

**BOARD OF DIRECTORS**

J.P Agarwal	Chairman & Managing Director
Ravinder Kumar Narang	
Tara Sankar Bhattacharya	
B. B. Chadha	
Utpal Kumar Mukhopadhyay	
K. K. Narula	
Aloke Sengupta	IDBI Nominee
Arvind Bansal	Dy. Managing Director & CFO
Vineet Garg	Dy. Managing Director
Raju Bista	Dy. Managing Director

V.P & 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

1. State Bank of India	5. IDBI Bank Ltd.
2. Punjab National Bank	6. State Bank of Travancore
3. State Bank of Patiala	7. Standard Chartered
4. ICICI Bank	

REGISTERED OFFICE AND WORKS-STEEL DIVISION

Delhi Rohtak Road
Bahadurgarh -124507 (Haryana)
email : surya@suryasteelpipe.com

WORKS - STEEL DIVISION (MALANPUR)

Plot No. P-1 to P-20, Ghirongi Industrial Area,
Malanpur, District Bhind (Madhya Pradesh)

WORKS - LIGHTING DIVISION

7k.m. Stone, Kashipur - Moradabad Road
District Udham Singh Nagar,
Kashipur - 244 713 (Uttarakhand)
email : srlkashipur@suryaksp.com

J - 7, 8 & 9 Malanpur Industrial Area
Malanpur, District Bhind (Madhya Pradesh)
email : srlmlpr@sancharnet.in

HEAD OFFICE

Padma Tower - 1, 5 Rajendra Place
New Delhi - 110 008
email : surya@sroshni.com

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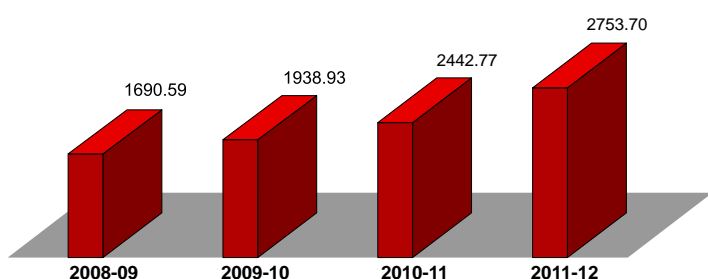
Audited Financial Results

(Rs. in Crores)

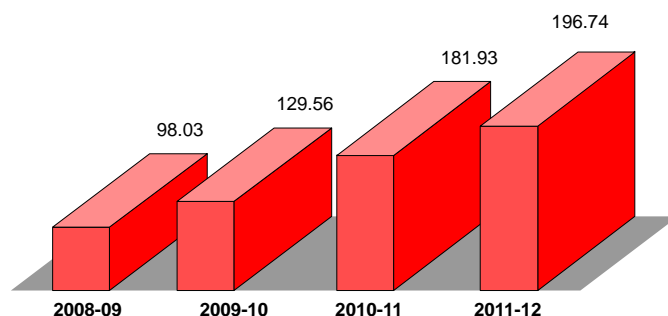
Year March Ending	2008-09	2009-10	2010-11	2011-12
Turnover	1690.59	1938.93	2442.77	2753.70
Profit Before Finance Cost, Depreciation & Tax	98.03	129.56	181.93	196.74
Profit Before Depreciation & Tax	51.58	80.85	121.39	102.92
Profit Before Tax	27.92	53.76	70.15	55.61
Profit After Tax	21.54	45.17	66.74	51.98
Dividend (%)	12.00	20.00	15.00	-
Net Worth				
Share Capital	28.43	37.00	59.02	59.02
Reserves	172.44	220.04	572.53*	624.46*
Total	200.87	257.04	631.55	683.48
Gross Fixed Assets	693.09	877.29	1220.72*	1317.90*

*It includes Rs. 185.17 Crores on revaluation of fixed assets made during the year 2010-11.

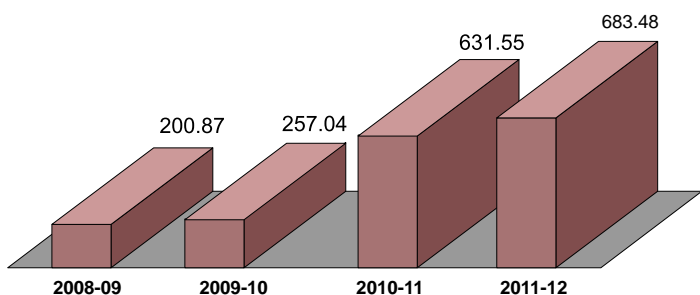
TURNOVER
(Rs. in Crores)



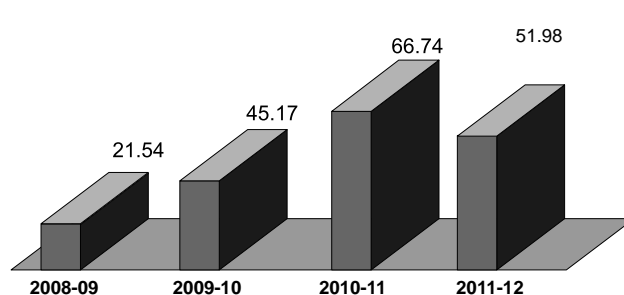
EBITDA
(Rs. in Crores)



NET WORTH
(Rs. in Crores)



PROFIT AFTER TAX
(Rs. in Crores)



**NOTICE**

Notice is hereby given that the Thirty Ninth Annual General Meeting of the members of SURYA ROSHNI LIMITED will be held on Friday, the 28th September, 2012 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, 2012.
2. To appoint a Director in place of Shri Ravinder Kumar Narang, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Raju Bista, who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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

5. 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 where so ever 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. 3000 lac (Rupees Three thousand lac only) lent and advanced by The South Indian Bank Limited (TSIBL) to the Company.
- b) Term Loan of Rs. 2625 lac (Rupees Two thousand six hundred twenty five lac only) lent and advanced by State Bank of India (SBI) to the Company.
- c) Bill Discounting Limit of Rs. 2000 lac (Rupees Two thousand lac only) lent and advanced by Small Industries Development Bank of India (SIDBI) to the Company.
- d) The Working Capital Limits of Rs. 86169 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 IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank to the Company. The details are as under;

S. No.	Consortium Banks	(Rs. In Lac)
1	State Bank of India	35369
2	Punjab National Bank	26000
3	State Bank of Patiala	6000
4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	3000
6	ICICI Bank Ltd.	6000
7	Standard Chartered Bank	4300
	TOTAL	86169

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., State Bank of Travancore, ICICI Bank Limited, Standard Chartered Bank, The South Indian Bank Limited and Small Industries Development Bank of India 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 authorized 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."

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

"RESOLVED THAT pursuant to provisions of Section 198, 269, 309, 317 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or any amendment or any substitution or reenactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the reappointment of, including remuneration, perquisites, benefits and amenities payable to Shri Jai Prakash Agarwal as the Managing Director of the Company for a period of five years commencing from 1st January, 2012 to 31st December, 2016, as set out in the Agreement executed between the Company and Shri Jai Prakash Agarwal, the main terms of which are set out in this notice, which agreement is hereby specifically approved with authority to the Board of Directors of the Company to alter and / or vary the terms and conditions of the said re-appointment within the limits, if any, prescribed in the Act and / or any schedules thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Jai Prakash Agarwal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of Part II of Schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Jai Prakash Agarwal in the light of the further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and / or the rules and regulations made there under and / or such guidelines as may announced by the Central Government from time to time."

