

SURAJ INDUSTRIES LTD

Registered Office -Plot No. 2 Phase-3, Sansarpur Terrace, Distt. Kangra, H.P.-173212

CIN: L26943HP1992PLC016791

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

Telephone No: 01970-256414

May 30, 2023

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 526211

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 & BSE Circular no. 20230316-14 dated March 16, 2023 read with BSE Circular no. 20230410-41 dated April 10, 2023, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2023 issued by Mr. Ashok Ranjan Mishra ,Proprietor of M/s. A R Mishra & Associates, Company Secretaries.

Kindly take the same on record and display the same on the website of your exchange.

Thanking You,
Yours Truly,
Suraj Industries Ltd

Snehlata Sharma
Company Secretary & Compliance Officer

A R MISHRA & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF SURAJ INDUSTRIES LIMITED
FOR THE YEAR ENDED 31 MARCH 2023.

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8 th February, 2019, NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023)

We have examined all the documents and records made available to us and explanation provided by SURAJ INDUSTRIES LTD (CIN L26943HP1992PLC016791) (hereinafter referred to as the "Company") having its registered office at Plot No. 2, Phase III Sansarpur Terrace, Kangra, Himachal Pradesh -173212 in relation to:

(a) the filings/ submissions made by the Company to the stock exchanges,
(b) website of the Company,
(c) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31 March, 2023 (Review Period) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

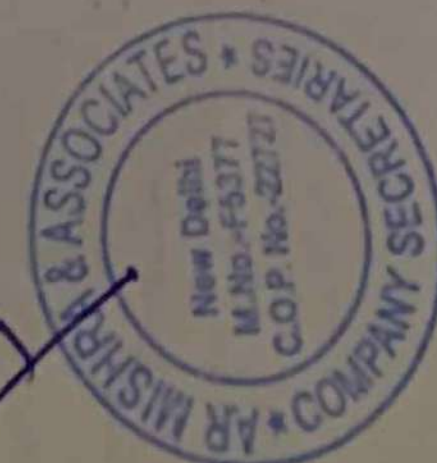
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;

(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the Audit Period);

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A R MISHRA & ASSOCIATES

COMPANY SECRETARIES

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended till date; (Not applicable to the Company during the Audit Period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; and

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and based on the above examination, we hereby report that, during the Review Period:

a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in Annexure A

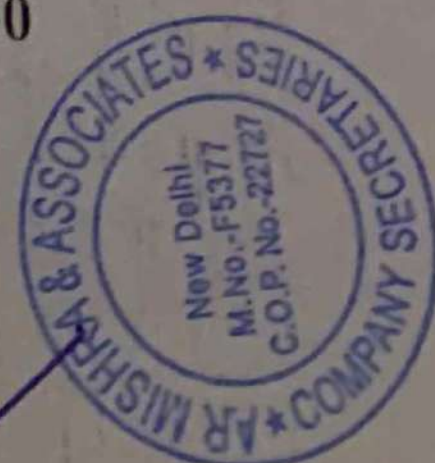
b) The Company has taken the following actions to comply with the observations made in previous reports: (Not Applicable, as this is the first secretarial compliance report of the Company and accordingly previous report is not applicable)

c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019; (Not Applicable, as there was no resignation of previous Statutory Auditors or their material subsidiary(s))

d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following

S NO.	Particulars	Compliance status	observation
1	Secretarial Standard The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NONE
2	Adoption and timely updation of the Policies:	Yes	NONE

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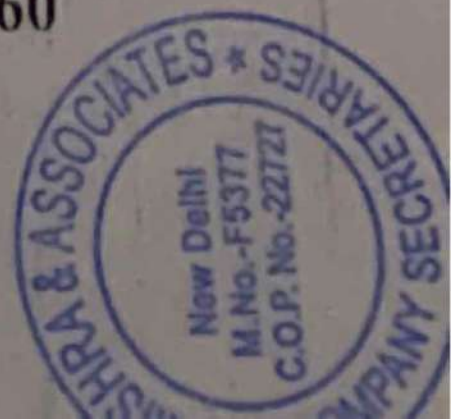
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COMPANY SECRETARIES

	1) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities		
3	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>NONE</p> <p>NONE</p> <p>NONE</p>
4	<p>Disqualification of Director</p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	NONE
5	<p>To examine details related to Subsidiaries of listed entities</p> <p>Identification of material subsidiary companies</p> <p>Requirement with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>NONE</p> <p>NONE</p>
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and Maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	NONE

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COMPANY SECRETARIES

7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	NONE
8	<p>. Related Party Transactions:</p> <p>The Listed entity has obtained prior approval of Audit Committee for all Related party transaction</p> <p>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee</p> <p>NA All related party transactions were entered after obtaining prior approval of the Audit Committee</p>	Yes N.A.	NONE ALL RELATED PARTY TRANSACTIONS WERE ENTERED AFTER OBTAINING PRIOR APPROVAL OF THE AUDIT COMMITTEE
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	Yes	NONE
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with</p>	Yes	NONE

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COMPANY SECRETARIES

	Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	Actions taken by SEBI or Stock Exchange(s), if any No Actions taken against the listed entity/ its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	N/A	NONE
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular/ guidance note etc.	N/A	NONE

Date : 29.05.2023
Place : New Delhi
UDIN : F005377E000406085

For A R Mishra & Associates
Company Secretaries



(Ashok Ranjan Mishra)
Prop.
FCS 5377, C P 22727

Peer Review No. 2781/2022

Annexure A

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action i.e Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	31(2)	The promoter's holding of equity shares in the company is not completely in demat form as required under Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR.)			The equity shareholding of the promoters and promoter's group in dematerialisation form is 99.99% as against 100% as on March 31, 2023	Nil	All shareholding belonging to the promoters and promoter's group are in dematerialisation form except 10 equity shares as on March 31, 2023. However, as on the date of filing of shareholding pattern for the quarter ended 31.03.2023, the equity shareholding of the promoters and promoter's group in dematerialisation form was 100%	As on March 31, 2023, 10 (Ten) Shares belonging to the Promoter and Promoter Group of the Company were held in Suspense Escrow Demat account of the Company pursuant to the SEBI Circular No. SEBI/HO/MIRSD/PoD/OW/P/2022/64923 dated December 30, 2022 read with SEBI Circular No SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 . However on 11.04.2023, these 10 (Ten) Shares have been credited to the Promoter's Demat account.	NIL

