workers to deliver their services, for making Surya one of the leading brand globally.

INDUSTRY STRUCTURE AND DEVELOPMENT

Company experienced a cut throat competition from other established market players and unorganized sectors, but still lighting division is witnessing remarkable growth in turnover and profit. The following may impact the market in the coming years :

- Small Scale Industry in GLS and FTL
- Shift from traditional to innovative lamps and systems

To overcome these problems the company has already started manufacturing complete range of Energy Saving Lamps (CFL) and during the year under review, company has undertaken and completed substantial expansion in its Kashipur unit by setting up FTL, CFL, PCB, HID and PVC plants in the said expansion. Further during the year, Malanpur unit has installed one CFL Line to produce T-3 Type Compact Fluorescent Lamps with capacity of 6 million pieces per annum. It also started PCB production for CFL lamps with SMT / Auto Insertion Technology.

Company shall be focusing primarily on the manufacture of High Mast Towers and Octagonal Street Light and other innovative lamps. During the year under review, ERW unit of High Mast Division with a Capital and with a installed capacity of 25000 MT per annum has started

commercial production. The Luminaire Business Group (LBG) of the company has made good progress in the recent times by picking good orders for Luminaires / HID Lamps & High Masts from established Public Sector Undertakings / Public Work Departments & local bodies as well as from a wide spectrum of Industrial & Commercial Luminaire Buyers.

The Steel Tubes industry too witnessed growth during the year under review and the market growing steadily due to the boom in infrastructure sector. There is tremendous scope for export of ERW Steel Pipes as well as Cold Rolling particularly to Canada, U.S.A. and European Countries including U.K, Germany and Belgium etc. One new furnace for hydrogen annealing has been put to further improve the quality of the Cold Rolled product. The Company has installed sixth Galvanizing Plant to enhance the capacity of galvanizing by 40000 M.T per annum. In pipe mill company have installed a Solid State Welder and Hydro testing Machine. To cater the power need of the plant, one out of the two 1.75 MW Gas Gen Set has been installed, which has improved company's in house generation of power. The future is likely to see only those companies successful, which have their products priced competitively and to sell their products in the international market. All possible efforts are being made by your company to reduce costs without compromising on the quality of the product and increase the export.

SWOT ANALYSIS

Strengths :

- Nationally and Internationally accepted "SURYA" Brand.
- Well focused vision of the Management
- Complete backward integration
- High quality of products
- Nation-wide marketing network

Weaknesses :

- Low margin due to cut throat competition
- Uncertainties of external market forces

Opportunities :

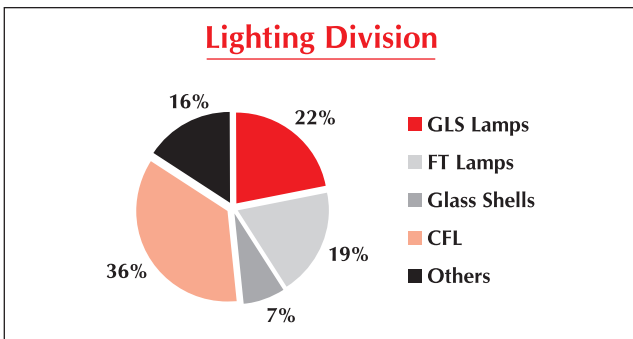
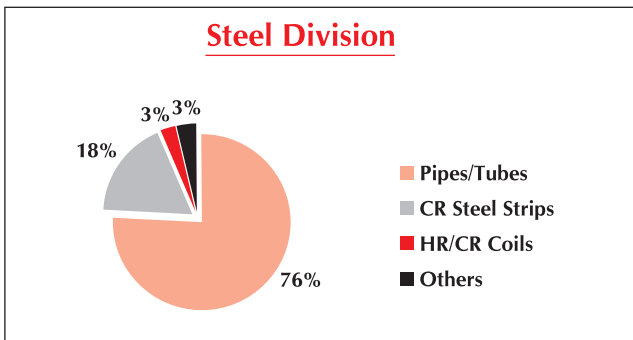
- Potential increase in demand of energy efficient products
- Untapped potential in outsourcing and marketing of Luminaries
- Increase in demand of regular lighting products with a general improvement in the power condition in urban as well as rural sectors and increase in spending on infrastructure development
- Area of High Masts Tower and Street Light Poles.
- Area of Luminaries & Light fittings.
- Liberalization at geographical markets

Threats :

- Tough competition from multi-national companies
- Unbranded products from the unorganised sector

SEGMENT-WISE PERFORMANCE

The company is broadly divided into two main segments viz. Steel and Lighting. During the year under review, the revenue distribution of various products of the two divisions was as under:



A detailed note on the segment-wise performance is given under the Notes on Accounts, forming a part of annual accounts of the company.

OUTLOOK

The Government is giving continuous thrust on housing and infrastructure sector where Steel Tubes and Pipes are used. The existing refineries are expanding their capacities and new refineries are coming into the scene. In future also there seems to be a tremendous scope for export in ERW Pipes as well as Cold Rolling particularly to Canada, USA and other European Countries. In cold Rolling Mill Company, have plans to modernize skin pass mill no.3 to double the output and to take care of the inventory in process. Company is planning to install a high capacity slitter to take care of market needs. The government spending on infrastructure development is also expected to increase the demand of pipes every year. With the easy availability of finance and tax incentives, it is expected that housing sector will get a major boost. In view of the same, the long term outlook of the Company remains positive. All these measures will help in increasing the sale & profitability in the current financial year.

With a general improvement in the power condition in urban as well as rural sectors and increase in spending on infrastructure development in the coming years, there is always an increase in demand of regular lighting products. Keeping in view the company undertakes substantial expansion of its Kashipur Unit by setting up FTL, CFL, PCB, HID and PVC plants. Apart from saving operating and administrative cost, the new products will also be exempt from the whole duty of excise or additional duty of excise for a period of 10 years from the date of eligibility of excise exemption of the same. The whole Kashipur unit will also be eligible to get tax exemption benefits in accordance with the provisions of Section 80-IC of the Income Tax Act, 1961. Full year benefit will be reflected during the current year in terms of profitability and growth.

Apart from this Union Government's Eleventh Plan power generation target will also give boost to the demand of steel poles and towers, for increasing efficiency in transmission and cutting down on transmission losses. The High Mast Project of the Company with a planned installed capacity of 75000 MT per annum ERW pipes and 11000 MT per annum High Mast / Poles will be fully commissioned to its total installed capacity by 15th JULY 2010.

Keeping the growing demands of Energy Saving Lamps and various Governments drive in this direction, we have already manufacturing total range of Energy Saving Lamps(CFL) and the Luminaire Business Group (LBG) of the company is moving beyond just "Me - too" towards an exclusive range of products :

- LED - Down Lighters / Street Lights
- Induction - Commercial / Industrial Luminaries Lamps
- Solar Street Lights
- Outdoor Designer Range - High end Street / Flood Lights

Further, company is in the process of setting - up a modern, world class, in house Research & Development Centre in Noida for carrying out research and development in the field of energy efficient Light Sources and Luminaires and its applications including LED Lighting System.

Through the well focused vision of the management, company will able to produce land mark results.

RISKS AND CONCERNS

Technology obsolescence is an inherent business risk in a fast changing world and speed of change and adaptability is crucial for survival of business. Government energy policy and development of new superior products may render some of its existing production facilities obsolescent. At SURYA, the continuing modernization, aggressive cost cutting and adaptability of new technology are always main strengths and enabled the company to do away with obsolescent plants/processes and to emerge as one of the most modern plants in the lighting industry throughout the world. Its strength enable the Company to face future risk and convert them into opportunities.

Further aggressive cost cutting, addition to the product mix to incorporate more value-added products and with the present strengths of the company, the management feels that it can now compete effectively both in terms of quality and price with similar products imported from various countries. With the assistance of world-renowned consultants, the company has made good progress towards its objective of becoming the world leader in lighting products. Intense competition in the Lighting industry, the company is adding a new product range. Moreover, stress is being laid on boosting exports as well as institutional demands. At the same time, labour, time and money is also being geared towards making the various plant premises more and more eco friendly.

The Steel Tubes industry has also been witnessing a fast changing environment. The quality parameters of pipes used in the oil sector are becoming more stringent each day. Moreover, any failure of pipes after the supply to customers in the oil and gas sector attracts heavy penalties. The company is taking utmost care to ensure very high quality of products. During the year under review, the company took major steps towards upgradation of technology in order to ensure compliance of the quality norms.

**INTERNAL CONTROL SYSTEM**

Your Company has a continuous process of evaluation of the adequacy of systems to ensure that the assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly. The budgetary control system is also in place to monitor capital-related costs and revenue costs against division-wise approved budgets.

Regular internal audits and checks are conducted. The Audit Committee of the Board of Directors reviews, at periodic intervals, the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them.

FINANCIAL AND OPERATIONAL PERFORMANCE

The Company was able to maintain itself as a leader in the Steel Tubes industry and as a strong contender in the Lighting industry. Given below are the financials of the company for the current as well as the previous year :

(Rs. in crores)

Particulars	2009-2010	2008-2009
Profit for the year	80.85	51.58
Less : Depreciation	27.09	23.67
Profit before tax	53.76	27.92
Provision for tax	8.59	6.38
Net Profit after tax	45.17	21.54
Balance brought forward from the previous year	121.76	105.37
Profit available for appropriations	166.93	126.91
Proposed Equity Dividend	5.57	3.12
Tax on Distributed Profits	0.92	0.53
Transferred to General Reserve	6.00	1.50
Balance carried to Balance Sheet	154.44	121.76

During the year the turnover of the Company increased to **Rs.1938.93 crores** from Rs.1690.59 crores last year, registering an increase of **14.69%**. The Profit After Tax is increased to **Rs. 45.17 crores** as compared to Rs. 21.54 crores last year registering a remarkable growth of **109.70%** during this period.

INDUSTRIAL RELATIONS AND HUMAN RESOURCE MANAGEMENT:

Industrial relations during the year under review were cordial and peaceful. The management wishes to place on record, the excellent cooperation and contribution made by the employees, collectively called "SURYA PARIVAR", at all levels of the organisation to the continued growth of the company. There was constant focus on all round organizational development. Various training programs including visionary exercises were conducted for personal as well as professional development of the employees. Further various other activities like annual sports, festival celebrations take place every year to get in touch with them and their families.

Relationship has been very cordial with the worker's union for the past several years. During the month of January 2008 the management executed wage agreement with the union, which shall be applicable till 31st December, 2010.

The Company's industrial relations continued to be harmonious during the year under review. The number of persons directly employed by the Company was 4438 as on 31st March, 2010.

CAUTIONARY STATEMENT

Statements in this report on Management's Discussion and Analysis describing the company's business, projections and estimates are forward looking statements. The achieving results may vary from those expressed or implied, depending upon economic conditions, government policies, regulations, tax laws and other incidental factors.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Seventh Annual Report on the operations of your Company, together with audited accounts for the year ended 31st March, 2010.

1. FINANCIAL RESULTS (Rs. in crores)

Particulars	2009-2010	2008-2009
Profit for the year	80.85	51.58
Less : Depreciation	27.09	23.67
Profit before tax	53.76	27.92
Provision for tax	8.59	6.38
Net Profit after tax	45.17	21.54
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Tax on Distributed Profits	0.92	0.53
Transferred to General Reserve	6.00	1.50
Balance carried to Balance Sheet	154.44	121.76

2. DIVIDEND

Your Directors are pleased to recommend the payment of dividend @ Rs.2.00 per share on the paid up equity share capital of Rs.27.83 crores. The dividend on Equity Shares, if approved at the Annual General Meeting, will be payable to those shareholders whose names appear on the company's register of members on 10th September, 2010. In respect of shares held in dematerialised form, the dividend shall be payable on the basis of beneficial ownership as at the end of 6th September, 2010, as per the details furnished by National Securities Depository Ltd./ Central Depository Services (India) Ltd. for the purpose, as on that date.

3. PERFORMANCE DURING THE YEAR UNDER REVIEW

During the year under review, the turnover of your Company increased to Rs.1938.93 crores from Rs.1690.59 crores last year, registering an increase of **14.69 %**. The Profit After Tax is increased to Rs. **45.17** crores as compared to Rs. 21.54 crores last year registering a growth of **109.70%** during this period. The export turnover during the year under review is **Rs.245.45** crores as compared to Rs. 362.66 crores in previous year. The performance of various divisions of your Company is given below:

STEEL DIVISION

During the year under review, the division has achieved a **23.42%** remarkable growth in volume terms despite the low average raw material prices in comparison to last year. The turnover of the division is Rs. **1337.44** crores as compared to Rs 1226.74 crores in the last financial year, registering an increase of **9.02%**. The export turnover of the division is **Rs.217.72** crores in comparison to Rs.335.21 crores in the last financial year. During the last financial year, the company has started a series of Dealer, Retailer, Plumber & Architect / Builder / Consultants Conferences along with Press conferences & Brand awareness campaigns which has increased the demand potential substantially.

During the year under review the company has commissioned one hydrogen annealing plant which has improved the quality of cold rolled product. The Company have also commissioned sixth galvanizing plant which has increased the capacity by 40000 MT per year. Solid State Welder and Hydro testing Machine have been installed in Pipe Mill. To cater the power need of the plant, company has ordered two 1.75 MW Gas Gen Set and out of which

one Gas Gen Set of 1.75MW has been installed during the year which has improved In-house generation of power. The Gas Gen Set will contribute for emission reduction and the emission reduction are used to meet the compliance requirement of the developed countries under CDM.

LIGHTING DIVISION

Despite tough competition from other established market players and unorganised sectors, the Division has witnessed a remarkable growth in turnover. During the year under review, the turnover of the division increased to **Rs.601.41** crores as compared to Rs.463.86 crores last year, an increase of **29.65 %**. However, the export turnover during the year under review is **Rs. 27.73** crores as against Rs.27.46 crores in previous year. Strategies are being continuously developed to give greater thrust to the exports.

During the year, Company has undertaken and completed substantial expansion in its Kashipur unit and the same has been inaugurated by Honorable Chief Minister of Uttarakhand on 25th March, 2010. Unit has set up new production facilities for manufacturing of FTL, CFL, PCB, HID, and PVC products in the said expansion. Apart from saving operating and administrative cost, the new products will also be exempt from the whole duty of excise or additional duty of excise for a period of 10 years from the date of eligibility of excise exemption of the same. The whole Kashipur unit will also be eligible to get tax exemption benefits in accordance with the provisions of section 80-IC of the Income-Tax Act, 1961.

During the year, Malanpur Unit has installed one CFL Line to produce T-3 Type Compact Fluorescent Lamps with capacity of 6 million pieces per annum .Unit added capacity in Cap Plant by installing new Furnace and adding one vitriting and one pinning machine. It also started PCB Production for CFL lamps with SMT/ Auto Insertion Technology.

During the year under review, ERW unit of High Mast Division with a installed capacity of 25000 MT per annum has started commercial production.

SUBSIDIARY

Company has a non-listed Indian Subsidiary Company named as Surya Global Steel Tubes Limited and as on 31st March, 2010, the company had a total investment of Rs. 50,00,00,000 with 53.73% equity shares in the same.

The Subsidiary Company has started its commercial production of spiral pipe project with capacity of 60000 MT in January, 2010 at Anjar, Bhuj (State of Gujarat). Subsidiary Company has proposed to set up a new project for production of API grade ERW Pipe at Bhuj.

The Subsidiary has changed its financial year and closed their Accounts on 30th September, 2009.

4. FUTURE PROSPECTS

STEEL DIVISION

In view of thrust of the Government of India on Water, Infrastructure and Export sectors, there is tremendous scope for growth in the Steel Pipe and Cold Rolled Industry. In Cold Rolling Mill, company has plans to modernize skin pass mill no. 3 which will double the output and take care of the Inventory in process. Company is also planning to install a high capacity slitter to take care of the market needs.

In large Dia Pipe the company has widened its product range as per the requirement of the market. More demand is expected from various Oil and Gas companies for LDP pipes of API standards. In future also there seems to be a tremendous scope for export of ERW Steel Pipes as well as Cold Rolling particularly to U.S.A., Canada and European countries.

LIGHTING DIVISION

With a general improvement in the power condition in urban as well as rural sectors and increase in spending on infrastructure development in the coming years, there is always an increase in demand of regular lighting products. Apart from this Union Government's planned power generation target will also give boost to the demand of steel poles and towers for increasing efficiency in transmission and cutting down on transmission losses.

Well defined strategies are being implemented in order to cater the gradual increase in demand of lighting products and enhance the product share in market and to boost the demand for your Company's products. Keeping in view the growing demands of Energy Saving Lamps and various Governments drive in this direction, we have already made ourselves ready to cater the growing demand in India as well as Global markets.

During the current year Malanpur Unit is in process of installing one more danner line for production of tabular glass shells. Through whole hearted efforts and better commitment at all levels, the turnover of the unit during the current year are likely to reflect a considerable growth as compared to those of the year under review. During the year under review, company completed substantial expansion in Kashipur Unit by setting up FTL,CFL,PCB,HID and PVC plants. Full year benefits will be reflected during the current year in terms of profitability and growth.

LUMINAIRE BUSINESS GROUP

The Luminaire Business Group (LBG) of the Lighting Division has made good progress in the year under review. In the current year LBG is focused on extending its existing range of products by introducing :

- T5-24W High Bays / PDC IP 65 for 250 W / PDC or GDC IP 66 for 70 to 400 - Top opening
- Prismatic High Bays
- Bollards & Post Tops
- Co Extruded Box series
- Wing C equivalent or better aesthetics
- DGMS range of flood lights & Street Lights
- Integrated version of 2 x 400 W Floodlights
- T5 Retrofit product
- PIA lamps in SON series
- MV based Control gear for MH applications
- Flame Proof

Luminaire Business Group is moving Beyond just ' Me - Too' towards an exclusive Range of Products :

- LED - Down Lighters / Street Lights
- Induction - Commercial / Industrial Luminaries Lamps
- Solar Street Lights
- Outdoor Designer Range - High end Street / Flood Lights

Luminaire Business Group will revamp and expand its Dealer Network Range from a current level of 275 dealers to 500 active dealers during the first half of this year. Various marketing initiative will be taken to further enhance the growth of this segment.

RESEARCH AND DEVELOPMENT CENTRE

Your Company is in the process of setting-up a modern, world-class, in-house Research & Development centre in Noida for carrying out research & development in the field of energy efficient Light Sources and Luminaires & its application including LED Lighting System. It also involves R&D on optical design, lighting electronics and Application Software. Principle R&D equipment being Mirror Gonio Photometer under import from LMT, Berlin. This is for spatial-photometry of LEDs and luminaires as also for

accurate, absolute luminous flux measurement of lamps & LED lighting System.

HIGH MAST DIVISION

The High Mast project is planned to have installed capacity of 75000 MT per annum ERW pipes and 11000 MT per annum High Mast / Poles on a land admeasuring 51 Acres acquired in Malanpur Industrial Area. The said project is expected to be fully commissioned to its total capacity by July, 2010. Some of the salient features are :-

- The civil construction work of the Boundary wall, ERW, Power House, Pipe Galvanizing, Water Tanks, Gate Office, and Weigh Bridge has been completed and the balance building is progressing fast and is expected to complete by July 2010.
- One ERW Pipe manufacturing line for production of pipes from ½ inch to 2 inches is commissioned and first commercial dispatch of Black ERW pipes was done.
- The Erection of Small Galvanizing plant for Pipes is under progress and the plant is expected to be commissioned by the end of May 2010. The installed capacity of this Galvanizing Plant would be 2500 MT per month.
- The Commissioning of High Mast Fabrication machines is expected to be completed by the end of June 2010 and the Galvanizing for High Mast with an installed capacity of 5000 MT per month is expected to be commissioned by 15th July 2010. After commissioning of this Galvanizing Plant the capacity of Galvanized ERW pipes would be augmented to 7000 MT per month.

5. FIXED DEPOSITS

The Public response towards the Company's fixed deposit scheme continued to be encouraging during the year under review. At the close of the year, 71 deposit holders, whose deposits, aggregating to Rs.36.30 lacs, had become due for payment, did not claim or renew their deposits. Since then, deposits aggregating to Rs. 23.36 lacs have either been claimed or renewed. The principal amount and interest were duly paid for all other deposits, which matured during the year.

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

Details of energy conservation and research and development activities undertaken by the Company along with information in accordance with provision of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are given as Annexure 'A' to the Directors' Report.

7. PARTICULARS OF EMPLOYEES AND DISCLOSURE OF INFORMATION

Particulars of employees, as required under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended and information as per Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are given as Annexure 'B' to the Directors' Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the



- financial year and of the profit of the Company for that period;
- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - iv. that the Directors had prepared the annual accounts on a going concern basis.

9. DIRECTORS

As per Article 101 of the Articles of Association of the Company, Shri K K Narula , Sh. S N Bansal and Sh. Arvind Bansal, retire by rotation and, being eligible, offer themselves for reappointment.

Change in Directorship

During the year under review, Sh. Rajendra Arya and Sh. G S Gupta have resigned from the Board w. e. f 12th May, 2009 and 23rd July, 2009 respectively. Your Directors placed on record the high sense of appreciation for the wise counsel and valuable services rendered by them during their tenure on the Board.

During the year under review Sh. Ravinder Kumar Narang and Sh. Mukesh Tripathi both were appointed as an Independent Directors from 18th June, 2009. Further Sh. Raju Bista was appointed as a whole - time director for a period of five years from 18th June, 2009 to 17th June, 2014 and their appointment(s) have been approved by the shareholders in the Annual General Meeting held on 24th September, 2009.

During the year, under review Sh. Alope Sengupta has been substituted as a Nominee Director of IDBI Bank Ltd w. e. f 3rd November, 2009 in place of Sh. M G Bakre on the Board of the company. Your Directors welcome Sh. Alope Sengupta and at the same time placed on record the high sense of appreciation for the wise counsel and valuable services rendered by Sh. M G Bakre during his tenure on the Board.

During the year under review, the Board of Directors has inducted Sh. Shanker Singal as additional director of the Company with effect from 20th January, 2010.

Appointment of Sh. Shanker Singal will strengthen the Board. He has a rich experience of over 30 years in the field of Finance, Taxation, Auditing, Company Laws and Commercial matters. His deep rooted knowledge and experience is vital for the growth and success of the Company.

10. AUDITORS

The Auditors, Messers. Sastry K. Anandam & Company, Chartered Accountants, retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for reappointment. The observations of the Auditors have been suitably dealt with in the notes on accounts.

11. COMPLIANCE CERTIFICATE

As per Revised Clause 49 of the Listing Agreement with the Stock Exchanges, the compliance certificate from Chairman and Managing Director and Deputy Managing Director (Finance) Cum CFO is given as Annexure 'C' to the Directors' Report.

12. ACKNOWLEDGEMENT

Your Directors wish to place on record, their appreciation for the continued support from All India Financial Institutions, Bankers, Government Authorities, Business Constituents and Investing Public.

Your Directors also wish to place on record once again, their appreciation for the contribution made by the workers, staff and executives at all levels, to the continued growth and prosperity of the Company. The overall industrial relations remained cordial at all the establishments.

for and on behalf of
the Board of Directors

J. P. AGARWAL
CHAIRMAN AND
MANAGING DIRECTOR

Place : New Delhi
Dated : 28th May, 2010



ANNEXURE 'A' TO DIRECTORS' REPORT

Information as per Section 217(1)(e) read with Companies(Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2010.

I. CONSERVATION OF ENERGY

a) Energy conservation measures taken :

At Steel Division, Bahadurgarh :

- One Gas Generator of Capacity 1.75 Mega Watt was commissioned to increase in-house power generation and for emission reduction and thus reduce overall power cost and will contribute for emission reduction.
- Replaced AC slip ring motor with 2 Nos. DC Motors in forming & Sizing sections resulting in higher productivity, and optimum use of High Frequency welder with reduce power consumption.
- Increased the load from HSEB from 11696 KW to 19730 KW and demand 7500 KVA to 12500 KVA, to run the total plant on HSEB Power.
- Installed Solid State HF Welder on pipe line reduces power consumption.

At Malanpur Unit of Lighting Division :

- Saving achieved in Natural Gas Consumption by installation of Reuperator in Cap Furnace.
- By replacement of Water Colling Pump in Lamp Cooling Plant saves cost and energy consumption
- Modification in radiator fan for Gas engine reduces energy consumption.
- Energy saving achieved by replacement of conventional chocks by electronic chocks.
- Replacement of electro mech. Pumps by electronic pumps.