By order of the Board

Registered Office:
Prakash Nagar, Sankhol,
Bahadurgarh – 124 507 (Haryana)
Dated : 28th May, 2012

B. B. SINGAL
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 2nd floor, Padma Tower-I, 5 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 26th September, 2012.

2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item no. 5 & 6 is annexed hereto.
3. The Register of Members and Share Transfer books of the Company will remain closed from 04.09.2012 to 07.09.2012 (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. Relevant 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, 2005, or any subsequent financial year(s) are requested to address their claim to the Vice President & Company Secretary, Surya Roshni Ltd., 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

7. Pursuant to Clause 5A of the Listing Agreement with the Stock Exchanges, after final notice have been issued by MAS Services Limited (Registrar & Transfer Agent) in respect of unclaimed equity shares to 163 shareholders comprising 11873 equity shares asking for the correct particulars, no response was received from 151 shareholders comprising 10944 equity shares and thus the said unclaimed equity shares (10944 equity shares) have been transferred by credited to a demat suspense Account title "Surya Roshni Limited – Unclaimed Suspense Account" with National Securities Depository Limited (NSDL).

Members who have not claimed their shares to whom notices have been served in regard to unclaimed equity shares are requested to address their claim with supporting documents to Registrar & Transfer Agent - Mas Services Limited (Unit Surya Roshni Limited) T-34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi – 110 020 or to the Company at 2nd floor, Padma Tower-I, 5 Rajendra Place, New Delhi - 110 008.

8. In compliance to Section 53 of the Companies Act, 1956 & listing Agreement Clauses, Ministry of Corporate Affairs vide their circular No. 17/2011 dated 21st April, 2011 permits service of documents by electronic mode to members / shareholders. Members wish to avail this service register their e-mail address with the Company by sending a consent letter to VP & Company Secretary, Padma Tower – 1, 2nd floor, 5 Rajendra Place, New Delhi – 110008 / Registrar and Transfer Agent – Mas Services Limited, T-34, 2nd floor, Okhla Industrial Area, Phase – II, New Delhi -110020

9. **Information provided as per Clause 49 IV(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 Ravinder Kumar Narang, aged about 73 years, has been a director of the Company since June, 2009. He is also a member in Remuneration Committee of the company. He holds directorship in Surya Global Steel Tubes Limited He has done B.E (Mech) from University of Roorkee in the year 1961 and stood 2nd in the University. At present he is a Distinguished Fellow of The Energy and Resources (TERI) working in the area of Sustainable Development Outreach, Corporate Social Responsibility & Environment. Post Retirement he was full time director in Reliance Petroleum Limited followed by Advisor after the merger of Reliance Petroleum with Reliance Industries Ltd. He acted as an advisor of established groups for feasibility study and project development in the area of Coal Bed Methane, Refinery, Liquefied Natural Gas (LNG) terminal, development of marketing network. He was also the Chairman of Indian Oil Corporation Limited, Indo-Mobil Limited, Indian Oil Tanking and many other established corporates during his service tenure. He has a vast experience of over 51 years in the field of Operations, Project Development, Marketing Network and other functional areas. Further he is not holding any shares of the Company.

Shri Raju Bista, aged about 26 years, appointed as a whole –time director and designated as Deputy Managing Director of the

Company. He holds the directorship in Surya Global Steel Tubes Ltd., Surya Vijaynagar Steel & Power Limited, Surya Vijaynagar Cement Limited, Surya Chhatisgarh Power Limited, Surya Chhatisgarh Steel & Power Limited, Surya Shimoga Lighting Limited, Surya Shimoga Steel Pipes Limited, Clitoria Vanijya Private Limited, Brightstar Vintrade Pvt. Limited, Equal Vinimay private Limited, Seabird Tracom private Limited and Netra Agency Private Limited. He is a Graduate in Arts from Manipur. He is a person of great nationalistic outlook and joined Surya Foundation an NGO in furtherance of his deep rooted desire to develop the youth of the country. He contributed a great deal in building up personality of Surya Youth. His management and planning skills are valuable factors in the growth of the Company. Further he is not holding any shares of the Company

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

ITEM NO. 5

The Company has been sanctioned the Term Loan / Bill discounting limit from State Bank of India, The South Indian Bank Limited, Small Industries Development Bank of India and working capital limits from consortium Banks i.e. State Bank of India, Punjab National Bank, State Bank of Patiala, IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank for its Steel and Lighting Divisions. The details are as under:

- a) Term Loan of Rs 3000 lac (Rupees Three thousand lac only) lent and advanced by The South Indian Bank Limited (TSIBL) to the Company.
- b) Term Loan of Rs 2625 lac (Rupees Two thousand six hundred twenty five lac only) lent and advanced by State Bank of India (SBI) to the Company.
- c) Bill Discounting Limit of Rs 2000 lac (Rupees Two thousand lac only) lent and advanced by Small Industries Development Bank of India (SIDBI) to the Company.
- d) The Working Capital Limits of Rs. 86169 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 IDBI Bank Ltd., State Bank of Travancore, ICICI Bank Limited and Standard Chartered Bank to the Company. The details are as under;

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4	IDBI Bank Ltd.	5500
5	State Bank of Travancore	3000
6	ICICI Bank Ltd.	6000
7	Standard Chartered Bank	4300
	TOTAL	86169

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., State Bank of Travancore, ICICI Bank Limited, Standard Chartered Bank, The South Indian Bank Limited and Small Industries Development Bank of India 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. 06

The Shareholders of the Company at the Annual General Meeting held on 28-09-2006 had re-appointed Shri Jai Prakash Agarwal as a Joint Managing Director for a period of five years from 01-01-2007 to 31-12-2011. On 31-07-2008 Board of Directors has unanimously designated Sh. Jai Prakash Agarwal as Managing Director of the company. The Shareholders are aware that since Shri Jai Prakash Agarwal assumed the office of Managing Director of the Company, the Company has made all-round progress. The Company rather owes its present stature and position to his guidance and foresight. His unshakable determination along with a vast experience has helped the Company scale new heights year after the other. Under the management control and guidance of Shri Jai Prakash Agarwal, Managing Director, the Company has consistently maintained its sales and profitability.

The Board of Directors of the Company, in their meeting held on 11th November, 2011 approved the re-appointment of Shri Jai Prakash Agarwal, as Managing Director for a period of five years w.e.f. 1st January, 2012 on the following remuneration and terms and conditions, subject to the approval of the Members, and other concerned authority, if necessary.

- SALARY** : Salary of Rs.8,50,000/- per month in the Grade of 8,50,000-1,00,000-12,50,000.
- COMMISSION** : 1% Commission of the net profit of the company computed in the manner laid down in section 309(5) of the Companies Act, 1956 subject to a maximum of 50% of the annual salary.
- PERQUISITES** : Perquisites will be allowed in addition to salary and commission restricted to an amount equal to the Annual Salary. For this purpose unless the context otherwise requires, perquisites are classified into three categories : Parts A, B and C and the ceiling shall apply only to Part-A.

