

MSEI Symbol	
Scrip code	526211
NSE Symbol	
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ISIN	INE170U01011
Name of the entity	Suraj Industries Ltd
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	No

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

No

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-12-2017		
2		13-02-2018	60

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	13-02-2018	Yes		14-12-2017	60	
2	Nomination and remuneration committee				14-12-2017		
3	Stakeholders Relationship Committee	18-01-2018			18-12-2017	30	
4	Stakeholders Relationship Committee	12-03-2018				52	
5	Other Committee	07-03-2018	Yes				Independent Directors Committee

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Bhanumathy Ramachandran
2	Designation	Company Secretary and Compliance Office

Text Block

Textual Information(1)

This is to inform you that pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 the Board of Directors in their meeting held on December 14, 2017 has appointed Mr. S. M. Sikka as Additional Director and the necessary e-form DIR-12 has been filed with the ROC vide SRN No. G73208514 dated January 11, 2018. In the same meeting, the Board has approved the appointment Mr. S. M. Sikka as Whole Time Director subject to the necessary compliance of the Companies Act, 2013. Mr. S M Sikka is more than 71 years old as on the date of appointment as Additional Director, therefore in terms of the provisions of Section 196 read with Schedule V of the Companies Act, 2013, approval of shareholders by way of Special Resolution is required to appoint him as Whole Time Director. Once the Company takes the approval from Shareholders by way of Special Resolution then his designation will be changed from Additional Director to Whole Time Director. The Company shall take the necessary approval of shareholders for appointment of Mr. Surendra Mohan Sikka as Whole Time Director in next General Meeting.

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1	Details of business	NA		
2	Terms and conditions of appointment of independent directors	Yes		http://www.surajindustries.org/investor-relations.html
3	Composition of various committees of board of directors	Yes		http://www.surajindustries.org/investor-relations.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.surajindustries.org/investor-relations.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.surajindustries.org/policy.html
6	Criteria of making payments to non-executive directors	Yes		http://www.surajindustries.org/policy.html
7	Policy on dealing with related party transactions	Yes		http://www.surajindustries.org/policy.html
8	Policy for determining 'material' subsidiaries	Yes		http://www.surajindustries.org/policy.html
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.surajindustries.org/investor-relations.html

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.surajindustries.org/contact-us.html
11	email address for grievance redressal and other relevant details	Yes		http://www.surajindustries.org/contact-us.html
12	Financial results	Yes		http://www.surajindustries.org/investor-relations.html
13	Shareholding pattern	Yes		http://www.surajindustries.org/investor-relations.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input checked="" type="checkbox"/> independence <input checked="" type="checkbox"/> and/or <input checked="" type="checkbox"/> eligibility <input checked="" type="checkbox"/>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	No	This is to inform you that pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 the Board of Directors in their meeting held on December 14, 2017 has appointed Mr. S. M. Sikka as Additional Director and the necessary e-form DIR-12 has been filed with the ROC vide SRN No. G73208514 dated January 11, 2018. In the same meeting, the Board has approved the appointment Mr. S. M. Sikka as Whole Time Director subject to the necessary compliance of the Companies Act, 2013. Mr. S M Sikka is more than 71 years old as on the date of appointment as Additional Director, therefore in terms of the provisions of Section 196 read with Schedule V of the Companies Act, 2013, approval of shareholders by way of Special Resolution is required to appoint him as Whole Time Director. Once the Company takes the approval from Shareholders by way of Special Resolution then his designation will be changed from Additional Director to Whole Time Director. The Company shall take the necessary approval of shareholders for appointment of Mr. Surendra Mohan Sikka as Whole Time Director in next General Meeting.
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II

1	Name of signatory	
2	Designation	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Bhanumathy Ramachandran
2	Designation	Company Secretary and Compliance Office

Signatory Details

Name of signatory	Bhanumathy Ramachandran
Designation of person	Company Secretary and Compliance Office
Place	New Delhi
Date	09-04-2018