At Kashipur Unit of Lighting Division :

- Replaced Old Vacuum Pump (EKT 150 / E 250) by latest version of tenfold pump in GLS / TL Section and thus reduced electrical energy.
- Replaced reciprocating Compressor air compressor with Screw Compressor to improve the quality of Air with reduce power consumption.
- 10 H.P soft water pump was replaced by 5 H.P Pump.
- NTL / TLD exhaust machine chilling plant stopped during winter season.
- D G Set power generation per unit increased from 3.44 units per liter to 3.50 unit per liter.

b) Additional investment and proposals being implemented for reduction of consumption of energy :

At Steel Division, Bahadurgarh :

Efforts are going on for usage of Gas based Generators for reduction of consumption of energy.

c) Impact of the measures at a) above for reduction of energy consumption and consequent impact on the cost of production of goods :

Using Gas based Generator Set for power generation will reduce the downtime which frequently took place in purchasing power from Electricity Boards. The above measures resulted in substantial saving in the consumption of energy and consequent saving in the cost of production of goods.

d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure to the Rules in respect of Industries in the Schedule thereto :

	Steel Products		Lighting Products		PVC*
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010
A) Power & Fuel Consumption					
1. Electricity					
a) Purchased					
Units (in thousands)	14583.37	12253.17	24022.95	14412.47	0.84
Total Amount (Rs. in lacs)	663.07	546.43	985.92	582.51	0.03
Rate / Unit (Rs.)	4.55	4.46	4.10	4.04	3.49
b) Own Generation					
Through Diesel Generator					
Units (in thousands)	2114.91	1499.44	1915.58	1631.22	Not used
Unit per Ltr. Of HSD	2.97	3.40	3.52	3.40	Not used
Cost / Unit (Rs.)	10.40	10.27	8.42	9.37	Not used
c) Own Generation by					
Natural Gas Generator Set					
Units (in thousands)	13936.07	11006.11	10307.20	14991.19	Not used
Unit per SCM3	3.17	3.08	3.91	3.80	Not used
Cost / Unit (Rs.)	3.84	3.62	3.45	3.19	Not used
2. Furnace Oil/LDO					
Qty. (K.Ltrs.)	Not used	24.42	3309.15	3351.38	Not used
Total amount (Rs. in lacs)	Not used	4.65	945.72	989.25	Not used
Avg. Rate (Rs.)	Not used	19.04	28.58	29.52	Not used
3. RLNG (Natural Gas)					
Qty. SCM3 (in thousands)	6259.89	4649.30	10178.90	9200.20	Not used
Total amount (Rs. in lacs)	760.58	518.41	1430.91	1040.12	Not used
Rate / SCM (Rs.)	12.15	11.15	14.06	11.31	Not used

	Steel Products		Lighting Products		PVC*
	2009-2010	2008-2009	2009-2010	2008-2009	2009-2010
4. L.P.G.					
Qty. (Tonnes)	Not used	Not used	2301.86	2215.98	Not used
Total amount (Rs. in lacs)	Not used	Not used	864.63	975.10	Not used
Rate / KG (Rs.)	Not used	Not used	37.56	44.00	Not used
5. Diesel / LDO					
Qty. (K.Ltrs.)	65.92	107.22	376.97	317.64	Not used
Total amount (Rs. in lacs)	19.80	35.53	112.75	99.18	Not used
Rate / Ltr. (Rs.)	30.04	33.14	29.91	31.22	Not used
6. Propane					
Qty. (Tonnes)	Not used	Not used	6.71	126.20	Not used
Total amount (Rs. in lacs)	Not used	Not used	2.05	39.60	Not used
Rate / KG (Rs.)	Not used	Not used	30.55	31.38	Not used
B) Consumption per unit production					
Product	Unit	Steel Tubes / Pipes / C.R.Strips (Per M.T.)	Glass Item (Per M.T.)		PVC* (Per M.T.)
Electricity	Units	107.76	104.21	153.03	151.89
Furnace Oil/HSD/LDO/RFO	Ltrs.	Not used	0.22	197.35	194.25
Propane / LPG	Kg.	Not used	Not used	56.40	60.66
HSD/LDO in GI -	Ltrs	0.41	0.73	Not used	Not used
HSD/LDO in CR Mill -	Ltrs	0.16	0.60	Not used	Not used
Natural Gas Consumption (In GI Mill)	SCM3	29.88	26.27	Not used	Not used
Natural Gas Consumption (In CR Mill)	SCM3	34.63	38.35	Not used	Not used

* Being the first year of production of PVC Products, previous figures are not applicable.

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form-B of the Annexure to the Rules :

1. Research and Development (R&D)

- Specific areas in which R&D carried out by the company : During the year under review, no R&D carried out.
- Benefits derived as a result of above R&D : Not Applicable
- Future Plan of action : Research and Development activities shall be carried out in future as the company is in the process of setting-up a modern, world-class, in-house Research & Development centre in Noida for carrying out research & development in the field of energy efficient Light Sources and Luminaires & its application including LED Lighting System.
- Expenditure on R&D : Except Capital Work-in progress of Research & Development Centre of Noida, No capital as well as recurring expenditure made on R&D.

2. Technology absorption, adaptation & innovation:

- Efforts, in brief, made towards technology absorption, adaptation & innovation : Major initiatives are being taken to upgrade the various processes by making use of latest and better techniques. Efforts are constantly being made to make the maximum use of the available infrastructure, at the same time innovating new techniques to bring about efficiency as well as economy in different areas. Employees are given appropriate training of and on the job, to enable them to achieve the planned performance.
- Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.: There were various benefits derived as a result of the efforts listed above, some of them included better utilization of the available resources, product improvement and development, cost reduction, better overall efficiency.
- In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) : Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

- Activities relating to exports, initiatives taken to increase export, development of new markets for products and services and export plans: Major initiatives were taken to boost the exports of the company. Some of them included :
 - Emphasis has been given on Foreign Traveling of Export Executives and Directors for development of new markets.
 - The Company has participated in the conferences and exhibitions organized in various foreign countries.
- Total foreign exchange used and earned (Rs. in lacs)
Used : 9852.09 Earned : 21931.37

for and on behalf of
the Board of Directors

J. P. Agarwal
Chairman & Managing Director

Place : New Delhi
Date : May 28, 2010

**ANNEXURE 'B' TO THE DIRECTORS' REPORT**

Statement of particulars of employees pursuant to the provisions of Section 217(2A) of the Companies Act, 1956, and part of the Directors' Report

Sl. No.	Name	Age yrs.	Designation / Nature of duties	Remuneration (Rs.)	Qualification	Experience yrs.	Date of Commencement of employment	Last employment and position held
Employed throughout the financial year								
1.	Sh. J.P. Agarwal	59	Chairman & Managing Director	76,20,000	B.Com	38	01.04.1986	Jindal Industries Ltd. (Executive Director)
2.	Sh. V.R. Majumdar	63	Chief Advisor - LBG	34,98,000	B.E Hons. (Elect)	41	01.08.2008	Bajaj Electrical Ltd. (Luminaries BU Head)
3	Sh. Krishna Raman	50	Sr.V.President (Sales & Mktg. LBG)	25,23,199	B.Com & P.G. Diploma in Business Mgt.	28	24.09.2008	Birla Sun Life Dist. (V.P & National Sales Head - B2C)
Employed part of the financial year								
1	Sh. Sanjay Raghunath Shinde	44	President (Intl. Mktg.- ERW & Spiral Pipe)	3,08,957	B.E (Mech.)	23	15.02.2010	Man Industries (I) Ltd. (AVP - Marketing)

Notes:

- 1) The employment of Shri J. P. Agarwal is contractual and governed by the terms and conditions approved by the Shareholders.
- 2) Remuneration includes salary, commission, medical exp., house rent paid / house rent allowance, other allowances and taxable value of perquisites.
- 3) No employees of the Company came within the purview of the provisions of Section 217 (2A)(a)(iii) of the Companies Act, 1956 during the year.

for and on behalf of
the Board of DirectorsPlace : New Delhi
Date : 28th May, 2010J. P. Agarwal
Chairman & Managing Director**ANNEXURE 'C' TO THE DIRECTORS' REPORT****Certification by Managing Director and Dy. Managing Director (Finance) & Chief Financial Officer (CFO) of the Company**

We hereby certify that for the financial year ending 31st March, 2010 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the 2009-2010 which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept the responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to certify these deficiencies.
5. We further certify that :
 - a. There have been no significant changes in internal control during this year.
 - b. There have been no significant changes in accounting policies during this year.
 - c. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Place : New Delhi
Dated : 28th May, 2010J. P. Agarwal
Chairman and
Managing DirectorS. N. Bansal
Dy. Managing Director
(Finance) & CFO

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2009-10

1. Corporate Governance Philosophy

The Securities and Exchange Board of India (SEBI) has prescribed mandatory standards of Corporate Governance for all companies listed on Indian stock exchanges. This chapter constitutes your Company's compliance with Clause 49 of the Listing Agreement.

Your Company has already adopted a Code of Conduct, which lays down the standards of values, ethics and business principles of the Management. Our business and day to day affairs of the Company are conducted with highest level of compliance.

2. Board of Directors

The names, along with categories of the Directors on the Board, their attendance at Board meetings during the year and at the last AGM as also the number of directorships and committee memberships held by them in other companies are given below :

Name of the Director	Category	No. of Board Meetings attended during 2009-10	Whether attended AGM on 24th Sept. 2009	No. of Directorships held in other companies		No. of Committee positions held in other companies	
				Chairman	Director	Chairman	Member
Sh. J. P. Agarwal (Chairman & Managing Director)	Promoter Executive Non-Independent	4	NO	1	8	-	-
Sh. M. G. Bakre ~ (IDBI Nominee)	Non-Executive Independent	4	NO	-	-	-	-
Sh. K. K. Narula	Non-Executive Independent	5	YES	-	1	1	-
Sh. Rajendra Arya #	Non-Executive Independent	1	NO	-	1	-	-
Smt. Urmil Agarwal	Non-Executive Non-Independent	2	NO	-	1	-	-
Sh. B.B. Chadha	Non-Executive Independent	5	NO	-	5	1	3
Sh. G.S. Gupta ***	Non-Executive Independent	2	NO	-	2	-	-
Sh. Satya Narain Bansal	Executive Non-Independent	5	YES	-	9	-	1
Sh. Arvind Kumar Bansal	Executive Non-Independent	3	NO	-	11	-	-
Sh. Vineet Kumar Garg	Executive Non-Independent	2	NO	-	7	-	1
Sh Ravinder Kumar Narang *	Non-Executive Independent	3	NO	-	2	-	-
Sh. Mukesh Tripathi *	Non-Executive Independent	2	NO	-	2	-	-
Sh. Raju Bista **	Executive Non-Independent	3	NO	-	4	-	-
Sh. Alope Sengupta ~ ~ (IDBI Nominee)	Non-Executive Independent	1	NO	-	1	-	1
Sh. Shanker Singal ^	Non-Executive Independent	Nil	NO	-	1	-	-

Resigned from the Board of the Company on 12th May, 2009.

* Appointed on the Board of the Company w .e. f 18th June, 2009

** Appointed as a Whole Time Director w .e. f 18th June, 2009

*** Resigned from the Board of the Company on 23rd July, 2009.

~ Withdraw Nomination of the Nominee Director by IDBI Bank Ltd. from the Board of the Company w .e. f 3rd November, 2009.

~ ~ Appointed as Nominee Director by Substitution of the Nominee by IDBI Bank Ltd. on the Board of the Company w .e. f 3rd November, 2009

^ Appointed on the Board of the Company w .e. f 20th January, 2010

The Chairman is an Executive Director and the number of Independent Non-Executive Directors on the Board is not less than 50% of the Board strength at any point of time, except for a period from 24th July, 2009 to 19th January, 2010. All Independent Non-Executive Directors comply with the legal requirements for being "independent". The Independent Directors do not have any pecuniary relationships or transactions either with the Company or with the promoters/management that may affect their judgment in any manner.

Under the Law, the Board of Directors must meet at least four times a year, with a maximum time gap of four months between any two meetings. During the last financial year, our Board met five times, on 10th April, 2009 ; 18th June, 2009 ; 23rd July, 2009 ; 29th October, 2009 and 20th January, 2010.

None of the Directors of our Company were members in more than 10 committees or acted as Chairman of more than five committees across all companies in which they were Directors.

**Surya Code of Conduct:**

The Board Members and Senior Management personnel have affirmed their compliance with the code of conduct. The Code of Conduct has already been posted on the website of the Company. The Chairman and Managing Director has certified that the Board Members and senior management personnel have complied with the code of conduct and the same is placed before the Board. The declaration to this effect signed by the Chairman and Managing Director is attached to this report.

3. Audit Committee

The Audit Committee comprises three Directors. During the year under review, four committee meetings were held. The names along with categories of the members and the attendance of members at the meeting was as follows :

Name of the Members	Status	No. of Meetings Attended
Sh. K. K. Narula	Chairman, Independent - Director	4
Sh.B. B. Chadha	Member, Independent - Director	4
Sh. G. S. Gupta *	Member, Independent - Director	1
Sh. Mukesh Tripathi **	Member, Independent - Director	1

* Resigned on 23rd July, 2009.

** Inducted on 23rd July, 2009 by re-constitution of Committee.

All the members except Sh. Mukesh Tripathi have extensive financial and accounting knowledge and background. The terms of reference of the Audit Committee are in line with Clause 49 II (C) and (D) of the Listing Agreement with the stock exchanges and Section 292A of the Companies Act, 1956. The quorum for the Committee is two members. The Audit Committee meetings were attended by the heads of Finance and Internal Audit and the Auditors (including Cost Auditors) as invitees. The members held discussions with the Auditors during the meetings and the Committee reviewed the periodic unaudited and audited results of the company before being considered and approved by the Board of Directors. Sh. B.B. Singal, AVP & Company Secretary, acts as the secretary to the Committee.

The role of the Audit Committee, which amongst other things includes the following:

1. Overseeing of the company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and fixation of audit fees and approval of payment of statutory auditors for any other services rendered by the statutory auditors.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
 - 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. Qualifications in the draft audit report.
4. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
5. 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 the 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.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. 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.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. 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.
11. 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.
12. Reviewing the management discussion and analysis of financial condition and results of operations:
13. Reviewing the significant related party transactions, submitted by management.
14. Reviewing the management letters / letters of internal control weaknesses issued by the statutory auditors.
15. Reviewing the internal audit reports relating to internal control weaknesses.
16. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor
17. Reviewing the financial statements, in particular, the investments made by the unlisted subsidiary company.

The minutes of the Committee were placed before the board.

4. Directors Remuneration

a. Pecuniary Relationships:

None of the Non Executive Directors of your Company have any pecuniary relationship or transactions with the Company except for sitting fees paid to them for attending Board meetings or Committee meetings thereof.

b. Remuneration Policy:

The following aspects are considered while determining the remuneration package of the senior management of the Company:

- Industry Standards
- Remuneration package of executives in the industry with similar skill sets

c. The details of remuneration / sitting fees paid to the Executive Directors / Non Executive Directors during the financial year 2009-2010 is as under:

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Commission (Rs.)	Stock Options	Sitting Fees (Rs.)
Sh. J.P.Agarwal (Chairman & Managing Director)	38,10,000	19,05,000	19,05,000	Nil	N .A.
Sh. S N Bansal	13,20,484	5,28,194	–	Nil	N. A.
Sh. Arvind Bansal	13,20,484	5,28,194	–	Nil	N. A.
Sh.Vineet Kumar Garg	13,20,484	5,28,194	–	Nil	N. A.
Sh.Raju Bista	4,71,667	1,88,667	–	Nil	N. A
Smt. Urmil Agarwal	Nil	Nil	Nil	Nil	30,000/-
Sh. K.K.Narula	Nil	Nil	Nil	Nil	3,60,000/-
Sh. Ravinder Kumar Narang	Nil	Nil	Nil	Nil	45,000/-
Sh. B.B. Chadha	Nil	Nil	Nil	Nil	2,55,000/-
Sh. Mukesh Tripathi	Nil	Nil	Nil	Nil	75,000/-
Sh. M.G. Bakre (IDBI Nominee)	Nil	Nil	Nil	Nil	60,000/-
Aloke Sengupta (As a representative of IDBI Bank)	Nil	Nil	Nil	Nil	15,000/-
Sh.Rajendra Arya	Nil	Nil	Nil	Nil	30,000/-
Sh. G.S. Gupta	Nil	Nil	Nil	Nil	90,000/-

Period of Contract (Sh. J.P.Agarwal) : 5 years from 1st January, 2007 (i.e. upto 31st December 2011)

Period of Contract (Sh. S.N.Bansal) : 5 years from 31st July, 2008 (i.e. upto 30th July, 2013)

Period of Contract (Sh.Arvind Bansal) : 5 years from 31st July, 2008 (i.e. upto 30th July 2013)

Period of Contract (Sh. Vineet Garg) : 5 years from 31st July, 2008 (i.e. upto 30th July 2013)

Period of Contract (Sh. Raju Bista) : 5 years from 18th June, 2009 (i.e. upto 17th June 2014)

The Company has not issued Stock options (ESOPs) to any of its Directors.

Number of Shares held by Non Executive Directors:

Shri Rajendra Arya - 200 (Since Resigned w. e. f 12th May, 2009)

Smt. Urmil Agarwal - 2,00,431

5. Remuneration Committee

During the year 2009-2010, One meeting was held on 18.06.2009 and which was attended by all the members. The members of the Remuneration Committee with their names, their categories and their attendance was as follows :

Name of the Members	Status	No. of Meetings Attended
Sh. K K Narula	Chairman, Independent - Director	1
Sh. Rajendra Arya #	Member, Independent - Director	Nil
Sh. G S Gupta *	Member, Independent - Director	1
Sh. B B Chadha **	Member, Independent - Director	Nil
Sh. Mukesh Tripathi **	Member, Independent - Director	Nil

Resigned on 12th May, 2009

* Resigned on 23rd July, 2009.

** Inducted on 23rd July, 2009 by reconstitution of Committee

The scope of the Remuneration Committee includes finalizing the remuneration packages for Executive Director(s) of the Company. Sh. B. B. Singal, AVP & Company Secretary, acts as the secretary to the committee.



6. Shareholders/ Investors' Grievance Committee

The Committee has the mandate to review and redress shareholder grievances. The Committee met 4 times during the year on 24.04.2009, 13.07.2009, 19.10.2009 and 09.01.2010, and the attendance of Members at the Meeting was as follows:

Name of the Members	Status	No. of Meetings Attended
Sh. Rajendra Arya#	Chairman	1
Sh.S N Bansal	Member	4
Sh. K.K Narula	Member	3
Sh. Mukesh Tripathi **	Member	2

Resigned on 12th May, 2009.

** Inducted on 23rd July, 2009 by re-constitution of Committee.

The quorum for the Committee is two members. The minutes of the Committee were placed before the Board.

Compliance Officer : Sh. B.B.Singal (AVP & Company Secretary)
 Number of shareholders' complaints received upto 31st March, 2010 : 11
 Number of complaints not solved to the satisfaction of the shareholders : Nil
 Number of pending complaints : Nil

7. General Body Meetings

The last three Annual General Meetings were held on the following dates :

28.09.2007; 24.09.2008; 24.09.2009

at the Registered Office of the company at Prakash Nagar, Sankhol, Bahadurgarh -124 507 at 10:30 a.m except for the Annual General Meeting held on 24.09.2009 which was held at the Registered office of the Company at Prakash Nagar, Sankhol, Bahadurgarh - 124507 at 11.00 a.m.

One Special Resolution was passed at the 34th AGM held on 28th September, 2007, One Special Resolution was passed at the 35th AGM held on 24th September, 2008 and One Special Resolution was passed at the 36th AGM held on 24th September, 2009.

During the last year , one special resolution was put through postal ballot. Shri Shanker Singal, Chartered Accountants of Shanker Singal Associates, 407 Sethi Bhawan, Rajendra Place, New Delhi has been appointed as the Scrutinizer and has conducted the postal ballot process. The details of voting pattern were as follows :

Voting pattern of Special Resolution u/s 372A of the Companies Act, 1956, as stated in Postal Ballot Notice dated 10th April, 2009.

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Equity Capital
Total Postal Ballot forms received	643	15134201	58.20%
Less : Invalid Postal Ballot Forms	79	35898	0.14%
Net Valid Postal Ballot Forms	564	15098303	58.06%
Postal Ballot forms with Assent for the Resolution	521	15083268	57.98%
Postal Ballot Forms with Dissent for the Resolution	43	15035	0.06%

Voting Pattern of Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956, as stated in Postal Ballot Notice dated 10th April, 2009.

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Equity Capital
Total Postal Ballot forms received	643	15134201	58.20%
Less : Invalid Postal Ballot Forms	133	43747	0.16%
Net Valid Postal Ballot Forms	510	15090454	58.04%
Postal Ballot forms with Assent for the Resolution	462	15074269	58.00%
Postal Ballot Forms with Dissent for the Resolution	48	16185	0.06%

8. Disclosures

- The senior management has made disclosures to the board relating to all material financial and commercial transactions. There are no materially significant related party transactions that may have potential conflict with the interest of the company at large.
- The Company has complied with all applicable requirements prescribed by the regulatory and statutory authorities including Stock Exchanges and SEBI during the preceding three financial years on all matters related to capital market and no penalties / strictures in this respect have been imposed on the Company.
- The Company has complied with all mandatory requirements and has constituted Remuneration Committee of the Board. As the personnel of the company have direct access to the management, company has not established a mechanism of Whistle Blower Policy.
- During the year, consequent to the shareholders' approval in the Extra Ordinary General Meeting held on 30th November, 2009, the Company has issued 64,00,000 optionally convertible warrants on preferential basis of Rs. 10/- each at premium of Rs. 49/- per warrant on 14th December, 2009. For the said 64,00,000 warrants, the Company has received the 25% upfront money on 15th December,2009 amounting to Rs. 9,44,00,000/- (Rupees Nine Crore Forty Four Lakks only). Further, out of the said warrants, on 12th March, 2010, 18,30,000 warrants have been converted into Equity Shares, and the company has received 75% allotment money amounting to Rs. 8,09,77,500/- (Rupees Eight Crore Nine Lakhs seventy seven thousand five hundred) against allotment of these 18,30,000 equity shares. on 09-03-2010 and 10-03-2010 from the applicants of the aforesaid equity shares.

The above funds have been utilized by the Company to financing the additional working capital requirements.

9. Means of Communication

- i. Quarterly results sent to each shareholders residence : No
- ii. Newspapers in which quarterly results normally published : Business Standard, Dainik Tribune
- iii. Website where results or official news are displayed : www.suryaroshnilighting.com
- iv. Whether it also displays presentations made to institutional investors or to the analysts : Yes (if any)
- v. Whether Management Discussion & Analysis Report is part of the Annual Report or not : Yes

10. General Shareholder Information

- i. **AGM :** Date and Time - 24.09.2010 at 11:00 a.m.
Venue - Prakash Nagar, Sankhol, Bahadurgarh, Haryana - 124 507.
- ii. **Financial Year** - 1st April to 31st March
- iii. **Book closure Date** - 07.09.2010 - 10.09.2010 (both days inclusive)
- iv. **Dividend payment date** - On or after 25.09.2010
- v. **Listing on Stock Exchanges** - The securities of the company were listed on the following Stock Exchanges during the financial year 2009-10:

The Stock Exchange, Mumbai
Rotunda Building, Dalal Street,
Fort, Mumbai - 400 001.

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra, Mumbai - 400 051.