PART-A

- 1. HOUSING** : I. The expenditure by the Company on hiring unfurnished accommodation for the Managing Director shall be subject to the following ceilings:
- 60% of the Salary, over and above 10% payable by the Managing Director himself.
- II. In case the accommodation provided to the Managing Director is owned by the Company, the Company shall deduct 10% of the salary of the Managing Director.
- III. In case no accommodation is provided by the Company to the Managing Director, House Rent Allowance shall be paid by the Company to him subject to the ceiling laid down in Housing I, herein above.
- IV. The Expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rule, 1962. This shall, however, be subject to a ceiling of 10% of the salary of the Managing Director.

- 2. Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary in a period of three years.

- 3. Leave Travel Concession** : For self and family once in a year incurred with the rules specified by the Company.

- 4. Club Fees** : Fees of clubs subject to a maximum of two clubs. Admission and life membership fees shall not be allowed.

- 5. Personal Accident Insurance** : Premium not to exceed Rs.4000/- per annum.

PART-B

Contribution to provident fund, Superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable shall not exceed a half month's salary for each completed year of service.

PART-C

The Company shall provide a car with driver and telephone facility at the residence of the Managing Director. Provision of car with driver for use of Company's business and telephone facility at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company on the Managing Director.

The aforesaid remuneration shall be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

If the Company has no profits or the profits are inadequate in any financial year during the terms of his office as the Managing Director, Sh. Jai Prakash Agarwal will be entitled to receive the above remuneration and perquisites as minimum remuneration, provided that the total remuneration, of salary, perquisites and any other allowances shall not exceed the ceiling as provided in section II of the Part II of Schedule XIII of the Companies Act, 1956 or such other amount and perquisites as/is may be provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

Apart from the aforesaid remuneration, Shri Jai Prakash Agarwal will be entitled to reimbursement of expenses incurred in connection with the business of the Company.

No sitting fees will be paid to him for attending the meetings of the Board of Directors of the Company or Committees thereof.

However, the Managing Director Sh. Jai Prakash Agarwal wish continue to draw Basic Salary of Rs. 100/- per month w.e.f 1st January, 2012 instead of Rs. 8,50,000 as entitled., till the company will able to utilize all its capacities & achieved the desired level. The Board of Directors appreciate the move of Managing Director once again and thus approved him (Jai Prakash Agarwal) to draw voluntarily basic salary of Rs. 100/- per month w.e.f. 01-01-2012 till he desires during his current tenure. The rest clauses of the Agreement dated 11-11-2011 will be remain same and effective.

Copy of the Agreement dated 11th November, 2011 executed between the Company and Shri Jai Prakash Agarwal 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 except Shri Jai Prakash Agarwal are interested in the above said resolution.

By Order of the Board

Registered Office:
Prakash Nagar, Sankhol
Bahadurgarh – 124 507(Haryana)
Dated: 28th May, 2012

B. B. SINGAL
Vice President & Company Secretary



MANAGEMENT DISCUSSION AND ANALYSIS

WE the SURYA

Surya Roshni Limited is a 38 years old Conglomerate with diverse businesses with units in different states. The range of business cover a wide spectrum of Lighting, Steel tubes and pipes, Cold Rolled Strips, High masts and PVC tubes. These are linked by a common philosophy of commitment to people, transparency in dealings and high quality standards.

The company's core business comprises of lighting and steel tube products. It is the only lighting company of India with 100% backward integration resulting in timely availability of best quality raw materials at effective low cost. Thanks to his integration SURYA competitively positioned today over its rivals and has become prominent brand in the consumer market. Your company's manufacturing facilities are as follows –

- Largest ERW pipe and Cold Rolled Strips Mills at Bahadurgarh, Haryana
- High Mast and ERW pipe manufacturing Unit at, Malanpur, MP
- Lighting Units at Kashipur (Uttarakhand) and Malanur, MP producing Fluorescent Tube lights, GLS Lamps, CFL Lamps, PCB, HPSV Lamps, HPMV Lamps and Metal Halide Lamps.
- Asia Largest Ribbon glass plant from Dema Glass UK (Formerly known as GB Glass) at Malanpur, MP
- PVC tube Unit at Kashipur, Uttarakhand.

Quality is the index of a company success in today's global economy. Your company's success at both domestic and global front can be attributed to its unswerving focus on quality. Quality has always been the driving force in every process from the raw material stage to the finished product at Surya. By being cost effective without compromising on quality, the company has become a leader in Steel pipes industry and the second largest lighting company in India. The company processes are certified under ISO 9001:2008 Quality Management Systems Standard, ISO 14001:2004 Environmental Management Systems Standards and OHSAS 18001:2007 Occupational Health and Safety Management System Standard. Surya has also obtained 5 star rating for fluorescent tube lamps from Bureau of Energy Efficiency, India.

INDUSTRY STRUCTURE, DEVELOPMENT & OUTLOOK

Outlook for steel pipes

India has become the global pipe manufacturing hub primarily due to the benefits of its lower cost, high quality and geographical advantages. The global accreditations and certifications that the Indian companies possess have made them preferred suppliers for many leading oil and gas companies in the world and particularly those in Middle East, North America and Europe. Since the global economy returned to sustained growth, the domestic pipe industry is expected to accelerate into high

growth trajectory. Our demand forecasting is derived from several upcoming pipeline projects expected in India and other countries along with the normal demand for replacement of existing pipe lines.

The expanding infrastructure, oil & gas and construction sectors have been the main growth drivers for steel industry that includes steel pipes.

Indian pipe manufacturers are greatly benefited after commencement of the Exploration & Production (E&P) projects for oil and gas companies that were earlier kept on hold or revoked because of the global financial crisis. This new spurt in demand will impact positively on the future growth. Existing oil refineries are expanding their capacities and new refineries are coming up burgeoning as a result the demand for steel pipes.

The transportation and distribution of gas widely used for domestic and commercial purposes have undergone a sea change with the gas and oil being conveyed through steel pipe lines over long distances. The surging demand based on several ongoing natural gas pipeline projects in India will surely boost the demand for steel pipes.

The increased emphasis and thrust given by the Government on infrastructure and housing sectors where steel tubes and pipes are much in use will again benefit the pipe industry. It would be pertinent to point out that the steel pipe industry has witnessed a good growth during the year under review with the concomitant growth in the market due to the surge in Infrastructure sectors. Mention must be made of the several initiatives taken by the Indian government to make available basic water supply and sanitation over large parts of the country. Along with the focus on oil and gas sector, these initiatives serve as a big boost to the pipe industry as a whole.

Outlook for lighting industry

Lighting is always a prime necessity in the modern world. It is an important component in the industrial growth of a country and vital at the domestic front for a good living. With the increase in residential houses, the demand for lighting and consequently the lighting industries are growing at tremendous pace. With a general improvement in the power condition both in urban and rural areas and anticipated increase in spending on infrastructure development both in public and private sectors in the coming years, the demand of regular lighting products is expected to increase by leaps and bounds.

Surya Roshni brings brightness to many homes every evening in over 48 countries across the globe. Surya Roshni is one among the large producers in the field of light source and its components in India and has played the role of a technology leader by establishing new benchmarks for the industry. As a leader in the area of lighting equipments, Surya Roshni has been providing innovative and safe lighting equipments to its customers. Its wide range of world class energy efficient lamps, T5 lamps, Fluorescent lamps, high pressure sodium and mercury lamps, metal halides lamps to name a few are manufactured at state-of-the-art units with top of the line machinery and equipments (from FALMA-Montena S.A.,



Switzerland, DEMA engineering UK.GE-Hungary) to benchmarked processes and practices. Surya Roshni has instituted a culture of continuous quality upgradation and a strong system to ensure that the quality meets international benchmark.

Surya Roshni has an exhaustive range of luminaires and accessories to meet the requirement of every segment of professional lighting that includes domestic, industrial, designer, commercial, street lights besides LEDs. Products are designed and developed after extensive in house research ensuring thereby high standards of quality. To complement its foray in luminaire segment, Surya Roshni has set up with state-of-the-art manufacturing facility for High Mast Lighting Systems and Octagonal Poles.

Apart for light source manufacturing, Surya Roshni has also been a leading manufacturer of various lamps' components since last two decades and well known as quality lamp component supplier from India.

Surya Roshni has set-up state-of-the-art lighting laboratory in NOIDA that is one of the best lighting laboratories in Asia. It has house the Mirror Gonio-photometer from LMT-Germany and is used for developing new generation energy saving luminaires. In addition to this, Surya will provide Photometric Optical Testing facility for all kinds of luminaires.

Surya Roshni is also diversifying the product range to PVC/CPVC Pipes & Fittings. The company has commissioned a latest art of technology plant imported from Europe at Kashipur.

Strengths, Weakness, Opportunities and Threats

Strengths

With a nationally and Internationally accepted 'SURYA' Brand and pre eminent position in the Indian Steel pipes and lighting industry, SURYA is poised to capitalize on the immense opportunities unfolding in the global market giving it an edge over its peers.

It has accredited quality certifications from leading agencies and has years of successful completion of contracts on schedule

The Company's management has nearly four decades of experience in the steel pipe industry and nearly three decades of experience in Lighting Industry. The Company has expanded the business both in size and range through various initiatives. These include increasing vertical integration, broadening nationwide marketing network, expanding the high-quality product range and complete backward integration in lighting industry.

Weakness

In the light source segment margins are very low due to acute competition from established market players and many units from unorganized sector. Uncertainties of external market forces may also impact the business scenarios.

Opportunities

Globally, Pipes are the most economical way to transport

Oil & Gas. The increasing demand of energy, especially in a developing country like India, would accelerate the demand and thereby growth momentum in the steel pipe industry. Major Oil marketing companies are planning to lay pipelines across the length and breadth of the country that would generate a huge demand of pipes. The Country's domestic Gas availability is expected to increase manifold in coming years and this would require huge infrastructure for domestic pipe lines.

The scope and opportunities in the world market is large. With the well established renowned "SURYA" brand, the wide range of both traditional and innovative products and an experienced export marketing, the company is confident of capturing new markets and enlarging the existing export market. This will provide larger visibility, higher volumes and increased margins in the near future.

Government is strongly committed to reforms agenda and taking effective economic action aimed at spurring consumption, building infrastructure and stimulating economic growth. Rural India is expected to thrive with good agricultural crop aided by appropriate government policy. Infra sectors provide a huge opportunity in both rural and urban India. The Construction sectors and housing sectors are booming thereby providing lighting and pipe industries a good opportunity to grow.

Threats

Competition: Competition from spurious manufacturers, unorganized sector without quality constraints and multinational companies is always a challenge. Surya believes in confronting such challenges and transforming them into opportunities. We expect to meet these threats with better products, informed customer relationships, focused demand generation efforts and a strong business outlook.

Cost of Raw Material: Metal being a major raw material in steel tubes and pipe segment, any escalation in its cost may affect our contribution margins. However the company has adopted various measures to minimize the adverse effect of volatile prices of raw materials.

FINANCIAL & 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

(Rs. in Crores)

Particulars	F.Y. 2011-2012	F.Y. 2010-2011
Revenue from Operations	2554.44	2216.81
Profit before Finance Cost, Depreciation & Taxation	196.74	181.93
Finance Cost	93.82	60.54
Depreciation & Amortisation Expense	47.31	51.24
Profit before tax (PBT)	55.61	70.15
Tax Expense	3.63	3.42
Profit after taxation (PAT)	51.98	66.73
Proposed Equity Dividend	Nil	6.57
Tax on Distributed Profits	Nil	1.06
Transferred to General Reserve	7.00	7.00

During the year the revenue from operations of the Company increased to Rs. 2554.44 crores from Rs.2216.81 crores last year, registering an increase of 15.23%. However, Profit After Tax stood at Rs. 51.98 crores as compared to Rs. 66.73 crores last year during this period.

Risk & Concerns

Steel is the raw materials and a major cost component for the tube & pipe segment and its prices have a direct bearing on the profitability. In recent times steel prices have been quite volatile and posing fresh challenges to the business world wide. The quality parameters of pipes used in the oil & gas sectors are becoming more stringent each day. Moreover, any failure of pipes after the supply to customers in the oil & gas sectors attracts heavy penalties. Company is taking utmost care to source the best quality of raw materials to ensure very high quality end products. Orders from oil & gas sector depend however upon demand and success in bidding process.

In the light source segment, technological obsolescence is an inherent business risk in a fast changing world. Speed of change and adaptability to the changing market is crucial for survival in business. Government energy policy and development of new innovative energy efficient products may render some of our existing production facilities obsolescent. Adaptability of new world class technology and being cost effective is always the core strength of Surya to overcome the obsolescence.

Risk Management Policy

Company undertakes Derivative/ Treasury Transactions with Banks as permitted by the Reserve Bank of India within the framework of the approved Risk Management Policy of the Company with a view to mitigate the underlying risk exposure or to hedge the risk pertaining to the loans/facilities obtained from various banks or Exports or Imports carried out/to be carried out or any other forex / rupee exposures in connection with the business of the Company.

Internal Control Systems

SURYA has a proper and adequate system of internal control commensurate with the size and nature of business. The internal control system is an integral component of the the company's corporate governance. The company has in place a strong and independent Internal Audit Department responsible for assessing and improving the effectiveness of internal control and governance. Internal Audit focuses on operational as well as systems audit.

Extensive programme of risk and transaction based internal audits cover all divisions, plants, branches and the different areas of operations. The Audit committee of the Board is updated every quarter on major internal audit observations, compliances with accounting standards, risk management and control systems. The Audit committee assesses the adequacy and effectiveness of inputs given by the internal audit and suggests improvement for strengthening the control systems. Company has an extensive budgetary control system, which is regularly examined by the management. Surya

has well defined Management Information System with clear Organizational Structures and authorization levels for business transactions.

Material Developments in Human Resources/ Industrial Relations

Surya is committed to create an open and transparent organization that is focused on people and their capability, and fostering an environment that enables them to deliver superior performance. Attracting quality human resources and focusing on their development, motivation and retention has always been a priority area for Surya.

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 organization to the continued growth of the company. The Company's industrial relations continued to be harmonious during the year under review. The Number of personnel directly employed by the company was 3643 as on 31st March, 2012.