The company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2009-10 and 2010-11

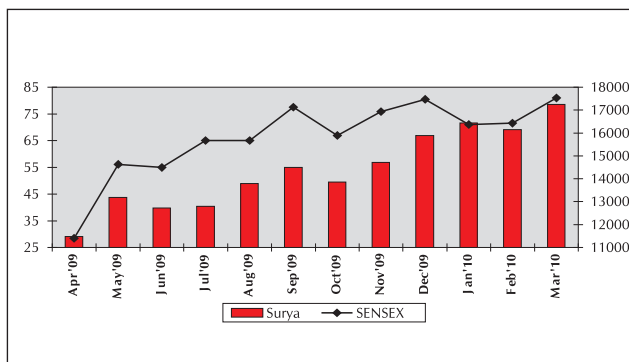
vi. Stock Code

- Equity Shares - BSE - (Physical) - 336
(Dematerialised) - 500336
- NSE - (Symbol) - SURYAROSNI

vii. Market Price Data :

MONTH	NSE		BSE	
	HIGH (Rs.)	LOW (Rs.)	HIGH (Rs.)	LOW (Rs.)
April, 2009	34.80	25.15	34.75	25.15
May, 2009	49.30	26.60	49.75	28.35
June, 2009	58.65	37.75	57.80	37.10
July, 2009	41.95	34.75	41.85	32.00
August, 2009	51.00	37.15	51.00	37.80
September, 2009	59.00	48.20	59.40	48.05
October, 2009	66.10	48.55	66.25	49.20
November, 2009	62.30	48.95	62.30	48.35
December, 2009	70.35	53.50	70.35	51.25
January, 2010	94.40	66.10	93.70	64.25
February, 2010	80.40	67.00	80.50	65.00
March, 2010	81.40	69.70	81.80	69.50

viii. Performance in comparison to BSE SENSEX



ix. Registrar

(Common for both Physical and Electronic share registry)

- MAS Services Limited**
T-34, 2nd Floor, Okhla Industrial Area, Phase-II,
New Delhi - 110 020
Tel. : (011) 2638 7281/ 82 / 83
Fax : (011) 2638 7384
E-Mail: info@masserv.com

x. Share Transfer System

The Company's share transfers are handled by MAS Services Ltd., Registrar and Transfer Agents(RTA). The shares received in physical mode by the Company/RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialisation of shares is sent to the respective depositories - National Securities Depository Limited / Central Depository Services (India) Limited within 15 days. None of the transfer was pending for more than a fortnight as on 31st March, 2010.



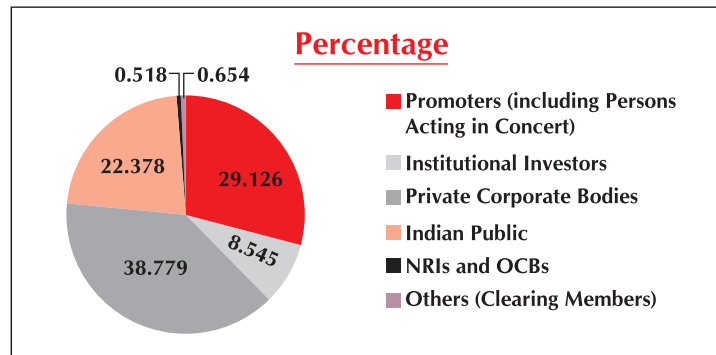
xi. Distribution of Shareholding

Holdings	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1-5000	19829	99.14	5736760	20.61
5001-10000	88	0.44	647344	2.33
10001- 20000	31	0.15	486364	1.75
20001-100000	20	0.10	926929	3.33
Over 100000	33	0.17	20033853	71.98
TOTAL	20001	100.00	27831250	100.00

Shareholding Pattern

CATEGORY	No. of Shares held	% age of Paid-up Capital
Promoters (including Persons Acting in Concert)	8106024	29.126
Institutional Investors	2378404	8.545
Private Corporate Bodies	10792796	38.779
Indian Public	6227975	22.378
NRIs and OCBs	144150	0.518
Others (Clearing Members)	181901	0.654
TOTAL	27831250	100.00

Graphical Representation of the Shareholding Pattern



- xii. Dematerialisation of Shares & Liquidity** : The company has obtained electronic connectivity with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for demat facility (ISIN: INE335A01012). As on 31st March, 2010, 2,49,12,270 equity shares, being 89.51% of the company's total paid-up equity shares had been dematerialized.
The shares of the company are regularly traded at the NSE and BSE.
- xiii. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date & likely impact on equity** : 45,70,000 optionally convertible warrants of Rs. 59/- each, Rs. 14.75/- has been paid-up on the said warrants. The same are convertible into equivalent number of equity shares on or before 13th June, 2011. After conversion, the paid-up equity capital will be enhanced accordingly.
- xiv. Plant Locations** : **Steel Division** : Prakash Nagar, Sankhol, Bahadurgarh, Haryana - 124 507.
: **Lighting Division** : 7 km Stone, Kashipur-Moradabad Road, Kashipur - 244 713 (Uttarakhand) J-7, 8 & 9, Malanpur Industrial Area, Malanpur, Distt. Bhind (M.P.)
- xv. Address for correspondence** : **The Company Secretary**
Surya Roshni Limited
509, Padma Tower - II, 22, Rajendra Place, New Delhi - 110 008.
Tel. - (011) 43821162, 47108000 (Ext. - 127 & 128) **Fax** - (011) 25789560
E-Mail - surya@sroshni.com
investorgrievances@sroshni.com

DECLARATION

I hereby confirm that all the Board Members and senior management personnel of the company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended 31st March 2010 in terms of Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges.

Place : New Delhi
Dated : 28th May, 2010

J.P. Agarwal
CHAIRMAN & MANAGING DIRECTOR
DIRECTOR IDENTIFICATION NO. - 00041119



AUDITOR'S CERTIFICATE

Auditor's certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the members of
Surya Roshni Limited

We have examined the compliance of conditions of corporate governance by Surya Roshni Limited ("the Company") for the year ended 31st March, 2010, as stipulated in revised Clause 49 of the Listing Agreement of the Company with the stock exchanges.

The compliance of the 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 the 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 to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the abovementioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

For **SASTRY K. ANANDAM & CO.**
CHARTERED ACCOUNTANTS

(CA. ANANDA SASTRY K.)

Partner, FCA

Membership No. 9980

Firm Registration No.000179N

Place : New Delhi

Dated : 28th May, 2010



AUDITORS' REPORT

The Members

1. We have audited the attached Balance Sheet of M/s SURYA ROSHNI LIMITED as at 31st March, 2010 the related Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our Audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan & perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts & disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of Sub Section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account, as required by law have been kept by the Company so far as appears from our examination of those books.
 - (iii) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report Comply with the mandatory Accounting Standards referred in Sub Section (3C) of Section 211 of the Companies Act, 1956.
 - (v) On the basis of written representations received from the directors as on 31st March, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India :
 - a) in so far as it relates to Balance Sheet, of the State of affairs of the Company as at 31st March, 2010;
 - b) in so far as it relates to Profit and Loss Account, of PROFIT of the Company for the year ended on that date ; and
 - c) in so far as it relates to the Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **SASTRY K. ANANDAM AND CO.**
CHARTERED ACCOUNTANTS

(CA. ANANDA SASTRY K.)
Partner, F.C.A.

Membership No. 9980

Firm Registration No.000179N

Place : New Delhi
Dated : 28th May, 2010

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a programme of physical verification on a rotational basis, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its business. Accordingly, certain fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
 - c) There was no substantial disposal of fixed assets during the year.
2. In respect of its inventories :
 - a) The Management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
 - a) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - b) Since the Company has not granted any loans, the Clause (b), (c), (d) relating to the rate of interest, receipt of Principal amount, overdue amount does not apply.
 - c) The Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - d) Since the Company has not taken any loans, the Clause relating to the rate of interest, payment of Principal amount, overdue amount does not apply.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls system of the Company.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. Since the Company has not defaulted in repayments of deposits, compliance of Section 58AA. No order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the Company Pursuant to the Rules made by the Central Government for the maintenance of Cost Records under Section 209(1) (d) of the Companies Act, 1956 and we are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
9. In respect of statutory dues :
 - i) the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, Income Tax, Sales/VAT Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
 - ii) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales/VAT Tax, Custom Duty, Excise Duty and Cess were in arrears as at 31st March, 2010 for a period of more than six months from the date they became payable.
 - iii) The disputed statutory dues aggregating to Rs.3,97,80,382/- that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of Dues	Forum where dispute is pending	Amount in (Rs.)
1.	Central Excise Act, 1944	Excise Duty	CESTAT	2,67,87,554
2.	Employees State Insurance Act, 1966	Employees State Insurance Calculation	High Court	34,55,828
3.	UPSEB	UPSEB Acts	High Court	41,27,000
4.	Sales Tax/VAT Acts	Taxes	Upto Commissioner Level High Court	30,42,000 23,68,000
			Total	3,97,80,382

10. The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.

11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other investments.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in Shares, securities, debentures and other investments. Accordingly, the Provisions of Clause 4 (xiv) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company
15. The Company has given guarantees to the extent of Rs.135 crores to the Bank(s) on account of Term Loans taken by the Subsidiary Company in pursuant to resolution under section 372A of the Companies Act, 1956.
16. In our opinion, the term loans have been applied for the purposes for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term assets except permanent working capital.
18. The Company has issued the Preferential allotment of 64,00,000 Optionally Convertible Equity Warrants to Promoters Group at a price of Rs.59/- which includes a premium of Rs.49/- per share calculated on the relevant date, in accordance with the SEBI (Issues of Capital & Disclosure Requirements) Regulations, 2009 and out of which 18,30,000 were converted into Equity Shares of Rs.10/- each fully paid and 45,70,000 Warrants are still outstanding for conversion as on date of the Balance Sheet.
19. The Company has no debentures as at 31st March, 2010.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

for **SASTRY K. ANANDAM AND CO.**
CHARTERED ACCOUNTANTS

(CA. ANANDA SASTRY K.)
Partner, F.C.A.

Place : New Delhi
Dated : 28th May, 2010

Membership No. 9980
Firm Registration No.000179N

**BALANCE SHEET AS AT 31ST MARCH, 2010**

Particulars	Schedule No.	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SOURCES OF FUNDS			
SHAREHOLDER'S FUND			
Share Capital	1	37,00,40,000	28,43,32,500
Reserve & Surplus	2	2,20,04,31,716	1,72,44,45,857
LOAN FUNDS			
Secured Loans	3	5,73,96,62,708	3,83,05,29,138
Unsecured Loans	4	89,62,75,773	57,33,93,022
DEFERRED TAX LIABILITIES (NET)		55,81,15,708	50,64,66,250
TOTAL		9,76,45,25,905	6,91,91,66,767
APPLICATION OF FUNDS			
FIXED ASSETS :			
Gross Block	5	8,29,00,52,288	6,82,68,12,374
Less : Depreciation		3,68,91,73,135	3,44,01,01,669
Net Block		4,60,08,79,153	3,38,67,10,705
Capital Work in Progress		48,28,13,412	10,40,41,640
INVESTMENTS	6	50,17,00,000	16,07,50,000
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	7	2,81,37,70,590	1,96,67,53,035
Sundry Debtors	8	1,79,06,79,737	1,44,76,19,707
Cash & Bank Balances	9	10,03,00,730	9,46,29,034
Loans & Advances	10	27,91,30,839	26,05,67,054
		4,98,38,81,896	3,76,95,68,830
LESS : CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	11	63,14,78,724	38,08,20,832
Provisions	12	17,32,69,832	12,10,83,576
		80,47,48,556	50,19,04,408
NET CURRENT ASSETS		4,17,91,33,340	3,26,76,64,422
TOTAL		9,76,45,25,905	6,91,91,66,767
Significant Accounting Policies and Notes on Accounts	21		

The Schedules referred to above and notes on accounts thereon form an integral part of Balance Sheet.

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

Raju Bista
Dy. Managing Director
(Corporate)

B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

Directors

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	Schedule No.	Year ended 31st March, 2010 (Rs.)	Year ended 31st March, 2009 (Rs.)
INCOME			
Sales	13	19,38,92,58,487	16,90,59,06,964
Less : Internal consumption		41,51,15,690	82,02,88,846
		18,97,41,42,797	16,08,56,18,118
Less : Excise duty recovered on sales		1,02,10,48,440	1,19,48,20,340
		17,95,30,94,357	14,89,07,97,778
Other Income	14	86,49,289	58,08,335
Accretion/(Decretion) to Stock	15	49,49,15,551	12,30,64,064
TOTAL		18,45,66,59,197	15,01,96,70,177
EXPENDITURE			
Raw Material Consumed		13,46,37,36,678	12,08,06,05,216
Less : Internal Consumption		40,26,37,189	78,79,29,709
		13,06,10,99,489	11,29,26,75,507
Purchase for Resale		67,78,10,455	30,48,42,705
Packing Material Consumed		27,27,83,654	22,20,98,451
Manufacturing Expenses	16	81,33,40,766	60,75,62,698
Employees Remuneration & Benefits	17	89,08,83,943	65,16,70,684
Selling Expenses	18	1,18,11,12,552	74,66,23,964
Interest	19	48,71,43,215	46,44,14,937
Other Expenses	20	26,39,83,882	21,39,35,420
Depreciation		27,14,29,336	23,71,68,704
Less: Transferred from Capital Reserve on Revaluation of Fixed Assets		501,226	5,01,226
		27,09,28,110	23,66,67,478
TOTAL		17,91,90,86,066	14,74,04,91,844
PROFIT/(LOSS) BEFORE TAX FOR THE YEAR		53,75,73,131	27,91,78,333
Provision for Tax			
– Current Tax		9,54,02,492	3,28,86,406
– Deferred		5,16,49,459	2,99,32,077
– Fringe Benefit		–	41,00,073
– Minimum Alternate Tax Credit Adjustment		(6,12,03,250)	(31,37,873)
PROFIT/(LOSS) AFTER TAX		45,17,24,429	21,53,97,650
Surplus brought forward from previous year		1,21,76,00,193	1,05,37,06,738
AVAILABLE FOR APPROPRIATIONS			
Proposed Equity Dividend		5,56,62,500	3,12,01,500
Tax on Dividend		92,44,845	53,02,695
Transfer to General Reserve		6,00,00,000	1,50,00,000
Balance carried to Balance Sheet		1,54,44,17,277	1,21,76,00,193
Earning per Equity Share - Basic & Diluted		16.23	8.28
Significant Accounting Policies and Notes on Accounts	21		

The Schedules referred to above and notes on accounts thereon form an integral part of Profit & Loss Account.

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

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Dy. Managing Director
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B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

Directors



Schedules to the Balance Sheet

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SCHEDULE 1		
SHARE CAPITAL		
Authorised :		
4,98,00,000 Equity Shares of Rs.10/- each	49,80,00,000	49,80,00,000
6,20,000 Preference Shares of Rs.100/- each	6,20,00,000	6,20,00,000
	<u>56,00,00,000</u>	<u>56,00,00,000</u>
Issued, Subscribed and Paid up :		
2,78,31,250 (Previous Year - 2,60,01,250) Equity Shares of Rs. 10/- each fully paid-up (Of the above shares 3,00,000 Equity shares of Rs.10/- each allotted as fully paid up Bonus shares by capitalisation of General Reserve during 1980-81, 86,47,500 Equity shares of Rs.10/- each during 1994-95 and 22,38,750 Equity shares of Rs. 10/- each during 1995-96 by capitalisation of securities premium account.)	27,83,12,500	26,00,12,500
Forfeiture Reserve		
Forfeiture of 38,00,000 (Previous year 38,00,000) Optionally Convertible Equity Warrants of Rs. 64/- each Rs. 6.40 paid up	2,43,20,000	2,43,20,000
45,70,000 (Previous year - Nil) Optionally Convertible Equity Warrants of Rs. 59/- each, Rs. 14.75/- paid-up (Refer Note No. 6)	6,74,07,500	-
Total	<u>37,00,40,000</u>	<u>28,43,32,500</u>

	As at 31.03.2009	Addition	Deduction	As at 31.03.2010	As at 31.03.2009
SCHEDULE 2					
RESERVES AND SURPLUS					
Capital Reserve					
- Capital subsidy	50,00,000	-	-	50,00,000	50,00,000
- on revaluation of Fixed Assets	1,02,18,460	-	501,226	97,17,234	1,02,18,460
Capital Redemption Reserve	3,00,00,000	-	-	3,00,00,000	3,00,00,000
Securities Premium	26,15,29,175	8,96,70,000	-	35,11,99,175	26,15,29,175
General Reserve	20,00,98,030	6,00,00,000	-	26,00,98,030	20,00,98,030
	<u>50,68,45,665</u>	<u>14,96,70,000</u>	<u>5,01,226</u>	<u>65,60,14,439</u>	<u>50,68,45,665</u>
Profit & Loss Account				<u>1,54,44,17,277</u>	<u>1,21,76,00,193</u>
				<u>2,20,04,31,716</u>	<u>1,72,44,45,857</u>

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
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SCHEDULE 3

SECURED LOANS

Term Loans

From Financial Institutions

8,88,06,721

58,15,05,891

From Banks

2,69,05,39,698

1,05,43,84,479

Working Capital Loans from Banks

2,96,03,16,289

2,19,46,38,768

5,73,96,62,708

3,83,05,29,138

- NOTES :** 1) Term Loans from Banks and financial Institutions secured by deposit of title deeds relating to immovable assets of the company and further secured by hypothecation of all company's movable assets.
2) Working Capital Loans from Banks are secured against hypothecation of present and future stock of raw material, stock in process, finished goods, spare and stores, book debts etc., guaranteed by Managing Director of the company and further secured by way of second charge on the company's Fixed Assets.

SCHEDULE 4

UNSECURED LOANS

Fixed deposits from Public

48,58,59,000

21,90,68,000

From Financial Institutions and Banks

29,99,90,195

19,28,65,486

Interest Free Sales Tax Loan

-

3,05,37,778

Deposit from Companies

7,00,00,000

10,00,00,000

Trade Deposit & Others

4,04,26,578

3,09,21,758

Total

89,62,75,773

57,33,93,022

Schedules to the Balance Sheet/Profit & Loss Account

SCHEDULE 5		(Amt. in Rs.)									
		GROSS BLOCK					DEPRECIATION				
FIXED ASSETS	PARTICULARS	As At 01.04.2009	Additions	Sales/ Adjustments	As at 31.3.2010	Up To 31.3.2009	For the year ended 31.03.10	Sales/ Adjustments	Up To 31.3.2010	As at 31.3.2010	As at 31.3.2009
	Land & Site Development	10,13,57,097	10,77,23,616	-	20,90,80,713	-	-	-	-	20,90,80,713	10,13,57,097
	Building	70,86,54,148	23,68,88,517	-	94,55,42,665	24,43,29,782	2,11,23,469 #	-	26,54,53,251	68,00,89,414	46,43,24,366
	Plant & Machinery	5,76,82,07,349	1,13,46,14,850	4,57,47,676	6,85,70,74,523	3,03,95,94,222	23,31,77,967 #	1,78,97,360	3,25,48,74,829	3,60,21,99,694	2,72,86,13,127
	Furniture & Fixtures	3,27,70,129	26,41,114	1,20,047	3,52,91,196	2,10,67,004	18,93,218	26,283	2,29,33,939	1,23,57,257	1,17,03,125
	Vehicles	9,43,20,734	2,13,73,737	90,69,561	10,66,24,910	4,60,55,096	79,42,081	41,77,876	4,98,19,301	5,68,05,609	4,82,65,638
	Office Equipments	8,92,61,014	1,34,94,159	3,96,900	10,23,58,273	6,57,45,475	64,80,753	2,56,351	7,19,69,877	3,03,88,396	2,35,15,539
	Airconditioners & Coolers	1,37,78,067	17,99,421	23,000	1,55,54,488	65,75,034	6,63,731	-	72,38,765	83,15,723	72,03,033
	Miscellaneous Assets	34,08,271	61,684	-	34,69,955	16,79,491	1,48,117	-	18,27,608	16,42,347	17,28,780
	Temporary Erections	1,50,55,565	-	-	1,50,55,565	1,50,55,565	-	-	1,50,55,565	-	-
	TOTAL	6,82,68,12,374	1,51,85,97,098	5,53,57,184	8,29,00,52,288	3,44,01,01,669	27,14,29,336	2,23,57,870	3,68,91,73,135	4,60,08,79,153	3,38,67,10,705
	Previous Year	6,07,07,85,428	78,15,14,217	2,54,87,271	6,82,68,12,374	3,22,43,12,822	23,71,68,704	2,13,79,857	3,44,01,01,669	3,38,67,10,705	2,84,64,72,606

Includes depreciation on revalued cost of assets amounting to Rs. 5,01,226/- (Previous Year Rs. 5,01,226/-)



Schedules to the Balance Sheet

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SCHEDULE 6		
INVESTMENTS (AT COST)		
Non Trade		
Unquoted		
Long Term		
50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Steel & Gen Power Limited	500,000	50,000
50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Cement Limited	500,000	50,000
50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Infrastructure Limited	500,000	50,000
5,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Roadlink and Infra Limited	50,000	50,000
5,000 (Previous Year -NIL)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Vijay Nagar Steel & Power Limited	50,000	-
5,000 (Previous Year -NIL)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Chhatisgarh Power Limited	50,000	-
5,000 (Previous Year -NIL)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Gujarat Power Limited	50,000	-
In Subsidiary Company		
5,00,00,000(Previous Year - 1,60,55,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Steel Tubes Limited	50,00,00,000	16,05,50,000
Total	50,17,00,000	16,07,50,000
Book Value of Quoted Investments Rs NIL (Previous Year - NIL)		
Market Value of Quoted Investments Rs. NIL (Previous Year - NIL)		
SCHEDULE 7		
STOCK (as certified by the Management)		
Stores and spare parts, etc (at cost on FIFO Basis)	23,37,06,448	19,05,23,154
Raw Materials (at cost on FIFO basis)	77,17,72,953	46,28,54,242
Scrap and salvage (at market value)	4,69,02,341	2,19,46,020
Semi-finished goods (at cost or net realisable value, whichever is less)	52,98,28,795	25,30,51,155
Finished goods (at cost or net realisable value, whichever is less)	1,16,22,71,999	97,12,75,374
Real Estate Division (WIP) (at cost or net realisable value, whichever is less)	6,92,88,054	6,71,03,090
Total	2,81,37,70,590	1,96,67,53,035
SCHEDULE 8		
SUNDRY DEBTORS (unsecured, considered good)		
Debts outstanding for a period exceeding six months	39,88,110	54,06,266
Other debts	1,78,66,91,627	1,44,22,13,441
Total	1,79,06,79,737	1,44,76,19,707
SCHEDULE 9		
CASH AND BANK BALANCE		
Cash on hand	47,43,366	27,51,717
Cheques/Drafts/TTs in hand/ in transit	7,17,28,566	6,84,22,551
Balance With Scheduled Banks in :		
- Current Account	45,46,040	39,85,747
- Fixed Deposits	1,60,38,387	1,65,69,470
- Unpaid Dividend Accounts	32,44,371	28,99,549
Total	10,03,00,730	9,46,29,034

Schedules to the Balance Sheet

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SCHEDULE 10		
LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	21,98,98,015	20,87,52,458
Security Deposits	4,64,10,667	2,47,05,466
Earnest Money Deposits	63,15,267	73,90,469
Claims Recoverable/Receivable	65,06,890	1,97,18,661
Total	27,91,30,839	26,05,67,054
SCHEDULE 11		
CURRENT LIABILITIES		
Sundry Creditors		
– Due to Micro and Small Enterprises	2,44,16,741	1,69,82,963
– Others	34,60,58,699	14,81,97,189
Other Liabilities	22,85,06,929	18,89,01,528
Interest accrued but not due	3,24,96,355	2,67,39,152
Total	63,14,78,724	38,08,20,832
SCHEDULE 12		
PROVISIONS		
Proposed Equity Dividend	5,56,62,500	3,12,01,500
Tax on Dividend	92,44,845	53,02,695
Provision for gratuity *	8,60,66,095	6,58,97,912
Provision for Leave Encashment *	2,22,96,392	1,86,81,469
	17,32,69,832	12,10,83,576

*Refer Note No. 5

Schedules to the Profit & Loss Account

	For the Year ended 31st March, 2010 (Rs.)	For the year ended 31st March, 2009 (Rs.)
SCHEDULE 13		
SALES		
Inland (net of return)	16,93,46,88,483	13,27,92,78,795
Export*	2,45,45,70,004	3,62,66,28,169
	19,38,92,58,487	16,90,59,06,964
Less : Internal consumptions of components	41,51,15,690	82,02,88,846
Total	18,97,41,42,797	16,08,56,18,118

*Export Includes Export Benefits of Rs. 15,98,84,410 (Prev. Yr. Rs. 14,59,57,170)