Corporate Social Responsibility

The CSR movement in Surya is based on the core belief of voluntary compliance of social and ecological responsibilities. Corporate social responsibility is basically a continuous process whereby the company voluntarily contributes to a better society and a cleaner environment. Corporate social responsibility is represented by the contributions undertaken by company to society through its business activities and its social investment.

At the business level this is reflected through energy efficient products made to conserve the scarce energy resources level.

The Social responsibilities towards the society are discharged through Surya Foundation. In pursuance of this objective, the foundation is working on the following

- Youth Development
- Development of Preventive and Cost Effective Health Systems of Naturopathy and Yoga
- Think Tanks for vital areas of National Development
- Ideal Village Projects with emphasis on Literacy and Personality Development of Youth

Cautionary Statement

This report contains forward-looking statements about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expressions for future are forward-looking statements.

Forward-looking statements should be viewed in the context of many risk issues and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussions and Analysis Report, including but not limited to, the impact of changes in oil, steel prices world wide, technological obsolescence and domestic, economic and political conditions. We can not assure that outcome of this onward looking statements will be realized. The Company disclaims any duty to update the information given in the aforesaid reports.

**DIRECTORS' REPORT**

Dear Members,

Your Directors present the Thirty Ninth Annual Report of Financial Accounts for the year ended 31st March, 2012.

1. FINANCIAL PERFORMANCE

(Rs. in Crores)

Particulars	F.Y. 2011-2012	F.Y. 2010-2011
Revenue from Operations	2554.44	2216.81
Profit before Finance Cost, Depreciation & Taxation	196.74	181.93
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Profit after taxation (PAT)	51.98	66.73
Proposed Equity Dividend	Nil	6.57
Tax on Distributed Profits	Nil	1.06
Transferred to General Reserve	7.00	7.00

In the fiscal year under review, the revenue from operations of your Company increased to Rs.2554.44 crores from Rs.2216.81 crores last year, registering an increase of 15.23%. Profit After Tax is Rs. 51.98 crores as compared to Rs. 66.73 crores last year during this period.

STEEL DIVISION

During the year under review, the revenue from operations of the division is Rs. 1784.60 crores as compared to Rs 1494.69 crores in the last financial year, registering an increase of 19.40%. The export turnover of the division is Rs.313.35 crores in comparison to Rs.247.92 crores in the last financial year registering an increase of 26.93%. The Company has continued a series of Dealer, Retailer, Plumber & Architect / Builder / Consultants Conferences along with Press conferences & Brand awareness campaigns, which has increased the demand potential substantially.

Due to the spurt in demand of petroleum products, existing oil refineries are expanding their capacities and new refineries are coming up burgeoning as a result the demand for steel pipes enhanced substantially during the year.

LIGHTING DIVISION

The Lighting Division has witnessed a growth in revenue from operations. During the year under review, the revenue from operation of the division increased to Rs.769.84 crores as compared to Rs.722.13 crores last year, an increase of 6.61 % over the previous year.

2. DIVIDEND

Seeing the vast expansion and increased business

activities of the Company which resulted in substantial rise in interest, salary and other cost, and after taking into account the company's performance and Financial position, the Board has decided to plough back the profits of the years under review in the Company's itself so as to achieve desired level of growth and stability and decided not to recommend any payment of dividend on equity shares for the year ended 31st March, 2012.

3. SUBSIDIARY

Company has a non-listed Indian Subsidiary Company named as Surya Global Steel Tubes Limited and as on 31st March, 2012, the company had a total investment of Rs. 50,00,00,000 which is 53.73% of its subscribed Equity Capital.

The Revenue from Operation of the Subsidiary Company for the year ended 30th September, 2011 is Rs. 50247.01 Lakhs and Profit after tax stood at Rs.61.00 Lakhs.

4. FUTURE PROSPECTS**STEEL DIVISION**

India has become the global pipe manufacturing hub primarily due to the benefits of its low costs, higher quality and geographical advantages. The global accreditations and certifications that the Indian companies possess have made them preferred suppliers for many leading oil and gas companies in the world and particularly those in Middle East, North America and Europe. The expanding infrastructure, oil & gas and construction sectors have been the main growth drivers for steel industry that includes steel pipes. After the commencement of the Exploration & Production (E&P) projects for oil and gas companies, Indian pipe manufacturers are greatly benefitted by this new spurt in demand which will impact positively on the future growth. Existing oil refineries are expanding their capacities and new refineries are coming up burgeoning as a result the demand for steel pipes.

LIGHTING DIVISION

Lighting is always a prime necessity in the modern world. With the increase in residential houses, the demand for lighting and consequently the lighting industries are growing at tremendous pace. With growing demand for lighting products, the Lighting industry is on a strong wicket.

Surya Roshni brings brightness to many homes every evening in over 48 countries across the globe as it has an exhaustive range of luminaries and accessories to meet the requirements of every segment of the society. Through whole hearted efforts and better commitment at all levels, the revenue from operations and profitability of your company will be provide a more healthy growth and profitability in the years to come.



LUMINAIRE BUSINESS GROUP

The Luminaire Business Group (LBG) of the Lighting Division has been making consistent growth year on year. This trend has continued in this year also.

Our new State of the Art World Class Laboratory has been commissioned and has been inaugurated by Sh. G B Pradhan, Honorable Special Secretary, Ministry of Power, Government of India and Dr. Ajay Mathur, Director General, Bureau of Energy Efficiency. This is a major leap in the direction of developing Energy Efficient Products by our Company.

In this year many new energy saving products has been introduced like :

- LED Street Lights
- LED Tube Lights
- Induction Light for Petrol Pumps
- Induction Light for Street Lights
- Sensor Controlled Streetlights
- New Generation HID Street Lights

Luminaire Business Group is extending its Dealer Network Range across India and now has more than 500 dealers. In addition to this various marketing initiatives are being taken to consolidate the growth of the division and make the presence felt in the market.

RESEARCH AND DEVELOPMENT CENTRE

Electric light, once considered as night time substitute for day light, becomes 24x365 hour companion in all of human activities. It has helped significantly to expand range & time of human activities. With this expansion of uses, lighting energy use has become one of the major uses of energy in the country. Hence search is on for greater lighting efficiency.

Surya being a leader of lighting industry in India has conclusively embarked upon to bring the revolution in the world of lighting by setting up the state of the art of lighting laboratory & Research Centre-Surya Technology & Innovation Centre (STIC).

STIC is equipped with the most advanced photometric laboratory which houses High Speed automatic Mirror Gonio-photometer from LMT Germany-- undoubtedly the best equipment available for light measurement & optical evaluation for conventional Lighting System as well as LED & Induction Lighting system.

Apart from photometric laboratory, STIC have Environmental, Electrical, Electronic, Thermal and Mechanical laboratories ----all are equipped with high speed computerized equipments for the prediction, evaluation of mechanical, electrical, thermal & environmental behavior of the lighting product.

STIC has been recognized as an R & D centre by DSIR (Department of Scientific and Industrial Research,

Ministry of Science and Technology) and also it has been listed as one of the best testing laboratories in India by BEE (Bureau of Energy Efficiency), for the measurement complying BIS Standards/International Standard of LED lighting system.