Schedules to the Profit & Loss Account

	For the Year ended 31st March, 2010 (Rs.)	For the year ended 31st March, 2009 (Rs.)
SCHEDULE 14		
OTHER INCOME		
Rent	24,000	24,000
Interest (TDS Rs. 2,51,618)	20,17,083	21,39,067
Miscellaneous Income	18,20,142	7,51,255
Profit on Sale of Fixed Assets	47,88,064	28,94,013
	<u>86,49,289</u>	<u>58,08,335</u>
SCHEDULE 15		
ACCRETION/(DECRETION) TO STOCK		
Stock as at 1st April		
Finished Goods	97,12,75,374	86,16,99,709
Semi Finished Goods	25,30,51,155	20,62,35,315
Scrap	2,19,46,020	5,78,79,022
Real Estate Division (WIP)	6,71,03,090	6,44,97,530
	<u>1,31,33,75,639</u>	<u>1,19,03,11,576</u>
Stock as at 31st March		
Finished Goods	1,16,22,71,999	97,12,75,375
Semi Finished Goods	52,98,28,796	25,30,51,155
Scrap	4,69,02,341	2,19,46,020
Real Estate Division (WIP)	6,92,88,054	6,71,03,090
	<u>1,80,82,91,190</u>	<u>1,31,33,75,640</u>
Accretion/(Decretion) to Stock	<u>49,49,15,551</u>	<u>12,30,64,064</u>
SCHEDULE 16		
MANUFACTURING EXPENSES		
Stores and spares consumed	16,25,89,586	13,09,85,632
Power and fuel	37,70,68,781	30,89,89,346
Water charges	33,89,854	37,54,523
Repairs to :		
Machinery	1,29,02,235	1,11,34,170
Building	82,96,930	71,68,606
Others	43,90,610	24,34,426
	2,55,89,775	2,07,37,202
Miscellaneous manufacturing expenses	23,04,89,391	14,80,70,843
Excise Duty	1,42,13,379	(49,74,848)
Total	<u>81,33,40,766</u>	<u>60,75,62,698</u>
SCHEDULE 17		
EMPLOYEES REMUNERATION AND BENEFITS		
Salaries, wages and allowances including bonus and gratuity	75,51,18,113	55,07,90,065
Employers contribution to PF, ESI and administrative charges	6,55,75,306	5,47,73,173
Staff Welfare Expenses	4,72,53,770	2,86,53,296
Remuneration to Managerial Personnel *	1,38,26,367	1,29,15,484
Staff Recruitment and Training Expenses	91,10,387	45,38,666
Total	<u>89,08,83,943</u>	<u>65,16,70,684</u>

*Refer Note No. 14

Schedules to the Profit & Loss Account

	For the Year ended 31st March, 2010 (Rs.)	For the year ended 31st March, 2009 (Rs.)
SCHEDULE 18		
SELLING EXPENSES		
Carriage Outward	50,76,86,350	34,83,33,666
Commission\Service Charges on sale	6,43,15,566	5,87,30,791
Discounts	20,30,98,749	11,02,54,129
Advertisement	11,16,68,541	8,72,89,682
Claims for defective	16,31,72,020	8,51,21,417
Others	13,11,71,326	5,68,94,279
Total	1,18,11,12,552	74,66,23,964
SCHEDULE 19		
INTEREST		
Term Loans and Fixed Deposits	27,59,88,803	22,57,92,971
Other Interest & Financial Charges	21,11,54,412	23,86,21,966
Total	48,71,43,215	46,44,14,937
SCHEDULE 20		
OTHER EXPENSES		
Rent	3,08,01,208	2,09,25,594
Insurance	46,78,343	57,28,497
Rates & Taxes	15,81,881	15,29,013
Postage, Telegraph, Telephone and Telex	1,98,64,760	1,43,18,474
Printing and Stationery	1,06,24,270	91,06,102
Travelling & Conveyance	7,57,13,620	6,89,77,592
Cost Auditors' Remuneration :		
– Fee	1,85,000	1,55,000
– Expenses	15,140	13,590
Miscellaneous Expenses	7,96,42,651	5,61,50,618
Foreign Exchange Fluctuation	–	1,03,45,845
Loss on sale of fixed assets	11,83,851	11,07,541
Sales Tax /Entry Tax Paid	3,24,07,291	1,68,34,575
	25,66,98,015	20,51,92,441
Directors' Expenses		
Sitting Fees	9,60,000	8,60,000
Travelling & Conveyance	53,51,230	68,96,011
Meeting Expenses	35,256	70,395
Foreign Travelling	2,57,905	1,86,309
	66,04,391	80,12,715
Statutory Auditors' Remuneration		
Statutory Audit Fees	4,75,000	4,45,000
Income Tax Audit Fees	1,25,000	1,15,000
Auditors' Expenses	24,162	51,364
Management Fees for certificates/reports	57,314	1,18,900
	6,81,476	7,30,264
Total	26,39,83,882	21,39,35,420

**SCHEDULE 21****A. SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of Financial Statements**

- (a) The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles (GAAP) and the provisions of the Companies Act, 1956, as adopted consistently by the Company except for certain fixed assets which have been revalued.
- (b) The Company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

2. Fixed Assets

Fixed Assets are stated at cost net of CENVAT and includes amounts added on revaluation, less accumulated depreciation. All costs, including interest on borrowings attributable to acquisition of Fixed Assets upto the date of commissioning of the assets and net charges on foreign exchange contracts and adjustments arising from exchange rate variations relating to borrowings attributable to the fixed assets are capitalised.

3. Depreciation

- (i) Depreciation on fixed assets is provided on straight line method as per the provisions of Sec. 205(2) of the Companies Act, 1956.
- (ii) Depreciation on additions is being provided on pro rata basis from the date of such additions.
- (iii) Depreciation on assets sold, discarded, disabled or demolished during the year is being provided up to the date in which such assets are sold, discarded, disabled or demolished.
- (iv) Depreciation on additions on account of increase in rupee value due to revaluation of foreign currency loan is being provided at respective rates of depreciation of related assets.

4. Foreign Currency Transactions

- (i) The Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting year except where the Company has entered into forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognised in the statement of profit & loss over the life of the contract.
- (ii) Exchange differences arising due to repayment or restatement of liabilities incurred for the purpose of acquiring fixed assets are recognised as Income or Expense as per Accounting Standard 11 issued by the Institute of Chartered Accountants of India.
- (iii) Non-Monetary items denominated in foreign currency are stated at cost.

5. Investments

The investments are valued at cost of acquisition.

6. Employee Benefits

- i. Contribution to the provident fund with the government at pre-determined rates is a defined contribution scheme and is charged to the Profit and Loss account. There are no other obligations other than contribution to PF Schemes.
- ii. Liabilities in respect of defined benefit plan of Gratuity is determined as per actuarial valuations made by an independent actuary as at the balance sheet date. The actuarial gains or losses are recognised immediately in the profit and loss account. Company has a plan asset with Life Insurance Corporation of India .
- iii. Provisions for other long term employee benefits-leave, a defined benefit scheme, is made on the basis of actuarial valuation at the end of each financial year and are charged to the profit and loss account . All actuarial gains or losses are recognised immediately in the profit and loss account.

7. Insurance Claims

Insurance claims are accounted for on settlement of claims.

8. Inventories

- (i) Raw material, Stores & Spares are valued at cost on FIFO basis.
- (ii) Finished Goods are valued at cost or net realisable value whichever is lower. Cost includes direct cost and appropriate portion of overheads.
- (iii) Semi-finished goods are valued at cost or net realisable value whichever is lower.
- (iv) Scrap and Salvage is valued at market price.
- (v) Real Estate work-in-progress is valued at cost or net realisable value whichever is lower.

9. Revenue Recognition

The VAT collected from the customers is not included in Sales.

10. Valuation of Internal Consumption

Internal Consumption of Components used for production and are part of raw materials valued on FIFO basis in accordance with the provisions of Section 4(1)(b) of the Central Excise Act read with rule 8 of Excise Valuation Rules.

B. NOTES ON ACCOUNTS**1. Contingent liabilities not provided for in respect of :**

- (a) Letter of Credit / Bank Guarantees outstanding Rs. 41,29,62,403 (Previous year Rs. 40,50,64,835).
- (b) Disputed Excise duties, Sales / VAT taxes liability Rs.3,21,97,554 (Previous year Rs. 1,88,03,777).
- (c) Bonds executed by the company to custom department against fulfilment of export obligation under 5% EPCG Scheme Rs. 32,08,19,889 (Previous year Rs. 1,46,05,170).
- (d) Disputed ESI liability Rs. 34,55,828 (Previous year Rs. 34,55,828).
- (e) Disputed demand of Uttaranchal Power Corporation Rs. 41,27,000 (Previous year Rs. 41,27,000).
- (f) Corporate Guarantee(s) of Rs. 90 Crores in favour of PNB and Rs. 45 Crores in favour of SBI for providing term loans to Surya Global Steel Tubes Limited, a subsidiary of the Company (Previous year Rs. Nil).

2. Estimated amount of contracts remaining to be executed on capital account (less advances) Rs. 9,30,09,604 (Previous year - Rs. Nil)
3. Consequent upon opting for Central Excise exemption w.e.f. 02-01-2006 based on Notification No. 50/2003 dated 10-06-2003, cenvat credit of Rs.1,34,61,135/- was claimed on account of input credits by Kashipur Factory and the same shall be recognised in the year in which the matter will be finally settled by the appropriate authorities.
4. The Company has amounts due to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

Amount (Rs.)

	As at 31st March, 2010	As at 31st March, 2009
(i) The principal amount and the interest due thereon remaining unpaid to any supplier. Principal Amount :	2,44,16,741	1,69,82,963
Interest :	Nil	Nil
(ii) The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day for the year ending.	Nil	Nil
(iii) The amount of interest due and payable for the period of delay in making payment (beyond the appointed day during the year)	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid for the year ending.	Nil	Nil
(v) The amount of further interest remaining due and payable for the earlier years.	Nil	Nil

Note. The information has been given in respect of such suppliers to the extent they could be identified as " Micro and Small" enterprises on the basis of information available with the Company.

5. Employee Benefits

Actuarial valuation of Gratuity and Leave encashment have been done with the following assumptions :

Particulars	As at 31st March, 2010		As at 31st March, 2009	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Discount rate	7.5%	7.5%	7%	7%
Future Salary Increase	4.00%	4.00%	4.50%	4.50%
Rate of return on plan assets	9.25%	N.A.	9.30%	N.A.
Average Working life in Years	20.28	20.13	20.23	20.08
Withdrawal rates for various age groups	1% to 3%	1% to 3%	1% to 3%	1% to 3%

(Amount in Rs.)

Changes in the present value of obligation	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Present value of obligation as at the beginning of the period	11,41,68,125	1,86,81,469	10,88,08,162	1,61,08,745
Interest Cost	85,62,609	14,01,110	76,16,571	11,27,612
Current Service Cost	1,15,13,817	41,20,451	99,92,999	30,83,633
Benefits paid	(38,74,236)	(62,82,478)	(77,66,329)	(75,26,908)
Actuarial (gain)/loss on obligations	1,45,05,716	43,75,840	(44,83,278)	58,88,387
Present value of obligation as at the end of period	14,48,76,031	2,22,96,392	11,41,68,125	1,86,81,469

Change in the Fair value of plan assets	As at 31st March, 2010	As at 31st March, 2009
	Gratuity (Funded)	Gratuity (Funded)
Fair value of Plan Assets at the beginning of the period	4,82,70,213	5,14,18,735
Expected Return on plan assets	44,64,995	47,81,942
Contributions	1,00,26,518	-
Benefits paid	(38,74,236)	(75,50,370)
Actuarial (gain)/loss on plan assets	(77,554)	(3,80,094)
Fair value of Plan Assets at the end of the period	5,88,09,936	4,82,70,213



Reconciliation of present value of obligation and the fair value of assets	As at 31st March, 2010	As at 31st March, 2009
	Gratuity (Funded)	Gratuity (Funded)
Present value of obligation as at end of the period	14,48,76,031	11,41,68,125
Fair value of Plan Assets at the end of the period	5,88,09,936	4,82,70,213
Present value of unfunded obligation as at end of the period	8,60,66,095	6,58,97,912
Unfunded Net Liability recognised in Balance Sheet	8,60,66,095	6,58,97,912

Expenses recognised in the Profit & Loss Account	As at 31st March, 2010		As at 31st March, 2009	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Current Service Cost	1,15,13,817	41,20,451	99,92,999	30,83,633
Interest Cost	85,62,609	14,01,110	76,16,571	11,27,612
Return on plan assets	(44,64,995)	–	(47,81,942)	–
Net actuarial (gain)/ loss recognised in the period	1,45,83,270	43,75,840	(41,03,184)	58,88,387
Total Expenses recognised in the Profit & Loss Account	3,01,94,701	98,97,401	87,24,444	1,00,99,632

6. During the year, consequent to the shareholders' approval in the Extra Ordinary General Meeting, the Company has issued 64,00,000 optionally convertible equity warrants on preferential basis of Rs. 10/- each at premium of Rs. 49/- per warrant to Promoter and Promoter Group. For the said 64,00,000 warrants, the Company has received the 25% upfront money on 15th December, 2009 amounting to Rs. 9,44,00,000/- Further, out of the said warrants, 18,30,000 warrants have been converted into Equity Shares, and 75% amount due on allotment amounting to Rs. 8,09,77,500/- has been duly received towards 18,30,000 equity shares to the applicants.

7. Earning per Share (Basic & Diluted)

Particulars	This Year (Rs.)	Previous Year (Rs.)
Profit after Tax	45,17,24,429	21,53,97,650
Profit for Equity Shareholders	45,17,24,429	21,53,97,650
Number of Equity Shares (Face Value Rs. 10/- each)	2,78,31,250	2,60,01,250
Weighted Average number of Equity Shares (Face Value Rs. 10/- each)	2,78,31,250	2,60,01,250
Basic & Diluted Earning Per Share (EPS) (Rs.)	16.23	8.28

Note : 45,70,000 Equity Shares to be issued against the conversion of 45,70,000 Optionally Convertible equity Warrants are fairly priced and are assumed to be neither dilutive nor antidilutive. Hence the same is not considered for computation of diluted earning per share.

8. Deferred Tax

As per Accounting Standard (AS - 22) on accounting for Taxes on income issued by the Institute of Chartered Accountants of India, the deferred tax liability as on 31st March, 2010 comprises of the following :

Deferred Tax	As on 31st March, 2010	As on 31st March, 2009
(a) Deferred Tax Liability		
1. Related to Fixed Assets	(59,75,10,606)	(53,79,60,994)
(b) Deferred Tax Assets		
1. Gratuity	2,53,47,837	1,86,48,471
2. Leave Encashment	59,67,587	47,66,800
3. Transitional Provision under revised AS-15	80,79,474	80,79,474
Net Deferred Tax Assets / (Liabilities)	(55,81,15,708)	(50,64,66,250)

9. Segment Information for the year ended 31st March, 2010 and 31st March, 2009

The company has identified the following three **Primary Business Segments** :

1. **Steel** - Engaged in the production of Steel Tubes & Pipes and Cold Rolled Strips.
2. **Lighting** - Engaged mainly in the manufacture of different varieties of Lamps.
3. **Real Estate** - Engaged mainly in the development & trade in Real Estate

Secondary Segment reporting has been performed on the basis of Geographical Locations.

Primary Business Segments

Particulars	Lighting	Steel	Real Estate	Total
Revenue				
External Sales	5,59,89,76,703	13,37,51,66,094	-	18,97,41,42,797
Inter-segment Sales	3,81,82,61,161	12,26,73,56,957	-	16,08,56,18,118
	-	-	-	-
Total	5,59,89,76,703	13,37,51,66,094	-	18,97,41,42,797
	3,81,82,61,161	12,26,73,56,957	-	16,08,56,18,118
Result				
Segment Result	59,96,02,944	41,64,64,113	-	1,01,60,67,057
(Profit(+)/Loss(-) before tax & interest)	38,86,78,784	34,91,06,151	-	73,77,84,935
Unallocable Corporate Expenditure				-
Operating Profit				1,01,60,67,057
				73,77,84,935
Interest Expenses				48,71,43,215
				46,44,14,937
Other Income				86,49,289
				58,08,335
Income Tax				8,58,48,702
				6,37,80,683
Profit from ordinary activities				45,17,24,429
				21,53,97,650
Net Profit after Tax				45,17,24,429
				21,53,97,650
Other Information				
Segment Assets				
Net Block	2,56,19,62,419	2,03,89,16,734	-	4,60,08,79,153
	1,96,88,89,136	1,41,78,21,569	-	3,38,67,10,705
Capital Work-in-Progress	6,37,01,797	41,91,11,617	-	48,28,13,414
	10,27,95,588	12,46,052	-	10,40,41,640
Investment	-	50,17,00,000	-	50,17,00,000
	-	16,07,50,000	-	16,07,50,000
Current Assets, Loans and Advances	1,95,07,52,340	2,96,38,41,502	6,92,88,054	4,98,38,81,896
	1,54,95,74,727	2,15,28,91,013	6,71,03,090	3,76,95,68,830
Total Segment Assets	4,57,64,16,556	5,92,35,69,853	6,92,88,054	10,56,92,74,463
	3,62,12,59,451	3,73,27,08,634	6,71,03,090	7,42,10,71,175
Unallocated Corporate Assets				-
				-
Total Assets				10,56,92,74,463
				7,42,10,71,175
Segment Liabilities				
Current Liabilities & Provisions	55,33,33,592	25,14,14,965	-	80,47,48,556
	34,40,76,807	15,78,27,601	-	50,19,04,408
Total Segment Liabilities	55,33,33,592	25,14,14,965	-	80,47,48,556
	34,40,76,807	15,78,27,601	-	50,19,04,408
Unallocated Corporate Liabilities				55,81,15,708
				50,64,66,249
Total Liabilities				1,36,28,64,265
				1,00,83,70,657
Capital Employed (Segment Assets- Segment Liabilities)	4,02,30,82,964	5,67,21,54,888	6,92,88,054	9,76,45,25,907
	3,27,71,82,644	3,57,48,81,033	6,71,03,090	6,91,91,66,767
Loan Fund	2,91,82,09,407	3,16,87,87,236	-	6,08,69,96,643
	2,11,21,72,993	2,29,17,49,167	-	4,40,39,22,160
Capital expenditure				1,89,73,68,870
				88,55,55,857
Depreciation	20,09,59,857	6,97,93,077	-	27,07,52,934
	16,63,94,545	7,02,72,933	-	23,66,67,478
Non-cash expenses other than Depreciation	-	-	-	-
	-	-	-	-
Geographic Segment				
India				16,67,94,57,203
				12,60,49,47,119
Outside India				2,29,46,85,594
				3,48,06,70,999



10. Related party disclosures

Related party disclosures as required under Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given hereunder :

A. Relationship :

- i) Subsidiary Company
 - Surya Global Steel Tubes Ltd.
- ii) Associates

1. Surya Global Steel & Gen Power Limited	2. Surya Global Cement Limited
3. Surya Global Infrastructure Limited	4. Surya Roadlink and Infra Limited
5. Surya Vijay Nagar Steel & Power Limited	6. Surya Chhatisgarh Power Limited
7. Surya Gujarat Power Limited	
- iii) Key Management Personnel
 - Sh. J. P. Agarwal
- iv) Relatives of the Key Management Personnel

Relation	Sh. J. P. Agarwal
Spouse	Smt. Urmil Agarwal
Son(s)	Sh. Vinay Surya
Daughter(s)	Smt. Padmini & Smt. Bharti
Brother(s)	Sh. V P Agarwal
Sister(s)	Smt. Sudha Gupta
Mother	Smt. Ganga Devi Agarwal
Father	Sh. B.D.Agarwal

B. Transactions carried out with the related parties in the ordinary course of business :

i) Subsidiary Company :

Particulars	This Year	Previous Year
Surya Global Steel Tubes Ltd. Amount in Rs.		
Opening Balance	Nil	Nil
Sale of car	Nil	2,00,000
Sale of Material during the year	37,50,222	Nil
Sale of Finished goods during the year	1,49,17,551	Nil
Sale of Fixed Assets during the year	2,12,07,798	Nil
Closing Balance (Credit)	3,75,23,293	Nil
Investment :		
Total Investment at the beginning of the year	16,05,50,000	N.A
Investment made during the year	33,94,50,000	16,05,50,000
Total investment at the year end	50,00,00,000	16,05,50,000

ii) Associates :

Particulars	This Year	Previous Year
1. Surya Global Steel & Gen Power Ltd. Amount in Rs.		
Investment :		
Total Investment at the beginning of the year	50,000	Nil
Investment made during the year	4,50,000	50,000
Total investment at the year end	5,00,000	50,000
2. Surya Global Cement Ltd.		
Investment :		
Total Investment at the beginning of the year	50,000	Nil
Investment made during the year	4,50,000	50,000
Total investment at the year end	5,00,000	50,000
3. Surya Global Infrastructure Ltd.		
Transaction		
Opening Balance	Nil	Nil
Amount of Contracts Awarded	24,66,50,000	Nil
Contracts Executed	15,80,64,160	Nil
Payments Made	17,20,39,161	Nil
Balance Outstanding	7,46,10,839	Nil
Investment :		
Total Investment at the beginning of the year	50,000	Nil
Investment made during the year	4,50,000	50,000
Total investment at the year end	5,00,000	50,000
4. Surya Roadlink and Infra Ltd.		
Investment :		
Total Investment at the beginning of the year	50,000	Nil
Investment made during the year	Nil	50,000
Total investment at the year end	50,000	50,000
5. Surya VijayNagar Steel & Power Ltd.		
Investment :		
Total Investment at the beginning of the year	Nil	Nil
Investment made during the year	50,000	Nil
Total investment at the year end	50,000	Nil
6. Surya Chhatisgarh Power Ltd.		
Investment :		
Total Investment at the beginning of the year	Nil	Nil
Investment made during the year	50,000	Nil
Total investment at the year end	50,000	Nil
7. Surya Gujarat Power Ltd.		
Investment :		
Total Investment at the beginning of the year	Nil	Nil
Investment made during the year	50,000	Nil
Total investment at the year end	50,000	Nil

iii) Key Management Personnel & their Relatives :

Remuneration for the year 2009-2010 :		
- Sh. J.P.Agarwal (Chairman & Managing Director)		Rs. 76,20,000
- Sh. Vinay Surya (Chief Operating Officer)		Rs. 8,81,589
* (Resigned on 30/03/2010)		
Sitting Fees for the year 2009-2010		
Smt. Urmil Agarwal (Director)		Rs. 30,000/-

11. **Disclosure of loans / advances and investment as per Clause 32 of the Listing Agreement with the Stock Exchanges :** Amount (Rs.)

Subsidiary	As on 31st March, 2010	Maximum investment during the year ended 31st March, 2010
Surya Global Steel Tubes Ltd.	50,00,00,000	Rs.33,94,50,000
Other Companies :		
Surya Global Steel & Genpower Ltd.	5,00,000	Rs. 4,50,000
Surya Global Cement Ltd.	5,00,000	Rs. 4,50,000
Surya Global Infrastructure Ltd.	5,00,000	Rs. 4,50,000
Surya Roadlink & Infra Ltd.	50,000	Nil
Surya VijayNagar Steel & Power Ltd.	50,000	Rs. 50,000
Surya Gujarat Power Ltd.	50,000	Rs. 50,000
Surya Chhatisgarh Power Ltd.	50,000	Rs. 50,000

12. **Disclosure of Foreign Exchange Transactions in terms of AS - 11**

Particulars	This year (Rs.)	Previous Year (Rs.)
i) Exchange rate fluctuation differences included in the net profit/ (loss) for the period.	(3,58,41,605)	(2,17,64,994)
ii) Exchange rate fluctuation differences in respect of forward exchange contracts to be recognised in next year profit & loss Account.	(1,05,31,053)	(1,76,08,022)

13. The exchange difference of Rs. Nil (previous year Rs. 18,68,856/-) on account of borrowing for the purpose of acquiring fixed assets is debited to Profit and Loss Account in accordance with the Accounting Standard 11 issued by the Institute of Chartered Accountants of India.

14. **Remuneration of Managerial Personnel Paid/payable during the year:**

Particulars	This Year (Rs.)	Previous Year (Rs.)
Salary & HRA	1,19,21,366	1,05,30,000
Commission	19,05,000	23,85,484
Total	1,38,26,366	1,29,15,484

COMPUTATION OF REMUNERATION OF MANAGERIAL PERSONNEL UNDER SECTION 198 OF THE COMPANIES ACT, 1956

Particulars	This Year (Rs.)	Previous Year (Rs.)
Profit for the year:	53,75,73,131	27,91,78,333
Add: Depreciation	27,09,28,110	23,66,67,478
Loss on sale of Fixed Assets	11,83,851	11,07,541
Remuneration to Managerial Personnel	1,38,26,366	1,29,15,484
	82,35,11,458	52,98,68,836
Less: Profit on sale of fixed assets	47,88,064	28,94,013
Depreciation computed as per Section 350 of the Companies Act, 1956	27,09,28,110	23,66,67,478
	27,57,16,174	23,95,61,491
Net Profit U/S 349 of the Companies Act, 1956	54,77,95,284	29,03,07,345
Remuneration @ 10% per annum	5,47,79,528	2,90,30,734

15. **Additional information pursuant to the provisions of paragraph 3 and 4C of Part II of Schedule VI of the Companies Act, 1956.**

A. Capacity and Production	Unit	Licenced Capacity		*Installed Capacity		Production	
		As at 31st March		As at 31st March		As at 31st March	
		2010	2009	2010	2009	2010	2009
Steel Division							
Pipes/Tubes	M.T.	N.A.	N.A.	Not Yet Assessed		224311	191459
Cold Rolled Strips/Sheets	M.T.	N.A.	N.A.	Not Yet Assessed		62579	46131
Lighting Division							
GLS Lamps	Million Nos.	N.A.	N.A.	187.000	187.000	176.320	153.754
Fluorescent Tube Lamps	Million Nos.	N.A.	N.A.	62.800	55.000	44.197	37.246
Tubular Glass Shells	Million Nos.	N.A.	N.A.	73.000	65.000	72.502	54.575
Glass Shells for GLS Lamps	Million Nos.	N.A.	N.A.	576.900	426.900	459.437	329.192
Filament	Million Nos.	N.A.	N.A.	303.000	303.000	275.713	226.500
Cap -GLS Lamps	Million Nos.	N.A.	N.A.	325.000	190.000	223.761	182.387
Lead Glass Tubings	M.T.	N.A.	N.A.	3400.000	3400.000	3137.675	3098.956
HPSV / HPMV Lamps	Nos.	N.A.	N.A.	1800000	450000	492679	417263
CFL	Million Nos.	N.A.	N.A.	66.000	14.400	27.621	13.058
Tuber	Million Nos.	N.A.	N.A.	66.000	24.000	30.218	13.744
PCB	Million Nos.	N.A.	N.A.	51.600	24.000	13.421	5.925
CFL Shell	M.T.	N.A.	N.A.	1000.000	130.000	606.260	125.019
Caping Cement	M.T.	N.A.	N.A.	300.000		404.750	
PVC Pipe	M.T.	N.A.	N.A.	17500.000	-	5.482	-

* as certified by the management



B. Turnover	Unit	This year		Previous year		
		Quantity	Value (Rs.)	Quantity	Value (Rs.)	
Pipes/Tubes	M.T.	225781	10,12,92,52,484	186530	9,40,97,40,677	
Scrap	Zinc dross and rejected zinc	M.T.	700	6,08,90,267	586	4,18,51,604
	Zinc blow and ash	M.T.	1811	6,43,55,623	1563	3,97,38,616
	Side cutting. Beads etc.	M.T.	15536	33,44,13,554	12483	35,80,20,474
	Others			85,76,308		1,54,16,933
Cold Rolled Steel Strips/Sheets	M.T.	61839	2,38,75,69,016	46494	2,14,72,32,360	
H.R./C.R. Coils	M.T.	11937	39,01,08,842	7558	25,53,56,293	
GLS Lamps	Million Nos.	185.453	1,23,03,33,841	161.768	1,05,66,45,720	
Filament	Million Nos.	116.603	5,71,29,425	228.808	13,90,12,891	
Fluorescent Tube Lamps	Million Nos.	43.273	1,07,54,61,555	38.725	1,02,97,85,574	
Tubular Glass Shells	Million Nos.	32.858	16,23,66,503	47.679	28,08,08,774	
Glass Shells for GLS Lamps	Million Nos.	370.269	32,65,87,884	325.197	26,38,42,615	
Cap-GLS Lamps	Million Nos.	114.194	8,46,42,930	182.411	18,21,57,528	
Tuber	Million Nos.	0.038	4,90,121	0.065	11,47,851	
PCB	Million Nos.	6.240	15,60,18,564	-	-	
Lighting Fitting Complete & Acces.			62,08,22,415		19,51,45,451	
HPSV / HPMV Lamps	Nos.	501181	11,38,45,105	460946	10,39,40,246	
Compact Fluorescent Lamps	Million Nos.	27.290	2,00,31,07,631	14.693	1,10,11,59,800	
Fluorescent Powder	M.T.	-	-	4.880	9,42,767	
Lead Glass Tubings	M.T.	2399.570	11,91,30,969	2872.409	14,68,25,302	
CFL Shell	M.T.	1.080	32,490	123.879	35,48,393	
Caping Cement	M.T.	189.800	54,78,220	-	-	
PVC Pipe	M.T.	5.482	4,14,044	-	-	
Scrap & Others			5,82,30,696		13,35,87,094	
TOTAL			19,38,92,58,487		16,90,59,06,964	
Less : Internal Consumption of Components						
Tubular Glass Shells	Million Nos.	1.471	2,02,52,434	41.085	24,04,04,765	
Glass Shells for GLS Lamps	Million Nos.	93.221	6,78,94,903	164.080	12,23,65,202	
Filament	Million Nos.	116.405	5,70,30,881	228.808	13,90,12,891	
Tuber	Million Nos.	0.001	20,471	-	-	
PCB	Million Nos.	6.240	15,60,18,382	-	-	
Cap-GLS Lamps	Million Nos.	89.873	6,59,72,169	169.554	17,11,88,312	
Fluorescent Powder	M.T.	-	-	4.880	9,42,767	
Lead Glass Tubings	M.T.	800.910	4,24,48,230	1228.455	6,30,54,302	
CFL Shell	M.T.	-	-	117.559	33,19,737	
Caping Cement	M.T.	189.800	54,78,220	-	-	
Others		-	-		8,00,00,870	
TOTAL			41,51,15,690		82,02,88,846	
NET			18,97,41,42,797		16,08,56,18,118	
C. Opening Stock						
	Unit	This year		Previous year		
		Quantity	Value (Rs.)	Quantity	Value (Rs.)	
Pipes/Tubes	MT	13391	50,86,77,146	8462	35,70,06,263	
Cold Rolled Steel Strips/Sheets	MT	715	2,62,14,263	1078	3,70,13,637	
GLS Lamps	Million Nos.	7.733	4,89,87,283	13.944	8,56,03,903	
Fluorescent Tube Lamps	Million Nos.	2.607	6,89,65,127	4.091	11,69,76,213	
Tubular Glass Shells	Million Nos.	6.713	4,06,25,999	0.917	41,84,067	
Glass Shells for GLS Lamps	Million Nos.	9.584	76,08,045	5.589	42,47,654	
Filament	Million Nos.	2.955	16,99,216	5.264	36,24,054	
Caps-GLS Lamps	Million Nos.	4.110	27,55,725	4.136	31,42,980	
Tuber	Million Nos.	1.453	1,98,33,362	1.395	1,70,68,269	
PCB	Million Nos.	0.097	24,01,927	0.225	44,24,844	
HPSV / HPMV Lamps	Nos.	122118	2,55,13,628	162668	4,98,93,748	
Compact Fluorescent Lamps	Million Nos.	1.342	11,38,18,843	1.548	12,87,14,464	
Lighting Fitting Complete & Acces.			8,53,95,132		4,38,54,366	
Lead Glass Tubings	M.T.	337.725	1,81,02,060	111.288	43,51,361	
Fluorescent Powder	M.T.	3.360	6,49,118	8.240	15,91,886	
CFL Shell	M.T.	1.140	28,500	-	-	
TOTAL			97,12,75,374		86,16,99,709	
Semi-Finished Goods			25,30,51,155		20,62,35,315	
Scrap			2,19,46,020		5,78,79,022	
Real Estate Division (WIP)			6,71,03,090		6,44,97,530	
Total			1,31,33,75,639		1,19,03,11,576	

D. Closing Stock	Unit	This year		Previous year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Pipes/Tubes	MT	11921	51,75,12,071	13391	50,86,77,146
Cold Rolled Steel Strips/Sheets	MT	1455	5,71,62,068	715	2,62,14,263
GLS Lamps	Million Nos.	7.776	4,58,95,666	7.733	4,89,87,283
Fluorescent Tube Lamps	Million Nos.	3.540	8,88,81,261	2.607	6,89,65,127
Tubular Glass Shells	Million Nos.	1.227	49,63,153	6.713	4,06,25,999
Glass Shells for GLS Lamps	Million Nos.	2.571	21,14,224	9.584	76,08,045
Filament	Million Nos.	12.708	60,79,762	2.955	16,99,216
Caps-GLS Lamps	Million Nos.	5.433	45,40,892	4.110	27,55,725
Tuber	Million Nos.	3.035	3,11,11,732	1.453	1,98,33,362
PCB	Million Nos.	0.503	15,11,964	0.097	24,01,927
Lighting Fitting Complete & Acces.			19,23,71,110		8,53,95,132
HPSV / HPMV Lamps	Nos.	113616	2,37,33,379	122118	2,55,13,628
Compact Fluorescent Lamps	Million Nos.	2.377	17,05,38,953	1.342	11,38,18,843
Lead Glass Tubings	M.T.	315.256	1,33,86,609	337.725	1,81,02,060
Fluorescent Powder	M.T.	-	-	3.360	6,49,118
CFL Shell	M.T.	109.840	24,69,154	1.140	28,500
TOTAL			1,16,22,71,999		97,12,75,375
Semi-Finished Goods			52,98,28,796		25,30,51,155
Scrap			4,69,02,341		2,19,46,020
Real Estate Division (WIP)			6,92,88,054		6,71,03,090
Total			1,80,82,91,190		1,31,33,75,640

NOTE : Closing Stock is after excluding the following :

Breakage during handling or distributed as samples :	Unit	This year		Previous year	
GLS Lamps	Nos.		1,136		2,012
Fluorescent Tube Lamps	Nos.		1,169		5,344
HPSV / HPMV Lamps	Nos.		126		335
Compact Fluorescent Lamps	Nos.		-		172
GLS Filament	Nos.		140		-
Tubular Glass Shells	Nos.		4,243		-
Lead Glass Tubings	Kgs.		15		110

E. PURCHASE FOR RESALE	Unit	This year		Previous year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Light Fitting Complete & Accessories			50,44,06,919		18,68,45,240
GLS Lamps	Million Nos.	9.174	5,78,45,017	1.805	1,33,78,885
Compact Fluorescent Lamps	Nos.	6,96,562	11,55,58,519	14,28,657	10,46,18,580
Total			67,78,10,455		30,48,42,705

F. RAW MATERIAL CONSUMPTION	Unit	This year		Previous year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Strip/Skelp	M.T.	3,02,529	9,94,71,48,058	2,47,106	9,14,14,58,260
Zinc	M.T.	7,316	77,07,17,173	5,876	51,97,41,797
Sockets			3,01,64,794		1,44,95,161
HR/CR Coil	M.T.	11,965	35,49,15,362	7,558	22,46,22,919
Filaments	Million Nos.	200.739	8,96,58,980	276.644	15,75,14,119
Caps	Million Nos.	739.375	13,74,47,385	248.194	22,26,87,976
Moly Wire	Million Nos.	9.244	2,80,38,798	8.019	3,55,90,300
Lead -In -Wire	Million Nos.	687.864	5,07,27,906	574.622	3,86,24,435
Tubular Glass Shell	Million Nos.	0.918	48,93,130	39.040	20,75,10,141
Glass Shell for GLS Lamps.	Million Nos.	96.127	7,20,34,724	169.974	12,01,36,806
Arc Tubes	Nos.	433283	3,66,13,274	435020	3,43,10,900
Lead Glass Tubings	M.T.	774.866	4,18,27,852	1273.135	6,55,37,498
Soda Ash	M.T.	6978.588	11,42,02,656	5294.518	9,60,63,890
Red Lead	M.T.	223.651	2,11,34,779	310.620	3,42,02,161
Tungston wire	M.T.	5.689	2,04,68,057	5.059	1,91,85,703
Fluorescent Powder	M.T.	204.505	12,18,20,519	203.189	7,73,88,197
Aluminium Strip	M.T.	485.256	7,82,21,533	405.093	7,78,79,082



	Unit	This year		Previous year	
		Quantity	Value (Rs.)	Quantity	Value (Rs.)
Brass Strip	M.T.	34.360	92,67,005	28.914	69,14,052
Silica Sand	M.T.	12267.970	1,72,85,887	8898.419	1,07,29,305
PCB	Million Nos.	27.468	62,35,11,551	-	-
Others			89,36,37,257		97,60,12,515
Total			13,46,37,36,678		12,08,06,05,216
Less : Internal Consumption of Components			40,26,37,189		78,79,29,709
	NET		13,06,10,99,489		11,29,26,75,507
16. CIF VALUE OF IMPORTS			This year (Rs.)		Previous year (Rs.)
Raw materials and purchases for trading			49,66,92,562		20,73,98,257
Stores & Spares			1,76,95,658		3,12,37,267
Capital goods			44,94,02,762		6,43,88,754
17. Value of consumption of imported and indigeneous raw material, stores and spares and its percentage to total consumption			This year		Previous year
			Rs.		Rs.
			% age		% age
Raw Materials	Imported	43,69,77,440	3.35	19,87,71,363	1.76
	Indigenous	12,62,41,22,049	96.65	11,09,39,04,144	98.24
	Total	13,06,10,99,489	100.00	11,29,26,75,507	100.00
Stores and Spares	Imported	2,08,49,073	12.82	2,28,52,449	17.45
	Indigenous	14,17,40,513	87.18	10,81,33,183	82.55
	Total	16,25,89,586	100.00	13,09,85,632	100.00
18. Earning In Foreign Exchange on Account of Export			This year (Rs.)		Previous year (Rs.)
FOB Value			2,19,31,37,342		3,40,69,74,616
19. Expenditure in Foreign Currency			This year (Rs.)		Previous year (Rs.)
a) Royalty & Technical Services (Net of Taxes)			46,57,909		18,21,643
b) Others			1,54,94,889		2,35,55,631
20. Dividend Amount paid to Non Residents			During the year ending March 31		
			2010	2009	
I) Number of non resident Shareholders			99	94	
II) Number of equity shares held by them on which dividend was paid			78119	84352	
III) Year ended to which the dividend related			2008-2009	2007-2008	
IV) Amount paid			Rs.93,742.80	Rs. 1,26,528/-	
Note : The Company has paid above said dividend amount only in Indian Currency .					
21. (a) Previous year figures have been regrouped and rearranged wherever necessary.					
(b) Figures have been rounded off to the nearest rupee.					

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

Raju Bista
Dy. Managing Director
(Corporate)

B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

Directors

**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

I. REGISTRATION DETAILS

Registration No. State Code

Balance Sheet Date

Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue Rights Issue Bonus Issue

Preferential/Private Placement

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

Total Liabilities

Total Assets

SOURCES OF FUNDS

Paid-Up Capital Reserves & Surplus

Secured Loans Unsecured Loans

Deferred Tax Liabilities (Net)

APPLICATION OF FUNDS

Net Fixed Assets Investments Net Current Assets Misc. Expenditure Accumulated Losses

IV. PERFORMANCE OF THE COMPANY (AMOUNT IN RS. THOUSANDS)

Turnover Total Expenditure

+ - Profit/(Loss)Before Tax + - Profit/(Loss)After Tax

Earning Per Share (in Rs.) Dividend Rate %

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code) <input type="text" value="7"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="4"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="."/> <input type="text" value="0"/> <input type="text" value="1"/>	Product Description <input type="text" value="S"/> <input type="text" value="T"/> <input type="text" value="E"/> <input type="text" value="E"/> <input type="text" value="L"/> <input type="text" value="T"/> <input type="text" value="U"/> <input type="text" value="B"/> <input type="text" value="E"/> <input type="text" value="S"/> <input type="text" value="A"/> <input type="text" value="N"/> <input type="text" value="D"/> <input type="text" value="P"/> <input type="text" value="I"/> <input type="text" value="P"/> <input type="text" value="E"/> <input type="text" value="S"/>
Item Code No. (ITC Code) <input type="text" value="8"/> <input type="text" value="5"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="0"/>	Product Description <input type="text" value="L"/> <input type="text" value="A"/> <input type="text" value="M"/> <input type="text" value="P"/> <input type="text" value="S"/>
Item Code No. (ITC Code) <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="2"/> <input type="text" value="2"/>	Product Description <input type="text" value="C"/> <input type="text" value="O"/> <input type="text" value="L"/> <input type="text" value="D"/> <input type="text" value="R"/> <input type="text" value="O"/> <input type="text" value="L"/> <input type="text" value="L"/> <input type="text" value="E"/> <input type="text" value="D"/> <input type="text" value="S"/> <input type="text" value="T"/> <input type="text" value="R"/> <input type="text" value="I"/> <input type="text" value="P"/> <input type="text" value="S"/>

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

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Ravinder K Narang
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B B Chadha
Aloke Sengupta
Urmil Agarwal
Mukesh Tripathi

Directors



CASH FLOW STATEMENT

	This year		Previous year	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		53,75,73,131		27,91,78,333
Adjustment for :				
Depreciation	27,09,28,110		23,66,67,478	
Interest (Net)	48,51,26,132		46,22,75,870	
Loss/(Profit) on Sale of Fixed Assets	(36,04,213)		(17,86,472)	
Rent Income	(24,000)	75,24,26,029	(24,000)	69,71,32,876
Operating Profit before working capital changes		1,28,99,99,160		97,63,11,209
Adjustment for :				
Trade & Other Receivables	(30,04,20,565)		(8,32,15,686)	
Inventories	(84,70,17,555)		(6,09,28,385)	
Trade Payables	27,44,40,998	(87,29,97,122)	11,58,74,997	(2,82,69,074)
Cash Generated from Operations		41,70,02,038		94,80,42,135
Income Tax Paid	(9,54,02,492)		(3,69,86,479)	
Interest Paid	(21,11,54,412)	(30,65,56,904)	(23,86,21,966)	(27,56,08,445)
NET CASH FROM OPERATING ACTIVITIES		11,04,45,133		67,24,33,690
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	(34,09,50,000)		(16,07,50,000)	
Interest Received	20,17,083		21,39,067	
Purchases of Fixed Assets	(1,51,85,97,098)		(78,15,14,217)	
Capital Work in Progress	(37,87,71,772)		20,21,44,467	
Sale/Adjustments of Fixed Assets	3,66,03,527		58,93,887	
Rent Received	24,000		24,000	
NET CASH USED IN INVESTING ACTIVITIES		(2,19,96,74,260)		(73,20,62,796)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) Long Term Borrowings	1,46,63,38,800		(11,34,37,325)	
Increase/(Decrease) Short Term Borrowings	76,56,77,521		48,99,06,882	
Issue/(Redemption) of Share Capital	17,53,77,500		-	
Interest on borrowings	(27,59,88,803)		(22,57,92,971)	
Dividend Paid	(3,65,04,195)		(4,56,30,244)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		2,09,49,00,823		10,50,46,342
Net Increase/(decrease) in cash & cash equivalents		56,71,696		4,54,17,235
Opening Cash & Cash equivalents		9,46,29,034		4,92,11,799
Closing Cash & Cash equivalents		10,03,00,730		9,46,29,034

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

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CFO & Dy. Managing Director
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Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

Directors

Place : New Delhi
Dated : 28th May, 2010

AUDITORS' REPORT

We have examined the above Cash Flow Statement of Surya Roshni Limited for the year ended 31st March, 2010 The Statement has been prepared by the Company in accordance with the requirements of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with the books and records of the Company and also the Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For **SASTRY K. ANANDAM & CO.**
CHARTERED ACCOUNTANTS

Place : New Delhi
Dated : 28th May, 2010

CA. ANANDA SASTRY K.
Partner, F.C.A
Membership No. 9980
Firm No. 00179N

INTEREST IN SUBSIDIARY COMPANIES

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

1.	Name of Subsidiary Company	Surya Global Steel Tubes Limited
2.	Financial Year ending of the Subsidiary	30th September, 2009 (1st April, 2009 to 30th September, 2009)
3.	Shares of the Subsidiary held by Surya Roshni Ltd. on the above date:	
(a)	Number of Shares & face value	2,25,00,000 Equity Shares of Rs. 10/- each
(b)	Extent of Holding	64.20%
4.	Net aggregate amount of Profit/(Loss) of the subsidiary so far as they concern members of Surya Roshni Ltd.:	
(a)	Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2010	NIL
(b)	Not Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2010	NIL
5.	Net aggregate amount of Profit/(Loss) for the previous financial years of the Subsidiary since it became Subsidiary so far as they concern members of Surya Roshni Ltd.:	
(a)	Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2010	NIL
(b)	Not Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2010	NIL
6.	Change of interest of Surya Roshni Ltd. in the Subsidiary between the end of the financial year of the Subsidiary and that of Surya Roshni Ltd.:	During the period Company subscribed 2,75,00,000 equity shares and as on 31st March, 2010 , 5,00,00,000 Equity shares are held by the Company representing 53.73% of the subsidiary's equity capital
7.	Material changes between the end of the financial year of the Subsidiary and the end of the financial year of Surya Roshni Ltd. in respect of Subsidiary's fixed assets, investments, lending and borrowing for the purpose other than meeting than current liabilities	Material Changes during the period in respect of subsidiary's are as follows : Fixed Assets acquired - Rs.142,29,27,033/- Investments - Rs. 1,80,00,000/- Lending - NIL Borrowings (Term Loan & Working Capital) Limits - Rs. 121,02,96,418/- Share Capital : Increased Rs. 58,01,00,000/- Loss before tax - Rs.2,34,14,120/-
8.	Remarks	Subsidiary Company has changed its financial year closing from 31st March to 30th September every year.

J. P. Agarwal
Chairman and
Managing Director
Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)
Raju Bista
Dy. Managing Director
(Corporate)
B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang
K K Narula
B B Chadha
Aloke Sengupta
Urmil Agarwal
Mukesh Tripathi } Directors

Place : New Delhi
Dated : 28th May, 2010

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 2nd Annual Report on the performance of your Company, together with audited accounts for the Financial year ended 30th September 2009, since the Company has changed the closing date of the financial year to 30th September every year.

1. PERFORMANCE OF THE COMPANY

The Company has successfully commissioned Phase -1 of its Spiral Pipe Mill at Bhuj, Gujarat with capacity to produce 60,000 MT of Spiral Pipes and also successfully started trial production of Spiral Pipes. The Company has obtained all significant statutory approvals including Factory licence, BIS licence etc.

As on 30th September 2009, the Company has Capital work-in-progress to the tune of Rs. 68,28,28,277/- including pre- operative expenses of Rs. 4,12,74,441/-

The Company has not commenced revenue operations hence no Profit & Loss Account has been prepared.

2. OPERATIONAL REVIEW

The Company has set a blistering pace on all implementation fronts and achieved 100% progress in implementation of its Spiral welded Steel Pipes Project at Anjar, District Kutch in Gujarat at a short span of time. The Company leveraged the benefits of the impeccable project management and execution skills of the Surya Roshni Ltd successfully. The plant is equipped with high precision machines, which are run by dedicated skilled workers, with testing lab built in house, has facilitated in constant checking of material at every stage, ensuring the best quality.

During the current year, the first phase of Spiral Mill with capacity of 60000 MT has been completed and trial production has been started

STATUS OF PROJECTS UNDER IMPLEMENTATION

The following projects are in implement stage:

a) SPIRAL MILL -2nd Phase, BHUJ (GUJARAT)

The second phase for additional 1.40 Lacs MT is in installation phase. Import of Plant & Machinery from Byard Malaysia is in process and erection of machinery is in process.

b) ERW PIPES MILL, BHUJ (GUJARAT)

The construction work of Plant and Building for ERW pipe mill and Galvanize Plant are in process and trial production is expected to start shortly.