Last but not least STIC is a Green Building with LEED Platinum certification and Process of accreditation is going on.

With all this Surya is proliferating with the development of the most energy efficient-environment friendly lighting products as well as providing design guidance 'how to use it scientifically & aesthetically' through its innovation in lighting design a new dimension to lighting practice, leading to evolve 'Green India'.

5. FIXED DEPOSITS:

The Public response towards the Company's fixed deposit schemes continued to be encouraging during the year under review. At the close of the year, 153 deposit holders, whose deposits, aggregating to Rs. 65.08 lacs, had become due for payment, did not claim or renewed their deposits. Since then, deposits aggregating to Rs. 24.07 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. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions 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 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the statement annexed (Annexure - 'A') hereto forming part of the report.

7. PARTICULARS OF EMPLOYEES AND DISCLOSURE OF INFORMATION

The Information 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 confirm:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures ;
- 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 Ravinder Kumar Narang and Shri Raju Bista, retire by rotation and, being eligible, offer themselves for reappointment.

Change in Directorship

During the year under review, both Sh. Satya Narain Bansal and Smt. Urmil Agarwal have resigned from the Board w. e. f. 11th November, 2011 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.

10. AUDITORS

The Statutory Auditors, M/s Sastry K.Anandam & Company, Chartered Accountants (Firm Registration no-00179N) hold office till the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. The Certificate from the auditors have been received to the effect that their re-appointment, if made, would be within the prescribed limit under section 224(1B) of the

Companies Act ,1956.The observations of the Auditors have been suitably dealt with in the notes on accounts

11. COMPLIANCE CERTIFICATE

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

12. CORPORATE GOVERNANCE

Your company has complied with the requirements of clause 49 of the Listing Agreement regarding Corporate Governance. A Report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussions and Analysis are forming part of Annual Report.

13. ACKNOWLEDGMENTS & APPRECIATION

The Board places on record their appreciation for the continued support from Financial Institutions, Bankers, Central and State Government Bodies , Legal Advisers, Consultants, Dealers, Retailers, other Business Constituents and Investing Public.

The Board 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

Place : New Delhi

Dated : 28th May, 2012

J P AGARWAL

Chairman and Managing Director

**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, 2012.

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.
- Installed some VFD (AC Drives) on N2 plant and pipe mill no. COC machine and thus save energy.
- Increased use of HSEB Power in comparison to Gas Gen Set.
- Saving of energy is achieved by putting auto cut to the aux on different machines when it is not producing.

At Malanpur Unit of Lighting Division :

- Saving of energy achieved by modification in soft water return line HP Pumps.
- Saving in energy achieved by conservation of Stand to fuel from FO to HSD.
- Replacement of 20HP Motor with 5 HP Motor at O/H in AKVN Line conserved energy.
- Replacement of 15 HP Hot Air Generator Blower with 7.5 HP Blower reduces energy consumption.
- Energy conserved by shifting CFL Assembly Compressor and make optimum use of Compressed Air.
- Use of LP Air instead of HP Air for CFL for MC Burner
- By using Hot Air Coating Chamber air at the suction of blower saves energy.

At Kashipur Unit of Lighting Division :

- Synchronizing panel of FTL 5th Chain instituted with miller loam to reduce temperature.
- Saving of energy is achieved by reducing RPM by changing pulley of blower in Cooling blower.
- Increase life of baker burner by increasing LP Air pressure in FTL 6th Chain

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	
	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011
A) Power & Fuel Consumption						
1. Electricity						
a) Purchased						
Units (in thousands)	18235.24	14344.79	30194.16	34050.42	1155.42	864.31
Total Amount (Rs. in lacs)	1060.18	803.27	1542.25	1532.12	50.96	33.62
Rate / Unit (Rs.)	5.81	5.60	5.11	4.50	4.41	3.89
b) Own Generation						
Through Diesel Generator						
Units (in thousands)	17.64	405.74	594.64	1423.92	82.33	81.68
Unit per Ltr. Of HSD	3.05	2.75	3.47	3.47	3.17	2.76
Cost / Unit (Rs.)	13.25	12.52	10.55	9.55	11.04	11.94
c) Own Generation by						
Natural Gas Generator Set						
Units (in thousands)	10926.55	19982.33	350.16	5708.48	Not Used	Not Used
Unit per SCM3	3.55	3.40	3.63	3.77	Not Used	Not Used
Cost / Unit (Rs.)	5.07	3.87	5.26	3.08	Not Used	Not Used
2. Furnace Oil/LDO						
Qty. (K.Ltrs.)	Not Used	Not Used	439.59	3178.58	Not Used	Not Used
Total amount (Rs. in lacs)	Not Used	Not Used	185.45	1054.23	Not Used	Not Used
Avg. Rate (Rs.)	Not Used	Not Used	42.19	33.17	Not Used	Not Used
3. RLNG (Natural Gas)						
Qty. SCM3 (in thousands)	5537.72	6386.03	11932.63	10910.98	Not Used	Not Used
Total amount (Rs. in lacs)	1022.57	840.15	2278.97	1569.94	Not Used	Not Used
Rate / SCM (Rs.)	18.47	13.16	19.10	14.39	Not Used	Not Used



	Steel Products		Lighting Products		PVC	
	2011-2012	2010-2011	2011-2012	2010-2011	2011-2012	2010-2011
4. L.P.G.						
Qty. (Tonnes)	Not used	Not used	1031.24	2566.65	Not Used	Not Used
Total amount (Rs. in lacs)	Not used	Not used	566.84	1206.85	Not Used	Not Used
Rate / KG (Rs.)	Not used	Not used	54.97	47.02	Not Used	Not Used
5. Diesel / LDO						
Qty. (K.Ltrs.)	44.21	82.27	1218.89	473.94	Not Used	Not Used
Total amount (Rs. in lacs)	16.87	28.35	417.92	158.32	Not Used	Not Used
Rate / Ltr. (Rs.)	38.16	34.46	34.29	33.41	Not Used	Not Used
6. Propane						
Qty. (Tonnes)	Not used	Not used	Not used	0.88	Not Used	Not Used
Total amount (Rs. in lacs)	Not used	Not used	Not used	0.32	Not Used	Not Used
Rate / KG (Rs.)	Not used	Not used	Not used	36.36	Not Used	Not Used
B) Consumption per unit production						
Product	Unit	Steel Tubes/ Pipes/ C.R.Strips (Per M.T.)	Glass Item (Per M.T.)	PVC Item (Per M.T.)		
Electricity	Units	114.68	114.58	217.18	138.78	676.09 705.99
Furnace Oil/HSD/LDO/RFO	Ltrs.	0.00	0.21	285.00	179.26	Not used Not used
Propane / LPG	Kg.	Not used	Not used	80.23	50.08	Not used Not used
HSD/LDO in GI - Ltrs		0.17	0.60	Not used	Not used	Not used Not used
HSD/LDO in CR Mill - Ltrs		0.20	0.24	Not used	Not used	Not used Not used
Natural Gas Consumption (In GI Mill) SCM3		35.23	35.46	Not used	Not used	Not used Not used
Natural Gas Consumption (In CR Mill) SCM3		32.90	33.79	Not used	Not used	Not used Not used