3. FUTURE PROSPECTS

It seems to be a tremendous scope for export of Spiral Pipes to USA and other European Countries apart from the domestic market and Company has taken steps for exploring the international market to get maximum export orders.

4. SHARE CAPITAL & DIVIDEND

As on 30th September 2009, the Company has paid up capital of 3,50,45,000 equity shares of Rs. 10/- each, out of which 2,25,00,000 equity shares are held by Surya Roshni Ltd., Holding company of the company, and extent of holding as on 30th September, 2009 is 64.20%.

Since no commercial production has been started as on 30th September 2009, no dividend is recommended for the period ended 30th September 2009.

5. FIXED DEPOSITS

The Company has not accepted or invited deposits u/s 58A of the Companies Act, 1956 during the year under review.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details in accordance with provision of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are as follow:

A. CONSERVATION OF ENERGY

From the early stages of the project, very conscious efforts were made to minimise energy consumption and as the design efforts continued, more and more innovations and improvements were introduced to further reduce energy consumption.

All manufacturing facilities of the Company are equipped with hi-tech energy monitoring and conservation systems to monitor usage, minimise wastage and increase overall efficiency at every stage of power consumption.

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

Number of new technologies is being utilized at the plant. Our engineers have been closely associated with the Technology suppliers since the initial stages and have become familiar with the technology and process. It is expected that full absorption would ensue during and after plant start up, when actual plant operating experience is obtained.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to exports, initiatives taken to increase export, development of new markets for products and services and export plans:

Since the commercial production has not started so details for activities relating to export can't be provided however planning work, for exploring foreign market for the product to be manufactured, is in progress.

b) Total foreign exchange used and earned (In Rupees)

Used: 20,62,339/- Earned: NIL

7. PARTICULARS OF EMPLOYEES AND DISCLOSURE OF INFORMATION

There were no employees drawing remuneration more than the limit prescribed under Section 217(2A) of the Companies Act, 1956, and the Companies (Particulars of Employees) Rules, 1975, as amended. Hence no information is required to be appended to this report in this regard.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, your Directors hereby state and confirm that:

- in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected appropriate Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at the end of the financial year and pre-operative expenses of the Company for the period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the Annual Accounts on a going concern basis.

9. DIRECTORS

As per Article 103 and 104 of the Articles of the Company, Shri K. K. Narula and Shri Arvind Bansal, retire by rotation at the forthcoming Annual General Meeting of the Company and, being eligible, offer themselves for reappointment.

10. AUDIT COMMITTEE

The Audit Committee of the Board comprises three, viz, Shri K. K. Narula, Shri S. N. Bansal and Shri Vineet Garg. The terms of reference of the Audit Committee are as per Section 292A of the Companies Act, 1956.

11. AUDITORS

M/s Ashok Kumar Goyal & Co., Chartered Accountants, auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and have expressed their willingness to act as auditors of the Company, if appointed, and have further confirmed that the said appointment would be in conformity with the provisions of Section 224 (1B) of the Act. The observations of the Auditors have been suitably dealt with in the notes on account.

12. SECRETARIAL COMPLIANCE CERTIFICATE

M/s Anjali Yadav & Associates, Company Secretaries, New Delhi have been appointed as Company Secretary for issue of Compliance Certificate for the period ended 30th September 2009. The Compliance Certificate from M/s Anjali Yadav & Associates in terms of proviso (2) to Section 383A(1) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000 read with the Companies (Compliance Certificate) Rules, 2001 is attached herewith.

13. APPRECIATION

Surya Roshni Ltd, the parent company, has been involved in the Project since inception and is extending comprehensive support to the Company. Your Directors take this opportunity to express its sincere appreciation of the commitment extended by Surya Roshni Ltd. to the Company.

Your Directors take this opportunity to express their appreciation for the co-operation and assistance received from the Bankers, Financial Institutions, Government Authorities, Business Constituents as well as the shareholders during the year under review.

Your Directors also wish to place on record once again, their appreciation for the contribution made by the workers, staff and executives at all levels, to the continued growth and prosperity of the Company. The overall industrial relations remained cordial.

for and on behalf of the Board
SURYA GLOBAL STEEL TUBES LIMITED

J. P. AGARWAL
CHAIRMAN AND
MANAGING DIRECTOR

Place : New Delhi
Dated : 20th January, 2010

COMPLIANCE CERTIFICATE

Registration No.: U28999DL2008PLC177870 Nominal Capital: Rs. 1,00,00,00,000

To,
The Members
SURYA GLOBAL STEEL TUBES LIMITED
302, 3rd Floor, Padma Tower-I
Rajendra Place, New Delhi-110008

We have examined the registers, records, books and papers of **SURYA GLOBAL STEEL TUBES LIMITED** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year from 1st April, 2009 to 30th September, 2009 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies within the time prescribed under the Act and the rules made and those not filed with in time has been deposited by paying the additional fee as prescribed under the Act.
3. The company being a Public limited company, no comments are required.
4. The Board of Directors duly met two (2) times on 09/06/2009 and 23/07/2009 of which meetings proper notices were given and the proceedings were properly recorded and signed including circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company was not required to close its Register of Members or Debentureholders during the financial year.
6. The Annual General meeting for the financial year ended on 31/03/2009 was held on 13/07/2009 after giving due notice to the members of the company and other concerned and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. As per information & explanations given, one extra ordinary general meeting has been held during the financial year on 02/05/2009 for authorization under Section 81(1A) of the Companies Act, 1956.
8. The company has not granted any loan during the previous year to the parties referred in Section 295 of the Act.
9. As per information & explanations given, no contract has been entered into between the parties referred to under provisions of Section 297 of the Companies Act, 1956.
10. As per information & explanations given, the company has made necessary entries in the register maintained under Section 301 of the Act during the financial year.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. As per information & explanations given, the company has not issued any duplicate share certificates during the financial year.
13. As per information & explanations given:
 - (a) There was no transfer/transmission of shares during the financial year. However 13,44,500 equity shares of Rs. 10 each has been allotted on 09/06/2009.
 - (b) The company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (c) There was no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed/unpaid dividend for a period of seven years
 - (d) The company has duly complied with the requirements of Section 217 of the Act.
14. As per information & explanations given, the board of directors of the company is duly constituted. There was no appointment of additional/ alternate/ appointment of directors to fill casual vacancy during the financial year.
15. The company has not appointed any Whole time Director/Manager during the year. However, Sh. Jai Prakash Agarwal was appointed as Managing Director w.e.f. 30th March, 2009.
16. As per information & explanations given, the company has not appointed any sole-selling agent during the financial year.
17. As per information & explanations given, the company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such authorities as may be prescribed under the various provisions of the Act during the financial year.
18. As per information & explanations given, the directors have disclosed their interest in other firms/companies to the board of directors pursuant to the provisions of the Act and the rules made there under.
19. As per information & explanations given, the company has not issued any debenture or other securities during the financial year. However 13,44,500 equity shares of Rs. 10 each has been allotted on 09/06/2009.
20. As per information & explanations given, the company has not bought back shares during the financial year.
21. As per information & explanations given, the company has not redeemed preference shares/ debentures during the financial year.
22. As per information & explanations given, there was no transaction necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per information & explanations given, the company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The company has not made any borrowings, which will attract the provisions of Section 293(1) (d) of the Act.
25. The company has complied with the provisions of Section 372A of the Act regarding Inter Corporate loans and Investments.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the financial year.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the financial year.
28. The company has not altered the provisions of the memorandum with respect to the name of the company during the financial year.
29. The company has not altered the provisions of the memorandum with respect to the share capital of the company during the financial year.
30. The company has altered its articles of association during the financial year. It has altered Article no. 93 of the Articles of Association at its Annual General Meeting on 13/07/2009.
31. As per information & explanations given, there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or punishment was imposed on the company during the financial year for offences under the Act.
32. As per information & explanations given, the company has not received any money as security from its employees.
33. As per information & explanations given, the company has duly complied with the provisions of provident fund act.

For **ANJALI YADAV AND ASSOCIATES**
COMPANY SECRETARIES

(Anjali Yadav)
Proprietor
CP No.-7257

Place : New Delhi
Dated : 20th January, 2010

Enclosed : Annexures A & B

**AUDITORS' REPORT**

TO
THE MEMBERS OF SURYA GLOBAL STEEL TUBES LIMITED

1. We have audited the attached Balance Sheet of SURYA GLOBAL STEEL TUBES LIMITED as at September 30, 2009 and also the Cash Flow Statement for the period ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in para 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The Balance Sheet and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the Balance Sheet and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - v. On the basis of the written representations received from the directors, as on September 30, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on September 30, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 30th September, 2009;
 - b. In the case of cash flow statement, of the cash flows for the period ended on that date.

For **ASHOK KUMAR GOYAL & CO.**
CHARTERED ACCOUNTANTS

(Ashok Kumar Goyal)

Partner

Membership No. 17644

Place : New Delhi
Dated : 20th January, 2010

Annexure referred to in paragraph 3 of our report of even date
Re: Surya Global Steel Tubes Limited

- (i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As informed and represented to us, there is a policy in the company to physically verified fixed assets once in every three year. During the period under review, no material discrepancies were noticed.
 - (c) There was no disposal of fixed assets during the period.
- (ii) Based on information and explanations given to us the manufacturing process is yet to be started hence the company is not having any inventories except raw material, accordingly the provisions of paragraph no. 4(ii)(a) to 4(ii)(c) of the said order relating to physical verification, frequency of verification, procedures of physical verification and maintenance of inventory records are not applicable to the company. Further the inventories of construction material etc. are showing as consumable item under the head capital work in progress.
- (iii)
 - (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(iii) (b), (c) and (d) of the Companies (Auditors Report) Order, 2003 (as amended) are not applicable to the Company.
 - (e) The Company has not taken any loans, secured or unsecured from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Hence clause (iii) (f) and (g) are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company's activities do not involve sale of goods etc therefore, provisions of Clause (iv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company to that extent. During the course of our audit, no major weakness has been noticed.
- (v) In respect of the transactions covered under Section 301 of the Companies Act, 1956:
 - (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs five lacs in respect of any party during the year have been made at the prices which are reasonable with regards to the prevailing market prices at the relevant time.
- (vi) In our opinion & according to the Information & Explanation given to us, the company has not accepted any deposit from public within the meaning of section 58A & 58AA of the Companies Act, 1956 & rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our knowledge and as explained, although the Central Government has prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the products of the Company, but since manufacturing process has not started till now the said clause is not applicable to the Company.
- (ix) In respect of statutory dues:-
 - (a) According to information & explanation given to us & records of company examined by us, during the period there were no disputed, Statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and any other statutory dues. Hence, the question whether the company was regular in depositing disputed statutory dues does not arise.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanation given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Company has registered for a period less than 5 year. Accordingly, the provisions of paragraph 4(x) of the said order are not applicable.



- (xi) In our opinion and according to information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or bank.
- (xviii) The Company has made preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956 but these allotments are not prejudicial to the interest of the company.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xix) The Company has not issued any debentures during the period.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xx) The Company has not raised any money through a public issue during the period.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xxi) During the course of our examination of the Books of Accounts carried out in accordance with Generally Accepted Auditing Practices in India & according to the information & explanation given to us, we have neither come across any incidence of fraud on or by the company, notice or reported during the period, nor have we been informed of any such case by the management.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) In our opinion and according to information and explanations given to us, term loans have been applied for the purpose for which they were raised.
- (xvii) According to information and explanations given to us and on overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investment.

For **ASHOK KUMAR GOYAL & CO.**
CHARTERED ACCOUNTANTS

Place : New Delhi
Dated : 20th January, 2010

(Ashok Kumar Goyal)
Partner
Membership No. 17644



BALANCE SHEET AS AT 30TH SEPTEMBER, 2009

Particulars	Schedule No.	As at	
		Sep. 30, 2009 Amount (in Rs.)	Mar. 31, 2009 Amount (in Rs.)
SOURCES OF FUNDS			
SHAREHOLDER'S FUND			
Equity Share Capital	1	35,04,50,000	21,60,00,000
Share Application Money pending allotment		13,02,50,000	–
		<u>48,07,00,000</u>	<u>21,60,00,000</u>
LOAN FUNDS			
Secured Loans	2	27,74,18,946	–
TOTAL		<u>75,81,18,946</u>	<u>21,60,00,000</u>
APPLICATIONS OF FUNDS			
FIXED ASSETS			
Gross Block	3	2,54,43,161	80,19,890
Less : Depreciation		2,43,063	74,375
Net Block		2,52,00,098	79,45,515
Capital Work in Progress		68,28,28,277	12,18,66,696
		<u>70,80,28,375</u>	<u>12,98,12,211</u>
CURRENT ASSETS, LOANS & ADVANCES :			
Inventories	4	8,40,976	–
Cash & Bank Balances	5	1,67,65,449	7,33,92,973
Loans & Advances	6	3,27,89,241	74,74,389
		<u>5,03,95,666</u>	<u>8,08,67,362</u>
LESS : CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	7	66,66,424	12,68,081
Provisions	8	3,02,313	75,134
		<u>69,68,737</u>	<u>13,43,215</u>
NET CURRENT ASSETS			
Miscellaneous Expenditure (To the extent not written off or adjusted)	9	4,34,26,929	7,95,24,147
		66,63,642	66,63,642
TOTAL		<u>75,81,18,946</u>	<u>21,60,00,000</u>
Significant Accounting Policies and Notes on Accounts			
	11		

The Schedules referred to above and notes thereon form an integral part of Balance Sheet.
As per our attached report of even date

For Ashok Kumar Goyal & Co.

Chartered Accountants

(Ashok Kumar Goyal)

Partner

Membership No.17644

Place : New Delhi.

Date : 20th January, 2010

J.P. Agarwal
Managing Director

Arvind Bansal
Director

Schedule Forming Part of the Balance Sheet

	As at	
	Sep. 30, 2009 Amount (in Rs.)	Mar. 31, 2009 Amount (in Rs.)
SCHEDULE 1		
SHARE CAPITAL		
Authorised :		
10,00,00,000 Equity Shares of Rs.10/- each	1,00,00,00,000	1,00,00,00,000
Issued, Subscribed and Paid up		
3,50,45,000 Equity Shares (Previous Year	35,04,50,000	21,60,00,000
2,16,00,000 Shares) of Rs.10/- each fully paid up		
Total	<u>35,04,50,000</u>	<u>21,60,00,000</u>
SCHEDULE 2		
SECURED LOANS		
Term Loans		
From Banks	27,74,18,946	–
	<u>27,74,18,946</u>	<u>–</u>

NOTES :-

Term loan are secured by 1st Pari Passu charge on all Assets of the Company (Present & Future) proposed to be acquired for setting up the project and guaranteed by Managing Director & Holding Company (Surya Roshni Limited).

SCHEDULE 3

FIXED ASSETS

(Amt. in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS AT 01-04-2009	ADDITIONS	SALE /ADJ	AS AT 30-09-2009	AS AT 01-04-2009	For The Period	SALE /ADJ	AS AT 30-09-2009	AS AT 30-09-2009	AS AT 31-03-2009
Land & Site Development	70,99,920	1,52,51,198	–	2,23,51,118	–	–	–	–	2,23,51,118	70,99,920
Plant & Machinery	48,222	–	–	48,222	311	1,145	–	1,456	46,766	47,911
Furniture & Fixtures	1,01,521	9,60,422	–	10,61,943	1,858	31,308	–	33,166	10,28,777	99,663
Vechiles	2,00,000	3,37,840	–	5,37,840	7,340	18,993	–	26,333	5,11,507	1,92,660
Office Equipments	69,000	2,66,020	–	3,35,020	1,349	14,151	–	15,500	3,19,520	67,651
Airconditioners & Coolers	98,887	80,868	–	1,79,755	2,342	3,801	–	6,143	1,73,612	96,545
Computers & Printers	2,54,840	5,26,923	–	7,81,763	10,257	50,999	–	61,256	7,20,507	2,44,583
Temporary Erections	1,47,500	–	–	1,47,500	50,918	48,291	–	99,209	48,291	96,582
TOTAL	80,19,890	1,74,23,271	–	2,54,43,161	74,375	1,68,688	–	2,43,063	2,52,00,098	79,45,515
CAPITAL WORK IN PROGRESS										
Building									7,89,08,374	63,82,863
Plant & Machinery									44,18,97,322	65,55,921
Electrical Equipments & Installations									1,17,92,473	21,61,722
Capital Advances for Plant & Machinery									48,03,63,747	9,47,97,128
Pre – Operative Expenses									4,12,74,441	1,19,69,062
Pending Absorption (Ref Sch 10)										
TOTAL									1,05,42,36,357	12,18,66,696
Less : Liability for Capital Expenditure									37,14,08,080	–
TOTAL CWIP									68,28,28,277	12,18,66,696
GRAND TOTAL	80,19,890	1,74,23,271	–	2,54,43,161	74,375	1,68,688	–	2,43,063	70,80,28,375	12,98,12,211
Previous Year	–	80,19,890	–	80,19,890	–	74,375	–	74,375	12,98,12,211	–

	As at Sep. 30, 2009 Amount (in Rs.)	As at Mar. 31, 2009 Amount (in Rs.)
SCHEDULE 4		
INVENTORIES (as certified by the Management)		
Raw Materials	8,40,976	-
(At cost on FIFO basis)		
Total	<u><u>8,40,976</u></u>	<u><u>-</u></u>
SCHEDULE 5		
CASH AND BANK BALANCE		
Cash In hand	1,69,681	1,39,305
Balance with Scheduled Bank -		
- In Current Accounts	66,45,768	32,38,668
- In Fixed Deposits	99,50,000	7,00,15,000
Total	<u><u>1,67,65,449</u></u>	<u><u>7,33,92,973</u></u>
SCHEDULE 6		
LOANS AND ADVANCES (Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	1,25,70,152	38,56,850
Security Deposits	50,14,689	36,17,539
Sales Tax Recoverable (Net)	55,15,370	-
TDS Certificate Receivable	1,05,278	-
Central Excise Advance Deposit	95,83,753	-
Total	<u><u>3,27,89,241</u></u>	<u><u>74,74,389</u></u>
SCHEDULE 7		
CURRENT LIABILITIES		
Sundry Creditors		
- Due to Micro and Small Enterprises	-	-
- Others	15,05,399	5,97,300
Other Liabilities	51,61,025	6,70,781
Total	<u><u>66,66,424</u></u>	<u><u>12,68,081</u></u>
SCHEDULE 8		
PROVISIONS		
Provision for gratuity	1,34,240	38,183
Provision for Leave Encashment	1,68,073	36,951
Total	<u><u>3,02,313</u></u>	<u><u>75,134</u></u>
SCHEDULE 9		
MISCELLANEOUS EXPENDITURE		
Preliminary Expenses	66,63,642	66,63,642
Total	<u><u>66,63,642</u></u>	<u><u>66,63,642</u></u>
SCHEDULE 10		
PRE - OPERATIVE EXPENSES		
Pre - Operative Expenses as on 1.4.2009	1,19,69,062	
MANUFACTURING EXPENSES		
Power and fuel	1,81,633	1,18,311
Water charges	2,47,350	-
Repairs	26,335	-
EMPLOYEES REMUNERATION AND BENEFITS		
Salaries,wages and allowances including bonus and gratuity	93,35,870	23,73,399
Employers contribution to PF, ESI and administrative charges	5,95,124	1,88,152
Staff Recruitment and Training Expenses	1,07,978	2,72,904
INTEREST		
Term Loan and Fixed Deposits (Net of Interest Received)	41,42,661	-
Other Interest and Financial Charges	77,37,756	46,31,832
OTHER EXPENSES		
Staff Welfare Expenses	9,07,910	88,769
Rent	6,89,881	2,68,379

	As at Sep. 30, 2009 Amount (in Rs.)	As at Mar. 31, 2009 Amount (in Rs.)
Insurance	1,11,070	1,452
Conference Expenses	33,710	-
Rates & Taxes	33,323	-
Postage, Telegraph, Telephone and Telex	1,84,784	95,515
Printing and Stationery	1,25,700	53,148
Depreciation	1,68,688	74,375
Travelling & Conveyance	35,11,945	10,33,513
Project Fees	-	20,00,000
Miscellaneous Expenses	8,47,499	6,54,450
Directors' Expenses		
Sitting Fees	50,000	91,700
Travelling & Conveyance	2,36,161	-
Statutory Auditors' Remuneration		
Audit Fees	25,000	23,163
Auditor's Expenses	5,000	-
Total	<u><u>4,12,74,441</u></u>	<u><u>1,19,69,062</u></u>

SCHEDULE 11

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basic of preparation of financial statements:

The financial statements have been prepared under the historical cost convention on accrual basis. The mandatory applicable Accounting standards in India and the provisions of the Companies Act, 1956 have been followed in preparation of these financial statements.

2. Fixed Assets

Fixed Assets are stated at cost net of Cenvat. The cost of fixed asset includes interest on borrowings attributable to acquisition of fixed assets upto the date of commissioning of the assets and other incidental expenses incurred upto that date.

3. Depreciation and amortization

Depreciation has been provided in the accounts for the year at the rate prescribed in the schedule XIV to the Companies Act, 1956 on the straight line method in respect of assets on pro rata basis for assets acquired during the year.

4. Inventories

Inventories are valued at lower of cost and net realizable value except scrap & salvage which is valued at market price. Cost is ascertained on FIFO basis. In case of work in progress and finished goods, appropriate overheads are included.

5. Provisions:

Provisions are recognized when the company has present obligation as a result of past events, it is more likely than an out flow of resources will be required to settle the obligations, and amount can be reliably estimated.

6. Revenue Recognition:

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable

7. Intangible Assets

There are no intangible assets.

8. Expenditure during pre operative period

Expenditure incurred on projects or other charges during prior to commercial production are included under pre operative expenditure and shall be allocated to the cost of fixed assets on the commencement of commercial operations.

9. Taxation

(a) Current Tax

Provision for current income made on the taxable income using the applicable tax rates and tax laws.

(b) Deferred Tax

Deferred Tax arising on account of timing differences and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred Tax assets are not recognized unless there is virtual certainty with respect to the reversal of the same in the future years.

B. NOTES TO ACCOUNTS:

- The company was following financial year as the accounting year, but in the current year the company decided to close its Accounts on 30th September every year. So, for the current year the accounts have been prepared from the period beginning 1st April 2009 to 30th September 2009.



2. Contingent liability not provided for:
Unexpired Letters of Credit – Rs. 4,65,45,934 (Nil)
3. Estimated amount of contract remaining to be executed on Capital account (net of advance) is Rs 24,02,63,000/- (Previous Year figures Rs 47,91,99,842/-)
4. Information relating under paragraph 3 & 4 of schedule VI of the Companies Act 1956 is not given as the same is not applicable as the company is yet to start the commercial production.
5. No Profit & Loss Account has been prepared as the Company's projects are under construction and its operations have not yet commenced.

6. Related Party Disclosure

- (a) As per accounting Standard-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, related parties of the group are disclosed below.

The following are the related parties of the company:-

Holding Company	Surya Roshni Limited
Key Management Personnel	Sh. Jai Prakash Aggarwal, Managing Director

Relatives of Key Management Personnel Relation

Spouse	Smt. Urmil Agarwal
Son(s)	Sh. Vinay Surya
Daughter(s)	Smt. Padmini & Smt. Bharti
Brother(s)	Sh. V P Agarwal
Sister(s)	Smt. Sudha Gupta
Mother	Smt. Ganga Devi Agarwal
Father	Sh. B D Agarwal

- (b) **Summary of the transactions with the related parties is given below:**

Nature of Relationship/ Transactions	Holding Company	Key Management Personnel
	30th September, 2009	30th September, 2009
	(31st March, 2009)	(31st March, 2009)
Issue of Share Capital	6,44,50,000 (16,05,50,000)	– (2,00,000)
Reimbursement of expenses relating to Incorporation of Company	– (–)	– (1,75,200)
Fixed Assets Purchased	31,36,168 (2,00,000)	– (–)
Purchase of Raw Material (inclusive of duties & taxes)	9,05,842 (–)	– (–)
Balance Outstanding as on September 30th, 2009	15,05,399 (–)	– (–)

7. RETIREMENT BENEFITS

Effective April 01, 2007, the company adopted the revised Accounting Standard 15 "Employee Benefits" Gratuity Plan is unfunded and the amount recognized as required by AS-15 is set out below.

	Gratuity		Leave Encashment/ Compensated Absence	
	30th Sept. 2009	31st Mar. 2009	30th Sept. 2009	31st Mar. 2009
Obligation at year beginning	38,183	–	36,951	–
Service Cost - Current	66,997	38,183	84,037	36,951
Interest Cost	1,432	–	1,386	–
Actuarial Gain/Loss	27,628	–	73,592	–
Benefit Paid	–	–	27,893	–
Liability Recognized in the Balance Sheet	1,34,240	38,183	1,68,073	36,951

The principal assumptions used in determining post employment benefit obligations are as below:-

	Gratuity (in %)		Leave Encashment (in %)	
	30th Sept. 2009	31st Mar. 2009	30th Sept. 2009	31st Mar. 2009
Discount Rate	7.50	7.00	7.50	7.00
Future Salary Increase	4.00	4.50	4.00	4.50

8. Taxation

(a) Current Tax

Provision for current income tax is not made as the project is under installation and there is no taxable income.

(b) Deferred Tax

Company has followed prudence concept for the recognition of deferred tax, hence no deferred tax asset is created.

9. There are no dues to Micro, Small & Medium Enterprises as at 30th September, 2009. This information required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

10. Auditors Remuneration:-

Payment to Statutory Auditors

	Period ended 30th September, 2009 (31st March 2009)
Audit Fees (Excluding Service Tax)	25,000 (21,000)
Total	25,000

11. Car costing Rs 2,00,000 is pending for registration in the name of the company.
12. Earning per share has not been calculated, as the expenditure incurred prior to commercial production period is included under preoperative expenditure pending absorption to fixed assets.
13. Previous year figures have been regrouped and rearranged wherever necessary and figures have been rounded off to the nearest rupee.
14. Schedule 1 to 11 forms an Integral part of the Accounts and had duly been authenticated.

As per our report of even date annexed

For **Ashok Kumar Goyal & Co.**
Chartered Accountants

(Ashok Kumar Goyal)
Partner
M. No. 17644

J. P. Agarwal
Chairman & Managing Director

Arvind Bansal
Director

Place : New Delhi
Date : 20th January, 2010



CASH FLOW STATEMENT FOR PERIOD ENDED 30TH SEPTEMBER, 2009

S. No.	Particulars	As at September 30, 2009 (Amount in Rs.)	As at March 31, 2009 (Amount in Rs.)
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit Before Tax	NIL	NIL
	Operating Profit Before Tax	NIL	NIL
	Adjustments for Working Capital Changes :-		
	Increase in Current Liabilities	41,20,123	13,43,215
	Increase in Receivable	(2,53,14,852)	(74,74,389)
	Increase in Inventories	(8,40,976)	-
	Net Cash From Operating Activities	(2,20,35,705)	(61,31,174)
B.	Cash Flow From Investing Activities		
	Purchase of Fixed Assets	(1,74,23,271)	(80,19,890)
	Capital Work in Progress	(54,74,07,076)	(12,17,92,321)
	Misc Expenditure	-	(66,63,642)
	Net Cash From Investing Activities	(56,48,30,347)	(13,64,75,853)
C.	Cash Flow From Financing Activities		
	Proceeds From Issue of Share Capital	26,47,00,000	21,60,00,000
	Proceeds From Term Loans	27,74,18,946	-
	Interest Paid	(1,18,80,417)	-
	Net Cash From Financing Activities	53,02,38,529	21,60,00,000
	Net Increase in Cash & Cash Equivalents	(5,66,27,524)	7,33,92,973
	Cash & Cash Equivalents (Opening Balance)	7,33,92,973	-
	Cash & Cash Equivalents (Closing Balance)	1,67,65,449	7,33,92,973

For Ashok Kumar Goyal & CO.
Chartered Accountants

(Ashok Kumar Goyal)
Partner
Membership No. 17644

J. P. Agarwal
Chairman & Managing Director

Arvind Bansal
Director

Place : New Delhi
Dated : 20th January, 2010



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No.

1	7	7	8	7	0
---	---	---	---	---	---

 State Code

5	5
---	---

Balance Sheet Date

3	0
---	---

0	9
---	---

2	0	0	9
---	---	---	---

Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue

N	I	L
---	---	---

 Rights Issue

N	I	L
---	---	---

 Bonus Issue

N	I	L
---	---	---

 Preferential/Private Placement

1	3	4	4	5	0
---	---	---	---	---	---

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

Total Liabilities

7	5	8	1	1	8
---	---	---	---	---	---

 Total Assets

7	5	8	1	1	8
---	---	---	---	---	---

SOURCES OF FUNDS

Paid-Up Capital

3	5	0	4	5	0
---	---	---	---	---	---

 Reserves & Surplus

N	I	L
---	---	---

Secured Loans

2	7	7	4	1	8
---	---	---	---	---	---

 Unsecured Loans

N	I	L
---	---	---

Share Application Money

1	3	0	2	5	0
---	---	---	---	---	---

APPLICATION OF FUNDS

Net Fixed Assets

7	0	6	5	2	2
---	---	---	---	---	---

 Investments

N	I	L
---	---	---

 Net Current Assets

4	4	9	3	2
---	---	---	---	---

 Misc. Expenditure

6	6	6	4
---	---	---	---

 Accumulated Losses

N	I	L
---	---	---

IV. PERFORMANCE OF THE COMPANY

Income

N	I	L
---	---	---

 Expenditure

N	I	L
---	---	---

Profit/(Loss) Before Tax

N	I	L
---	---	---

 Profit/(Loss) After Tax

N	I	L
---	---	---

Earning Per Share (in Rs.) (Annualised)

N	I	L
---	---	---

 Dividend Rate %

N	I	L
---	---	---

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code)	Product Description									
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td>7</td><td>3</td><td>0</td><td>4</td><td>1</td><td>0</td><td>.</td><td>1</td><td>0</td></tr></table>	7	3	0	4	1	0	.	1	0	S T E E L T U B E S & P I P E S
7	3	0	4	1	0	.	1	0		
Item Code No. (ITC Code)	Product Description									
N. A.										
Item Code No. (ITC Code)	Product Description									
N. A.										

Signature to Schedule : '1 to 11'

For Ashok Kumar Goyal & CO.
Chartered Accountants

(Ashok Kumar Goyal)
Partner
Membership No. 17644

J. P. Agarwal
Chairman & Managing Director

Arvind Bansal
Director

Place : New Delhi
Dated : 20th January, 2010

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors
Surya Roshni Limited
New Delhi

We have examined the attached Consolidated Balance Sheet of Surya Roshni Limited and its subsidiary, Surya Global Steel Tubes Ltd. as at March 31, 2010, the Consolidated Profit and Loss Account and the Cash Flow Statement for the year then ended.

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audit. We have conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of subsidiary, whose Audited Financial Statements as at 30th September, 2009 on which date its books of accounts are closed reflect fixed assets of Rs.7080.28 lakhs and net current assets of Rs. 434.26 lakhs and miscellaneous expenditure of Rs.66.64 lakhs for the accounting year then ended. These financial statements have been audited by other auditor, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiary, is based solely on the report of the other auditor.

We have been given further a Statement showing significant events and transactions

between two reporting dates which are as per Notes No. 3 in Schedule 21 enclosed with the consolidated Financial Statement.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Surya Roshni Limited and its subsidiary included in the consolidated financial statements.

On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of Surya Roshni Limited and its subsidiary, read alongwith the enclosed Significant Accounting Policies and Notes to the consolidated Financial Statements in Schedule 21, we are of the opinion that :

- a) the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of Surya Roshni Limited and its subsidiary as at March 31, 2010;
- b) the Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of Surya Roshni Limited and its subsidiary for the year then ended ; and
- c) the consolidated Cash Flow Statement gives a true and fair view of the consolidated Cash Flow of the Company and its subsidiary for the year then ended.

for **SASTRY K. ANANDAM & CO.**
CHARTERED ACCOUNTANTS
(K. ANANDA SASTRY)
PARTNER F.C.A.
Membership No. 9980
Firm Registration No.000179N

Place : New Delhi
Dated : 28th May, 2010

CONSOLIDATED BALANCE SHEET

Particulars	Schedule No.	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SOURCES OF FUNDS			
SHAREHOLDER'S FUND			
Share Capital	1	37,00,40,000	28,43,32,500
Reserve & Surplus	2	2,20,04,31,716	1,72,44,45,857
LOAN FUNDS			
Secured Loans	3	6,01,70,81,654	3,83,05,29,138
Unsecured Loans	4	89,62,75,773	57,33,93,022
DEFERRED TAX LIABILITIES (NET)		55,81,15,708	50,64,66,250
MINORITY INTEREST		25,33,14,627	5,37,39,357
TOTAL		10,29,52,59,478	6,97,29,06,124
APPLICATIONS OF FUNDS			
FIXED ASSETS :			
Gross Block	5	8,31,54,95,449	6,83,48,32,264
Less : Depreciation		3,68,94,16,198	3,44,01,76,044
Net Block		4,62,60,79,251	3,39,46,56,220
Capital Work in Progress		1,16,56,41,689	22,59,08,336
INVESTMENTS	6	27,67,00,000	200,000
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	7	2,81,46,11,566	1,96,67,53,035
Sundry Debtors	8	1,78,91,74,338	1,44,76,19,707
Cash & Bank Balances	9	11,70,66,179	16,80,22,007
Loans & Advances	10	31,19,20,080	26,80,41,443
		5,03,27,72,163	3,85,04,36,192
LESS : CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	11	63,66,39,749	38,20,88,913
Provisions	12	17,35,72,145	12,11,58,710
		81,02,11,894	50,32,47,623
NET CURRENT ASSETS		4,22,25,60,269	3,34,71,88,569
MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)		42,78,269	49,52,999
TOTAL		10,29,52,59,478	6,97,29,06,124
Significant Accounting Policies and Notes on Accounts	21		

The Schedules referred to above and notes on accounts thereon form an integral part of Balance Sheet.

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

Raju Bista
Dy. Managing Director
(Corporate)

B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang
K K Narula
B B Chadha
Aloke Sengupta
Urmil Agarwal
Mukesh Tripathi

Directors



CONSOLIDATED PROFIT & LOSS ACCOUNT

Particulars	Schedule No.	Year ended 31st March, 2010 (Rs.)	Year ended 31st March, 2009 (Rs.)
INCOME			
Sales	13	19,38,92,58,487	16,90,59,06,964
Less : Internal consumption		41,51,15,690	82,02,88,846
		18,97,41,42,797	16,08,56,18,118
Less : Excise duty recovered on sales		1,02,10,48,440	1,19,48,20,340
		17,95,30,94,357	14,89,07,97,778
Other Income	14	86,49,289	58,08,335
Accretion/(Decretion) to Stock	15	49,49,15,551	12,30,64,064
TOTAL		18,45,66,59,197	15,01,96,70,177
EXPENDITURE			
Raw Material Consumed		13,46,37,36,678	12,08,06,05,216
Less : Internal Consumption		40,26,37,189	78,79,29,709
		13,06,10,99,489	11,29,26,75,507
Purchase for Resale		67,78,10,455	30,48,42,705
Packing Material Consumed		27,27,83,654	22,20,98,451
Manufacturing Expenses	16	81,33,40,766	60,75,62,698
Employees Remuneration & Benefits	17	89,08,83,943	65,16,70,684
Selling Expenses	18	1,18,11,12,552	74,66,23,964
Interest	19	48,71,43,215	46,44,14,937
Other Expenses	20	26,39,83,882	21,39,35,420
Depreciation		27,14,29,336	23,71,68,704
Less: Transferred from Capital Reserve on Revaluation of Fixed Assets		5,01,226	5,01,226
		27,09,28,110	23,66,67,478
TOTAL		17,91,90,86,066	14,74,04,91,844
PROFIT/(LOSS) BEFORE TAX FOR THE YEAR		53,75,73,131	27,91,78,333
Provision for Tax			
- Current		9,54,02,492	3,28,86,406
- Deferred		5,16,49,459	2,99,32,077
- Fringe Benefit		-	41,00,073
- Minimum Alternate Tax Credit Adjustment		(6,12,03,250)	(31,37,873)
PROFIT/(LOSS) AFTER TAX		45,17,24,429	21,53,97,650
Surplus brought forward from previous year		1,21,76,00,193	1,05,37,06,738
AVAILABLE FOR APPROPRIATIONS			
Proposed Equity Dividend		5,56,62,500	3,12,01,500
Tax on Dividend		92,44,845	53,02,695
Transfer to General Reserve		6,00,00,000	1,50,00,000
Balance carried to Balance Sheet		1,54,44,17,277	1,21,76,00,193
Earning per Equity Share - Basic & Diluted		16.23	8.28
Significant Accounting Policies and Notes on Accounts	21		

The Schedules referred to above and notes on accounts thereon form an integral part of Profit & Loss Account.

As per our attached report of even date
For **SASTRY K. ANANDAM & CO.**
Chartered Accountants

CA. ANANDA SASTRY K.
Partner
Membership No. 9980
Firm No. 00179N

Place : New Delhi
Dated : 28th May, 2010

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

Raju Bista
Dy. Managing Director
(Corporate)

B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

Directors

Schedules to the Consolidated Balance Sheet

SCHEDULE 1

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SHARE CAPITAL		
Authorised :		
4,98,00,000 Equity Shares of Rs.10/- each	49,80,00,000	49,80,00,000
6,20,000 Preference Shares of Rs.100/- each	6,20,00,000	6,20,00,000
	<u>56,00,00,000</u>	<u>56,00,00,000</u>
Issued, Subscribed and Paid up :		
2,78,31,250 (Previous Year - 2,60,01,250) Equity Shares of Rs. 10/- each fully paid-up (Of the above shares 3,00,000 Equity shares of Rs.10/- each allotted as fully paid up Bonus shares by capitalisation of General Reserve during 1980-81, 86,47,500 Equity shares of Rs.10/- each during 1994-95 and 22,38,750 Equity shares of Rs. 10/- each during 1995-96 by capitalisation of securities premium account.)	27,83,12,500	26,00,12,500
Forfeiture Reserve		
Forfeiture of 38,00,000 Optionally Convertible Equity Warrants of Rs 64/- each Rs. 6.40 paid up	2,43,20,000	2,43,20,000
45,70,000 (Previous Year NIL) Optionally Convertible Equity Warrants of Rs. 59/- each, Rs. 14.75/- paid-up	6,74,07,500	
Total	<u>37,00,40,000</u>	<u>28,43,32,500</u>

SCHEDULE 2

	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
RESERVES AND SURPLUS		
Capital Reserve		
- Capital subsidy	50,00,000	50,00,000
- on revaluation of Fixed Assets	97,17,234	1,02,18,460
Capital Redemption Reserve	3,00,00,000	3,00,00,000
Securities Premium	35,11,99,175	26,15,29,175
General Reserve	26,00,98,030	20,00,98,030
	<u>65,60,14,439</u>	<u>50,68,45,665</u>
Profit & Loss Account	1,54,44,17,277	1,21,76,00,193
Total	<u>2,20,04,31,716</u>	<u>1,72,44,45,857</u>

SCHEDULE 3

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SECURED LOANS		
Term Loans		
From Financial Institutions	8,88,06,721	58,15,05,891
From Banks	2,96,79,58,644	1,05,43,84,479
Working Capital Loans from Banks	2,96,03,16,289	2,19,46,38,768
Total	<u>6,01,70,81,654</u>	<u>3,83,05,29,138</u>

NOTES :

- 1) Term Loans from Banks and financial Institutions secured by deposit of title deeds relating to immovable assets of the company and further secured by hypothecation of all company's movable assets.
- 2) Working Capital Loans from Banks are secured against hypothecation of present and future stock of raw material, stock in process, finished goods, spare and stores, book debts etc., guaranteed by managing director of the company and further secured by way of second charge on the company's Fixed Assets.

SCHEDULE 4

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
UNSECURED LOANS		
Fixed deposits from Public	48,58,59,000	21,90,68,000
From Financial Institutions and Banks	29,99,90,195	19,28,65,486
Interest Free Sales Tax Loan	-	3,05,37,778
Deposit from Companies	7,00,00,000	10,00,00,000
Trade Deposit & Others	4,04,26,578	3,09,21,758
Total	<u>89,62,75,773</u>	<u>57,33,93,022</u>



Schedules to the Consolidated Balance Sheet

**SCHEDULE 5
FIXED ASSETS**

(Amt. in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS AT 01.04.2009	ADDITIONS	SALES/ADJ	AS AT 31.03.2010	UP TO 31.03.2009	FOR THE YEAR	SALES/ADJ	UP TO 31.03.2010	AS AT 31.03.2010	AS AT 31.03.2009
Land & Site	10,84,57,017	12,29,74,814	-	23,14,31,831	-	-	-	-	23,14,31,831	10,84,57,017
Development										
Building	70,86,54,148	23,68,88,517	-	94,55,42,665	24,43,29,782	2,11,23,469 #	-	26,54,53,251	68,00,89,414	46,43,24,366
Plant & Machinery	5,76,82,07,349	1,13,46,14,850	4,57,47,676	6,85,70,74,523	3,03,95,94,222	23,31,77,967 #	1,78,97,360	3,25,48,74,829	3,60,21,99,694	2,72,86,13,127
Furniture & Fixtures	3,28,71,650	36,01,536	1,20,047	3,63,53,139	2,10,68,862	19,24,526	26,283	2,29,67,105	1,33,86,034	1,18,02,788
Vehicles	9,45,20,734	2,17,11,577	90,69,561	10,71,62,750	4,60,62,436	79,61,074	41,77,876	4,98,45,634	5,73,17,116	4,84,58,298
Office Equipments	8,95,84,854	1,42,87,102	3,96,900	10,34,75,056	6,57,57,081	65,45,903	256,351	7,20,46,633	3,14,28,423	2,38,27,773
Airconditioners & Coolers	1,38,76,954	18,80,289	23,000	1,57,34,243	65,77,376	6,67,532	-	72,44,908	84,89,335	72,99,578
Miscellaneous Assets	34,56,493	61,684	-	35,18,177	16,79,802	1,49,262	-	18,29,064	16,89,113	17,76,691
Temporary Erections	1,52,03,065	-	-	1,52,03,065	1,51,06,483	48,291	-	1,51,54,774	48,291	96,582
TOTAL	6,83,48,32,264	1,53,60,20,369	5,53,57,184	8,31,54,95,449	3,44,01,76,044	27,15,98,024	2,23,57,870	3,68,94,16,198	4,62,60,79,251	3,39,46,56,220
Previous Year	6,07,07,85,428	78,95,34,107	2,54,87,271	6,83,48,32,264	3,22,43,12,822	23,72,43,079	2,13,79,857	3,44,01,76,044	3,39,46,56,220	2,84,64,72,606

Includes depreciation on revalued cost of assets amounting to Rs. 5,01,226/- (Previous Year Rs. 5,01,226/-)

As at
31st March, 2010
(Rs.)

As at
31st March, 2009
(Rs.)

SCHEDULE 6

INVESTMENTS (AT COST)

Non Trade

Unquoted

Long Term

50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Steel & Gen Power Limited	500,000	50,000
50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Cement Limited	500,000	50,000
50,000 (Previous Year -5,000)Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Global Infrastructure Limited	500,000	50,000
5,000 (Previous Year -5,000) Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Roadlink and Infra Limited	50,000	50,000
5,000 (Previous Year -NIL) Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Vijay Nagar Steel & Power Limited	50,000	-
5,000 (Previous Year -NIL) Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Chhatisgarh Power Limited	50,000	-
5,000 (Previous Year -NIL) Equity Shares of Rs. 10/- each, issued at par, fully paid-up, in Surya Gujarat Power Limited	50,000	-
Investment after end of the financial year of subsidiary		
27,50,000 (Previous Year -Not Applicable) Equity shares of Rs. 10/- each issued at par, fully paid-up, in Surya Global Steel Tubes Limited	27,50,00,000	-
Total	27,67,00,000	2,00,000
Book Value of Quoted Investments Rs. NIL (Previous Year - NIL)		
Market Value of Quoted Investments Rs. NIL (Previous Year - NIL)		

SCHEDULE 7

STOCK (as certified by the Management)

Stores and spare parts, etc (at cost on FIFO Basis)	23,37,06,448	19,05,23,154
Raw Materials (at cost on FIFO basis)	77,26,13,929	46,28,54,242
Scrap and salvage (at market value)	4,69,02,341	2,19,46,020
Semi -finished goods (at cost or net realisable value, whichever is less)	52,98,28,795	25,30,51,155
Finished goods (at cost or net realisable value, whichever is less)	1,16,22,71,999	97,12,75,374
Real Estate Division (WIP) (at cost or net realisable value, whichever is less)	6,92,88,054	6,71,03,090
Total	2,81,46,11,566	1,96,67,53,035

SCHEDULE 8

SUNDRY DEBTORS

(unsecured, considered good)

Debts outstanding for a period exceeding six months	39,88,110	54,06,266
Other debts	1,78,51,86,228	1,44,22,13,441
Total	1,78,91,74,338	1,44,76,19,707

Schedules to the Consolidated Balance Sheet

	As at 31st March, 2010 (Rs.)	As at 31st March, 2009 (Rs.)
SCHEDULE 9		
CASH AND BANK BALANCE		
Cash on hand	49,13,047	28,91,022
Cheques/Drafts/TTs in hand/ in transit	7,17,28,566	6,84,22,551
Balance With Scheduled Banks in :		
– Current Account	1,11,91,808	72,24,415
– Fixed Deposits	2,59,88,387	8,65,84,470
– Unpaid Dividend Accounts	32,44,371	28,99,549
Total	11,70,66,179	16,80,22,007
SCHEDULE 10		
LOANS AND ADVANCES (Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	24,21,57,198	21,26,09,308
Security Deposits	5,14,25,356	2,83,23,005
Earnest Money Deposits	63,15,267	73,90,469
Claims Recoverable/Receivable	1,20,22,260	1,97,18,661
Total	31,19,20,080	26,80,41,443
SCHEDULE 11		
CURRENT LIABILITIES		
Sundry Creditors		
– Due to Micro and Small Enterprises	2,44,16,741	1,69,82,963
– Others	34,60,58,699	14,87,94,489
Other Liabilities	23,36,67,954	18,95,72,309
Interest accrued but not due	3,24,96,355	2,67,39,152
Total	63,66,39,749	38,20,88,913
SCHEDULE 12		
PROVISIONS		
Proposed Equity Dividend	5,56,62,500	3,12,01,500
Tax on Dividend	92,44,845	53,02,695
Provision for gratuity	8,62,00,335	6,59,36,095
Provision for Leave Encashment	2,24,64,465	1,87,18,420
Total	17,35,72,145	12,11,58,710

Schedules to the Consolidated Profit & Loss Account

	For the Year ended 31st March, 2010 (Rs.)	For the Year ended 31st March, 2009 (Rs.)
SCHEDULE 13		
SALES		
Inland (net of return)	16,93,46,88,483	13,27,92,78,795
Export*	2,45,45,70,004	3,62,66,28,169
	19,38,92,58,487	16,90,59,06,964
Less : Internal consumptions of components	41,51,15,690	82,02,88,846
Total	18,97,41,42,797	16,08,56,18,118
*Export Includes Export Benefits of Rs.15,98,84,410 (Prev. Yr. Rs.14,59,57,170)		
SCHEDULE 14		
OTHER INCOME		
Rent	24,000	24,000
Interest (TDS Rs.2,51,618)	20,17,083	21,39,067
Miscellaneous Income	18,20,142	7,51,255
Profit on Sale of Fixed Assets	47,88,064	28,94,013
Total	86,49,289	58,08,335
SCHEDULE 15		
ACCRETION/(DECRETION) TO STOCK		
Stock as at 1st April		
– Finished Goods	97,12,75,374	86,16,99,709
– Semi Finished Goods	25,30,51,155	20,62,35,315
– Scrap	2,19,46,020	5,78,79,022
– Real Estate Division (WIP)	6,71,03,090	6,44,97,530
	1,31,33,75,639	1,19,03,11,576
Stock as at 31st March		
– Finished Goods	1,16,22,71,999	97,12,75,375
– Semi Finished Goods	52,98,28,796	25,30,51,155
– Scrap	4,69,02,341	2,19,46,020
– Real Estate Division (WIP)	6,92,88,054	6,71,03,090
	1,80,82,91,190	1,31,33,75,640
Accretion/(Decretion) to Stock	49,49,15,551	12,30,64,064



Schedules to the Consolidated Profit & Loss Account

	For the Year ended 31st March, 2010 (Rs.)	For the Year ended 31st March, 2009 (Rs.)
SCHEDULE 16		
MANUFACTURING EXPENSES		
Stores and spares consumed	16,25,89,586	13,09,85,632
Power and fuel	37,70,68,781	30,89,89,346
Water charges	33,89,854	37,54,523
Repairs to :		
Machinery	1,29,02,235	1,11,34,170
Building	82,96,930	71,68,606
Others	43,90,610	24,34,426
	2,55,89,775	2,07,37,202
Miscellaneous manufacturing expenses	23,04,89,391	14,80,70,843
Excise Duty	1,42,13,379	(49,74,848)
Total	81,33,40,766	60,75,62,698
SCHEDULE 17		
EMPLOYEES REMUNERATION AND BENEFITS		
Salaries, wages and allowances including bonus and gratuity	75,51,18,113	55,07,90,065
Employers contribution to PF, ESI and administrative charges	6,55,75,306	5,47,73,173
Staff Welfare Expenses	4,72,53,770	2,86,53,296
Remuneration to Managerial Personnel	1,38,26,367	1,29,15,484
Staff Recruitment and Training Expenses	91,10,387	45,38,666
Total	89,08,83,943	65,16,70,684
SCHEDULE 18		
SELLING EXPENSES		
Carriage Outward	50,76,86,350	34,83,33,666
Commission\Service Charges on sale	6,43,15,566	5,87,30,791
Discounts	20,30,98,749	11,02,54,129
Advertisement	11,16,68,541	8,72,89,682
Claims for defective	16,31,72,020	8,51,21,417
Others	13,11,71,326	5,68,94,279
Total	1,18,11,12,552	74,66,23,964
SCHEDULE 19		
INTEREST		
Term Loans and Fixed Deposits	27,59,88,803	22,57,92,971
Other Interest & Financial Charges	21,11,54,412	23,86,21,966
Total	48,71,43,215	46,44,14,937
SCHEDULE 20		
OTHER EXPENSES		
Rent	3,08,01,208	2,09,25,594
Insurance	46,78,343	57,28,497
Rates & Taxes	15,81,881	15,29,013
Postage, Telegraph, Telephone and Telex	1,98,64,760	1,43,18,474
Printing and Stationery	1,06,24,270	91,06,102
Travelling & Conveyance	7,57,13,620	6,89,77,592
Cost Auditors' Remuneration :		
– Fee	1,85,000	1,55,000
– Expenses	15,140	13,590
Miscellaneous Expenses	7,96,42,651	5,61,50,618
Foreign Exchange Fluctuation	–	1,03,45,845
Loss on sale of fixed assets	11,83,851	11,07,541
Sales Tax / Entry Tax Paid	3,24,07,291	1,68,34,575
	25,66,98,015	20,51,92,441
Directors' Expenses		
Sitting Fees	9,60,000	8,60,000
Travelling & Conveyance	53,51,230	68,96,011
Meeting Expenses	35,256	70,395
Foreign Travelling	2,57,905	1,86,309
	66,04,391	80,12,715
Statutory Auditors' Remuneration		
Statutory Audit Fees	4,75,000	4,45,000
Income Tax Audit Fees	1,25,000	1,15,000
Auditors' Expenses	24,162	51,364
Management Fees for certificates/reports	57,314	1,18,900
	6,81,476	7,30,264
Total	26,39,83,882	21,39,35,420

SCHEDULE 21

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General

Surya Roshni Limited was incorporated in India and operates as a Holding Company for other group company.

2. Principles and Basis of preparation of Financial Statements

The consolidated financial statements have been prepared in accordance with Accounting Standards (AS 21) Consolidated Financial Statements The following group company considered for consolidation.

Name of the Subsidiary Company	Country of Incorporation	Extent of Holding (%) as on March 31, 2010	Extent of Holding (%) as on March 31, 2009
Surya Global Steel Tubes Ltd.	India	53.73	74.33

3. The consolidated financial statements comprise that of the parent company up to 31.03.2010 and its subsidiary up to 30.09.2009 which is the last closing date of its Accounts.

Since the reporting dates of both the Companies are different, adjustments for giving effects to significant transactions / events between the two dates are as under :-

Transactions during the period 01.10.2009 to 31.03.2010	As on 31st March 2010 (Rs.)	As on 30th Sept.2009 (Rs.)	Net Transactions during the period Rs.
Investment	1,80,00,000	-	1,80,00,000
Fixed Assets	2,12,94,50,009	70,65,22,976	1,42,29,27,033
Borrowings	1,48,77,15,364	27,74,18,946	1,21,02,96,418
Lending	-	-	-
Share Capital	93,05,50,000	35,04,50,000	58,01,00,000
Profit / (Loss) before tax	(2,34,14,120)	-	(2,34,14,120)

The consolidated financial statements are prepared on historical cost convention using accounting policies of the parent company unless otherwise stated. Inter Company balances and transactions have been eliminated in the consolidation.

4. Other Significant accounting policies :

These are set under "Significant Accounting Policies" as given in Standalone Financial Statements of Surya Roshni Limited.

5. Contingent liabilities not provided for in respect of :

- Letter of Credit / Bank Guarantees outstanding Rs. 45,95,08,337 (Previous year Rs. 40,50,64,835).
- Disputed Excise duties, Sales / VAT taxes liability Rs. 3,21,97,554 (Previous year Rs. 1,88,03,777)
- Bonds executed by the company to custom department against fulfilment of export obligation under 5% EPCG Scheme Rs. 32,08,19,889 (Previous year Rs. 1,46,05,170).
- Disputed ESI liability Rs. 34,55,828 (Previous year Rs. 34,55,828)
- Disputed demand of Uttaranchal Power Corporation Rs. 41,27,000 (Previous year Rs. 41,27,000)
- Corporate Guarantee(s) of Rs. 90 Crores in favour of PNB and Rs. 45 Crores in favour of SBI for providing term loans to Surya Global Steel Tubes Limited (Previous year - Nil).

6. Estimated amount of contracts remaining to be executed on capital account (less advances) Rs. 33,32,72,604 (Previous year - Rs. 47,91,99,842)

7. Employee Benefits

Actuarial valuation of Gratuity and Leave encashment have been done with the following assumptions:

Particulars	As at 31st March, 2010		As at 31st March, 2009	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Discount rate	7.5%	7.5%	7%	7%
Future Salary Increase	4.00%	4.00%	4.50%	4.50%
Rate of return on plan assets	9.25%	N.A.	9.30%	N.A.

(Amt. In Rs.)

Change in the present value of obligation	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Present value of obligation as at the beginning of the period	11,42,06,308	1,87,18,420	10,88,08,162	1,61,08,745
Interest Cost	85,64,041	14,02,496	76,16,571	11,27,612
Current Service Cost	1,15,80,814	42,04,488	1,00,31,182	31,20,584
Benefits paid	(38,74,236)	(63,10,371)	(77,66,329)	(75,26,908)
Actuarial (gain)/loss on obligations	1,45,33,344	44,49,432	(44,83,278)	58,88,387
Present value of obligation as at the end of period	14,50,10,271	2,24,64,465	11,42,06,308	1,87,18,420

Change in the fair value of plan assets	As at 31st March, 2010	As at 31st March, 2009
	Gratuity (funded)	Gratuity (funded)
Fair value of Plan Assets at the beginning of the period	4,82,70,213	5,14,18,735
Expected Return on plan assets	44,64,995	47,81,942
Contributions	1,00,26,518	-
Benefits paid	(38,74,236)	(75,50,370)
Actuarial (gain)/loss on plan assets	(77,554)	(3,80,094)
Fair value of Plan Assets at the end of the period	5,88,09,936	4,82,70,213



	As at 31st March, 2010		As at 31st March, 2009	
Reconciliation of present value of obligation and the fair value of assets	Gratuity (funded)		Gratuity (funded)	
Present value of obligation as at end of the period	14,50,10,271		11,42,06,308	
Fair value of Plan Assets at the end of the period	5,88,09,936		4,82,70,213	
Present value of unfunded obligation as at end of the period	8,62,00,335		6,59,36,095	
Unfunded Net Liability recognised in Balance Sheet	8,62,00,335		6,59,36,095	

	As at 31st March, 2010		As at 31st March, 2009	
Expenses recognised in the Profit & Loss Account	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Current Service Cost	1,15,80,814	42,04,488	1,00,31,182	31,20,584
Interest Cost	85,64,041	14,02,496	76,16,571	11,27,612
Return on plan assets	(44,64,995)	–	(47,81,942)	–
Net actuarial (gain)/ loss recognized in the period	1,46,10,898	44,49,432	(41,03,184)	58,88,387
Total Expenses recognised in the Profit & Loss Account	3,02,90,758	1,00,56,416	87,62,627	1,01,36,583

8. Segment Information for the year ended 31st March, 2010 and 31st March, 2009

Group has identified the following three **Primary Business Segments** :

- Steel** - Engaged in the production of Steel Tubes & Pipes and Cold Rolled Strips.
- Lighting** - Engaged mainly in the manufacture of different varieties of Lamps.
- Real Estate** - Engaged mainly in the development & trade in Real Estate

Secondary Segment reporting has been performed on the basis of Geographical Locations.

Primary Business Segments

Particulars	Lighting	Steel Consolidated	Real Estate	Total Consolidated
Revenue				
External Sales	5,59,89,76,703	13,37,51,66,094	–	18,97,41,42,797
	3,81,82,61,161	12,26,73,56,957	–	16,08,56,18,118
Inter-segment Sales	–	–	–	–
	–	–	–	–
Total	5,59,89,76,703	13,37,51,66,094	–	18,97,41,42,797
	3,81,82,61,161	12,26,73,56,957	–	16,08,56,18,118

RESULT

Segment Result	59,96,02,944	41,64,64,113	–	1,01,60,67,057
(Profit(+) / Loss(-) before tax & interest)	38,86,78,784	34,91,06,151	–	73,77,84,935
Unallocable Corporate Expenditure				–
				–
Operating Profit				1,01,60,67,057
				73,77,84,935
Interest Expenses				48,71,43,215
				46,44,14,937
Other Income				86,49,289
				58,08,335
Income Tax				8,58,48,702
				6,37,80,683
Profit from ordinary activities				45,17,24,429
				21,53,97,650
Net Profit after Tax				45,17,24,429
				21,53,97,650

Other Information

Segment Assets

Net Block	2,56,19,62,419	2,06,41,16,832	–	4,62,60,79,251
	1,96,88,89,136	1,42,57,67,084	–	3,39,46,56,220
Capital Work-in-Progress	6,37,01,797	1,10,19,39,894	–	1,16,56,41,691
	10,27,95,588	12,31,12,748	–	22,59,08,336
Investment	–	27,67,00,000	–	27,67,00,000
	–	200,000	–	2,00,000
Current Assets, Loans and Advances	1,95,07,52,340	3,01,42,37,168	6,92,88,054	5,03,42,77,562
	1,54,95,74,727	2,23,37,58,375	6,71,03,090	3,85,04,36,192
Total Segment Assets	4,57,64,16,556	6,45,69,93,894	6,92,88,054	11,10,26,98,504
	3,62,12,59,451	3,78,28,38,207	6,71,03,090	7,47,12,00,748
Unallocated Corporate Assets				–
				–
Total Assets				11,10,26,98,504
				7,47,12,00,748

Particulars	Lighting	Steel Consolidated	Real Estate	Total Consolidated
Segment Liabilities				
Current Liabilities & Provisions	55,33,33,592	25,83,83,702	–	81,17,17,293
	34,40,76,807	15,91,70,816	–	50,32,47,623
Total Segment Liabilities	55,33,33,592	25,83,83,702	–	81,17,17,293
	34,40,76,807	15,91,70,816	–	50,32,47,623
Unallocated Corporate Liabilities				55,81,15,708
				50,64,66,249
Total Liabilities				1,36,98,33,002
				1,00,97,13,872
Capital Employed	4,02,30,82,964	6,19,86,10,193	6,92,88,054	10,29,09,81,211
(Segment Assets– Segment Liabilities)	3,27,71,82,644	3,62,36,67,391	6,71,03,090	6,96,79,53,125
Loan Fund	2,91,82,09,407	3,44,62,06,182	–	6,36,44,15,589
	2,11,21,72,993	2,29,17,49,167	–	4,40,39,22,160
Capital expenditure				2,57,97,95,362
				57,93,69,750
Depreciation	20,09,59,857	6,97,93,077	–	27,07,52,934
	16,63,94,545	7,02,72,933	–	23,66,67,478
Non–cash expenses other than Depreciation	–	–	–	–
	–	–	–	–
Geographic Segment				
India				16,67,94,57,203
				12,60,49,47,119
Outside India				2,29,46,85,594
				3,48,06,70,999

9. Related party disclosures

Related party disclosures as required under Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given hereunder :

A. Relationship :

- i) Associates
 1. Surya Global Steel & Gen Power Limited
 2. Surya Global Cement Limited
 3. Surya Global Infrastructure Limited
 4. Surya Roadlink and Infra Limited
 5. Surya VijayNagar Steel & Power Limited
 6. Surya Chhatisgarh Power Limited
 7. Surya Gujarat Power Limited

ii) Key Management Personnel

– Sh. J.P. Agarwal

iii) Relatives of the Key Management Personnel

Relation	Sh. J. P. Agarwal
Spouse	Smt. Urmil Agarwal
Son(s)	Sh. Vinay Surya
Daughter(s)	Smt. Padmini & Smt. Bharti
Brother(s)	Sh. V P Agarwal
Sister(s)	Smt. Sudha Gupta
Mother	Smt. Ganga Devi Agarwal
Father	Sh. B D Agarwal

B. Transactions carried out with the related parties in the ordinary course of business:

i) Associates :

1. Surya Global Steel & Gen Power Ltd.

Investment :		Amount (Rs.)	
Particulars	This Year	Previous year	
Total Investment at the beginning of the year	50,000	Nil	
Investment made during the year	4,50,000	50,000	
Total investment at the year end	5,00,000	50,000	



2. Surya Global Cement Ltd.

Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	50,000	Nil	
Investment made during the year	4,50,000	50,000	
Total investment at the year end	5,00,000	50,000	

3. Surya Global Infrastructure Ltd.

Transactions:		Amount (Rs.)	
Particulars	This year	Previous year	
Opening Balance	Nil	Nil	
Amount of Contracts Awarded	24,66,50,000	Nil	
Contracts Executed	15,80,64,160	Nil	
Payments Made	17,20,39,161	Nil	
Balance Outstanding	7,46,10,839	Nil	
Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	50,000	Nil	
Investment made during the year	4,50,000	50,000	
Total investment at the year end	5,00,000	50,000	

4. Surya Roadlink and Infra Ltd.

Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	50,000	Nil	
Investment made during the year	Nil	50,000	
Total investment at the year end	50,000	50,000	

5. Surya VijayNagar Steel & Power Ltd.

Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	Nil	Nil	
Investment made during the year	50,000	Nil	
Total investment at the year end	50,000	Nil	

6. Surya Chhatisgarh Power Ltd.

Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	Nil	Nil	
Investment made during the year	50,000	Nil	
Total investment at the year end	50,000	Nil	

7. Surya Gujarat Power Ltd.

Investment :		Amount (Rs.)	
Particulars	This year	Previous year	
Total Investment at the beginning of the year	Nil	Nil	
Investment made during the year	50,000	Nil	
Total investment at the year end	50,000	Nil	

ii) Key Management Personnel & their Relatives :

Remuneration for the year 2009-2010 :

– Sh. J.P. Agarwal (Chairman & Managing Director)	Rs. 76,20,000
– Sh. Vinay Surya (Chief Operating Officer) *	Rs. 8,81,589

* (Resigned on 30/03/2010)

Sitting Fees for the year 2009-2010

Smt. Urmil Agarwal (Director) Rs.30,000/-

10. Earning per Share (Basic and Diluted)

	This Year (Rs.)	Previous Year (Rs.)
Profit after Tax	45,17,24,429	21,53,97,650
Profit for Equity Shareholders	45,17,24,429	21,53,97,650
Number of Equity Shares (Face Value Rs. 10/- each)	2,78,31,250	2,60,01,250
Weighted Average number of Equity Shares (Face Value Rs. 10/- each)	2,78,31,250	2,60,01,250
Basic & Diluted Earning Per Share (EPS) (Rs.)	16.23	8.28

Note : 45,70,000 Equity Shares to be issued against the conversion of 45,70,000 Optionally Convertible Warrants are fairly priced and are assumed to be neither dilutive nor antidilutive. Hence the same is not considered for computation of diluted earning per share.

11. Deferred Tax

As per Accounting Standard (AS - 22) on accounting for Taxes on income issued by the Institute of Chartered Accountants of India, the deferred tax liability as on 31st March, 2010 comprises of the following :

Deferred Tax	As on 31st March, 2010	As on 31st March, 2009
(a) Deferred Tax Liability		
1. Related to Fixed Assets	(59,75,10,606)	(53,79,60,994)
(b) Deferred Tax Assets		
1. Gratuity	2,53,47,837	1,86,48,471
2. Leave Encashment	59,67,587	47,66,800
3. Transitional Provision under revised AS-15	80,79,474	80,79,474
Net Deferred Tax Assets / (Liabilities)	(55,81,15,708)	(50,64,66,250)

12. Details of Pre-Operative Expenses considered as Capital Work in Progress

Capital work in progress includes Building under construction, Equipment & Machinery under installation, advance for erection work and following pre operative expenses pending allocation (net):-

PARTICULARS	CURRENT YEAR AMOUNT (IN RS.)	PREVIOUS YEAR AMOUNT (IN RS.)
Pre-Operative Opening Balance	1,19,69,062	Nil
MANUFACTURING EXPENSES		
Power and Fuel	1,81,633	1,18,311
Water Charges	2,47,350	-
Repairs	26,335	-
EMPLOYEE REMUNERATION & BENEFITS		
Salaries, wages and allowances including Bonus & Gratuity	93,35,870	23,73,399
Contribution to Provident Fund and ESI	5,95,124	1,88,152
Staff Recruitment and Training Expenses	1,07,978	2,72,904
INTEREST		
Term Loan and Fixed Assets (Net of Interest Received)	41,42,661	-
Other Interest and Financial Charges	77,37,756	46,31,832
OTHER EXPENSES		
Staff welfare Expenses	9,07,910	88,769
Rent	6,89,881	2,68,379
Insurance	1,11,070	1,452
Conference Expenses	33,710	-
Rates and Taxes	33,323	-
Postage, Telegraph, Telephone and Telex	1,84,784	95,515
Printing and Stationery	1,25,700	53,148
Depreciation	1,68,688	74,375
Travelling & Conveyance	35,11,945	10,33,513
Project Fees	-	20,00,000
Miscellaneous Expenses	8,47,500	6,54,450
DIRECTORS EXPENSES		
Sitting Fees	50,000	91,700
Traveling and Conveyance	236,161	-
STATUTORY AUDITORS REMUNERATION		
Audit fees	25,000	23,163
Auditors Expenses	5,000	-
Total Preoperative Expense Pending Absorption to Fixed Assets	4,12,74,441	1,19,69,062
13. Miscellaneous Expenditure (to the extent not written off or adjusted)		
	As on 31st March 2010 Amount (Rs.)	As on 31st March 2009 Amount (Rs.)
Miscellaneous Expenditure	66,63,642	66,63,642
Less Share of Minority	23,85,373	17,10,643
	42,78,269	49,52,999
14. Minority Interest		
	As on 31st March, 2010 Amount (Rs.)	As on 31st March, 2009 Amount (Rs.)
Equity Capital	12,54,50,000	5,54,50,000
Add: Application Money	13,02,50,000	-
Less Share of Miscellaneous Expenditure	23,85,373	17,10,643
	25,33,14,627	5,37,39,357



CONSOLIDATED CASH FLOW STATEMENT

	This Year		Previous Year	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		53,75,73,131		27,91,78,333
Adjustment for :				
Depreciation	27,09,28,110		23,66,67,478	
Interest (Net)	48,51,26,132		46,22,75,870	
Loss/(Profit) on Sale of Fixed Assets	(36,04,213)		(17,86,472)	
Rent Income	(24,000)	75,24,26,029	(24,000)	69,71,32,876
Operating Profit before working capital changes		1,28,99,99,160		97,63,11,209
Adjustment for :				
Trade & Other Receivables	(32,42,30,019)		(9,06,90,075)	
Inventories	(84,78,58,531)		(6,09,28,385)	
Trade Payables	27,85,61,121	(89,35,27,429)	11,72,18,212	(3,44,00,248)
Cash Generated from Operations		39,64,71,731		94,19,10,961
Income Tax Paid	(9,54,02,492)		(3,69,86,479)	
Interest Paid	(21,11,54,412)	(30,65,56,904)	(23,86,21,966)	(27,56,08,445)
NET CASH FROM OPERATING ACTIVITIES		8,99,14,827		66,63,02,516
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	(27,65,00,000)		(2,00,000)	
Interest Received	20,17,083		21,39,067	
Purchases of Fixed Assets	(1,53,60,20,369)		(78,94,59,732)	
Capital Work in Progress	(93,95,64,665)		8,02,77,771	
Sale/Adjustments of Fixed Assets	3,66,03,527		58,93,887	
Miscellaneous Expenditure	6,74,729		(49,52,999)	
Rent Received	24,000		24,000	
NET CASH USED IN INVESTING ACTIVITIES		(2,71,27,65,695)		(70,62,78,006)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) Long Term Borrowings	1,74,37,57,746		(11,34,37,325)	
Increase/(Decrease) Short Term Borrowings	76,56,77,521		48,99,06,882	
Minority Interest	19,95,75,271		5,37,39,357	
Issue/(Redemption) of Share Capital	17,53,77,500		-	
Interest on borrowings	(27,59,88,803)		(22,57,92,971)	
Dividend Paid	(3,65,04,195)		(4,56,30,244)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		2,57,18,95,040		15,87,85,699
Net Increase/(decrease) in cash & cash equivalents		(5,09,55,828)		11,88,10,209
Opening Cash & Cash equivalents		16,80,22,007		4,92,11,799
Closing Cash & Cash equivalents		11,70,66,179		16,80,22,007

J. P. Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director
(Operations & Corp. Mgmt.)

S. N. Bansal
CFO & Dy. Managing Director
(Finance & Corp. Mgmt.)

Raju Bista
Dy. Managing Director
(Corporate)

B. B. Singal
Associate Vice President
& Company Secretary

Ravinder K Narang

K K Narula

B B Chadha

Aloke Sengupta

Urmil Agarwal

Mukesh Tripathi

} Directors

Place : New Delhi
Dated : 28th May, 2010

AUDITORS' REPORT

We have examined the above Consolidated Cash Flow Statement compiled from the consolidated audited financial statements of Surya Roshni Limited for the year ended March 31, 2010, reported by us on 28th May, 2010 and found the same to be drawn in accordance therewith

For **SASTRY K. ANANDAM & CO.**
CHARTERED ACCOUNTANTS

Place : New Delhi
Dated : 28th May, 2010

CA. ANANDA SASTRY K.
Partner, F.C.A
Membership No. 9980
Firm No. 00179N



SURYA ROSHNI LIMITED

Regd. Office : Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)

ATTENDANCE SLIP

Member's Name I hereby record my presence at the Thirty Seventh Annual
(In Block Letters) General Meeting of Surya Roshni Limited being held at
..... Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)
..... on Friday, the 24th September, 2010.

Folio/Client Id & DP Id No. I certify that I am a Registered Member of the Company
and hold Shares
Name of Proxy in the Company.
(If attending for Member)

Signature of the Member/Proxy.
.....

- 1. Members/Proxies are requested to bring the DULY SIGNED Attendance Slip to the Meeting and hand it over at the entrance.
- 2. For the convenience of Members, persons other than Members/Proxies WILL NOT BE ADMITTED.



SURYA ROSHNI LIMITED

Regd. Office : Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana)

PROXY FORM

Folio/Client Id & DP Id No.

No. of shares held

I/We of
in the district of
being a member of Surya Roshni Limited, hereby appoint
of in the district of
or failing him of
in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the Thirty
Seventh Annual General Meeting of the Company to be held on Friday, the 24th September, 2010 and at any adjournment thereof.

Signed this day of 2010

Affix
Re. 1/-
Revenue
Stamp

Note : The proxy must be returned so as to reach Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not to be a member of the Company.