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 has set-up a modern, world-class, in-house Research & Development Lab 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 :** Capital as well as Revenue expenditure made on R&D. Capital Expenditure during the year is Rs. 1118.10 Lakhs and Revenue Expenditure is Rs. 3.90 Lakhs

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 : 18964.67 Earned : 31168.87

for and on behalf of
the Board of Directors

Place : New Delhi
Dated : 28th May, 2012

J P AGARWAL
Chairman and Managing Director

**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	Remuner-ation (Rs.)	Qualifi-cation	Expe-rience Yrs.	Date of Commence-ment of employment	Last employment and position held
Employed part of the financial year								
1.	Sh. Gulshan Aghi	52	Ex-President & CEO (Lum. & HM)	54,31,100	Post Graduate Diploma in Mktg. & Sales Mgt.	32	01.04.2010	Bajaj Electrical Ltd. (Executive Vice President & Head Luminaires BU)

NOTES:

- 1) Remuneration includes salary, commission, medical exp., house rent paid / house rent allowance, other allowances and taxable value of perquisites.
- 2) 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 Directors**

**Place: New Delhi
Dated: 28th May, 2012**

**J P AGARWAL
CHAIRMAN AND MANAGING DIRECTOR**

ANNEXURE 'C' TO THE DIRECTORS' REPORT**Certification by Managing Director and Dy. Managing Director & Chief Financial Officer (CFO) of the Company**

We hereby certify that for the financial year ending 31st March, 2012 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 2011-2012 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, 2012**

**J P AGARWAL
Chairman & Managing Director**

**ARVIND BANSAL
Dy. Managing Director & CFO**

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance Philosophy

The company is committed to good Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company's business and financial performance, to its shareholders. The basic philosophy of Corporate Governance in the Company is to achieve the business excellence and dedicate itself for increasing long term shareholder value, keeping in view the needs and interests of its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics. This chapter constitutes your Company's compliance with Clause 49 of the Listing Agreement.

2. Board of Directors

i. Composition / Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other companies as on 31st March, 2012

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 of Directors	No. of Board Meetings attended during 2011-12	Last AGM attendance	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	13	-	-
Sh. Aloke Sengupta or an observer on behalf of him (IDBI Nominee)	Non-Executive Independent	2	NO	-	2	-	-
Sh. Krishan Kumar Narula	Non-Executive Independent	4	YES	-	1	1	-
Sh. Ravinder Kumar Narang	Non-Executive Independent	4	NO	-	1	-	-
Smt. Urmil Agarwal #	Non-Executive Non-Independent	Nil	NO	-	-	-	-
Sh. Bharat Bhushan Chadha	Non-Executive Independent	4	NO	-	5	1	2
Sh. Satya Narain Bansal *	Executive Non-Independent	1	YES	-	13	-	-
Sh. Arvind Kumar Bansal	Executive Non-Independent	4	NO	-	9	-	-
Sh. Vineet Kumar Garg	Executive Non-Independent	3	NO	-	7	-	1
Sh Raju Bista	Executive Non-Independent	4	NO	-	12	-	-
Sh. Utpal K Mukhopadhyay	Non-Executive Independent	2	NO	-	4	-	-
Sh. TaraSankar Bhattacharya	Non-Executive Independent	4	NO	-	10	-	1

#Resigned from the Board of the Company on 11th November, 2011

*Resigned from the Board of the Company on 11th November, 2011

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. 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 its subsidiary or with the promoters/management that may affect their judgment in any manner.

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.

ii. No. of Board Meetings held in the financial year 2011-2012 and dates on which held

Under the Law, the Board of Directors must meet at least once in a quarter and four times a year, with a maximum time gap of four months between any two meetings to consider amongst other business, the quarterly performance of the Company and financial results.

During the last financial year, our Board met four times, on 5th May, 2011; 12th August, 2011; 11th November, 2011 and 13th February, 2012.

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

a) Terms of Reference

The Audit Committee is responsible for overseeing of the company's financial reporting process, reviewing the quarterly/half-yearly/ annual financial statements, reviewing with the management on the financial statements and adequacy of internal audit function, recommending the appointment / re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings / related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operation. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The Committee discussed with the external auditors their audit methodology, audit planning and significant observations / suggestions made by them. The Committee also discussed major issues related to risk management and compliances.

In addition, the Committee has discharged such other role/function as envisaged under clause 49 of the Listing Agreement of the Stock Exchanges and the provisions of Section 292A of the Companies Act, 1956.

b) No. of Audit Committee Meetings and dates on which held / Composition / Category / Attendance at Meetings

The Audit Committee comprises three Directors. During the year under review, four committee meetings were held on 5th May, 2011; 12th August, 2011; 11th November, 2011 and 13th February, 2012. The names along with categories of the members and the attendance of members at the meeting was as follows :

Names of the Members	Category	No. of Meetings Attended
Sh. K. K. Narula	Chairman, Independent - Director	4
Sh.B. B. Chadha	Member, Independent - Director	4
Sh. Arvind Kumar Bansal	Member, Non - Independent Director	4

All the members 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 independent 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, VP & Company Secretary, acts as the secretary to the Committee.

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

- 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 2011-2012 is as under:

Name	Salary (Rs.)	Perquisites & Allowances(Rs.)	Commission (Rs.)	Stock Options	Sitting Fees (Rs.)
Sh. J.P.Agarwal Chairman & Managing Director) \$	1,200	600	600	Nil	N .A.
Sh. S N Bansal *	7,33,333	2,93,333	Nil	Nil	N. A.
Sh. Arvind Bansal **	6,00,000	2,40,000	Nil	Nil	N. A.
Sh.Vineet Kumar Garg ***	12,00,000	4,80,000	Nil	Nil	N. A.
Sh.Raju Bista **	6,00,000	2,40,000	Nil	Nil	N.A.
Smt. Urmil Agarwal #	Nil	Nil	Nil	Nil	Nil
Sh. K.K.Narula	Nil	Nil	Nil	Nil	3,60,000/-
Sh. Ravinder Kumar Narang	Nil	Nil	Nil	Nil	1,40,000/-
Sh. B.B. Chadha	Nil	Nil	Nil	Nil	2,80,000/-
Sh.Utpal Kumar Mukhopadhyay	Nil	Nil	Nil	Nil	40,000/-
Sh. Tarasankar Bhattacharya	Nil	Nil	Nil	Nil	80,000/-
IDBI Bank (Nominee Director)	Nil	Nil	Nil	Nil	40,000/-

\$ Voluntarily decided to draw Basic Salary of Rs. 100/- p.m w.e.f 1st March, 2011

* Voluntarily decided to draw Basic Salary of Rs. 1,00,000/- p.m w.e.f 1st April, 2011 and further Resigned from the Board on 11th November, 2011

** Voluntarily decided to draw Basic Salary of Rs. 50,000/- p.m w.e.f 1st April, 2011

*** Voluntarily decided to draw Basic Salary of Rs. 1,00,000/- p.m w.e.f 1st April, 2011

Resigned from the Board on 11th November, 2011

Period of Contract (Sh. J.P.Agarwal) : 5 years from 1st January, 2012 (i.e. upto 31st December 2016)

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:

Smt. Urmil Agarwal - 200431

(Resigned from the Board on 11.11.2011)

5. Remuneration Committee

During the year 2011-2012, One meeting was held on 11.11.2011 and which was attended by Sh. K K Narula & Sh. R.K. Narang. The members of the Remuneration Committee with their names, their categories and their attendance was as follows :

Names of the Members	Status	No. of Meetings Attended
Sh. K K Narula	Chairman Independent - Director	1
Sh. B B Chadha	Member, Independent - Director	Nil
Sh. R K Narang	Member, Independent - Director	1

The scope of the Remuneration Committee includes finalizing the remuneration packages for Executive Director(s) of the Company. Sh. B. B. Singal, VP & 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 12.04.2011, 12.07.2011, 27.10.2011 and 25.01.2012 and the attendance of Members at the Meeting was as follows:

Names of the Members	Status	No. of Meetings Attended
Sh. K K Narula	Chairman	4
Sh.S N Bansal **	Member	1
Sh. R K Narang	Member	2
Sh. Arvind Bansal ***	Member	3

** Resigned from Committee membership on 5th May, 2011.

*** Inducted on 5th May, 2011 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 (VP & Company Secretary)

Number of shareholders' complaints received upto 31st March, 2012 : 20

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 :

24.09.2009 ; 24.09.2010 ; 28.09.2011

at the Registered Office of the company at Prakash Nagar, Sankhol, Bahadurgarh –124 507 at 11:00 a.m.

One Special Resolution was passed at the 36th AGM held on 24th September, 2009.

No Resolution was passed through Postal Ballot during the year under review.

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.
- Company had outstanding 54,75,000 Optionally Convertible Warrants (Series 3) as on 31st March, 2012.

9. Means of Communication

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

10. General Shareholder Information

- AGM** : Date and Time : 28.09.2012 at 11:00 a.m.
Venue : Prakash Nagar, Sankhol, Bahadurgarh, Haryana – 124 507.
- Financial Year** : 1st April to 31st March
- Book closure Date** : 04.09.2012 – 07.09.2012 (both days inclusive)
- Dividend payment date** : Not Applicable
- Listing on Stock Exchanges** : The securities of the company were listed on the following Stock Exchanges during the financial year 2011-12:

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 2011-12 and 2012-13



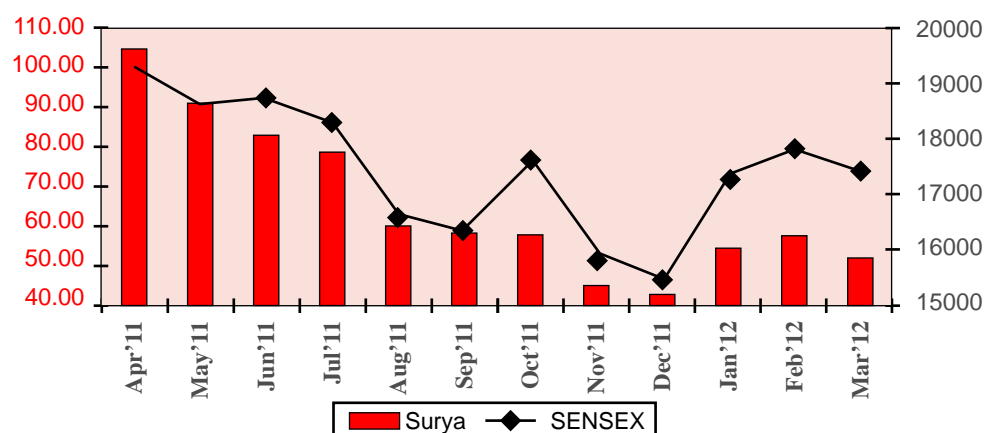
vi. Stock Code

	National Stock Exchange	Bombay Stock Exchange	ISIN
Equity Shares- Symbol / Code	SURYAROSNI	500336 (Dematerialised) 336 (Physical)	INE335A01012

vii. Market Price Data :

MONTH	NSE		BSE	
	HIGH (Rs.)	LOW (Rs.)	HIGH (Rs.)	LOW (Rs.)
April, 2011	107.80	91.10	107.80	91.45
May, 2011	105.40	86.00	105.00	87.15
June, 2011	93.00	76.30	92.90	76.50
July, 2011	88.00	78.10	88.00	78.55
August, 2011	81.20	58.50	80.80	58.20
September, 2011	71.85	58.60	71.60	59.00
October, 2011	63.00	58.00	62.40	57.05
November, 2011	64.50	45.85	64.00	46.10
December, 2011	54.20	41.35	50.00	42.00
January, 2012	58.00	43.50	57.80	43.75
February, 2012	65.70	54.30	65.20	54.70
March, 2012	60.50	52.00	62.00	52.00

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, 2012.



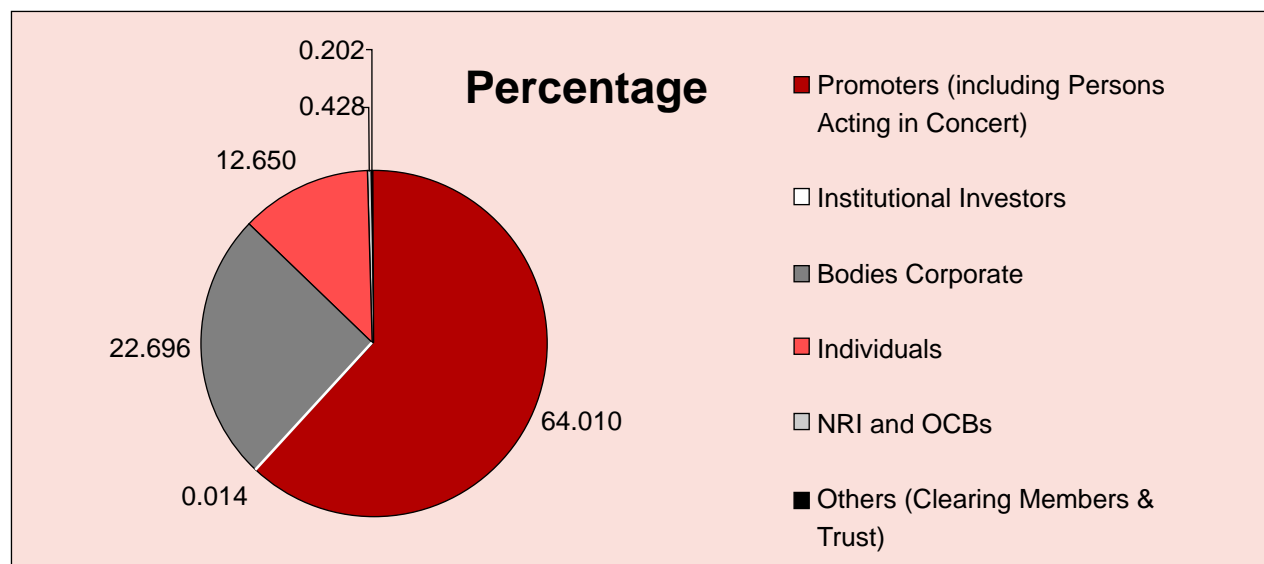
xi Distribution of Shareholding

Share Holding of Nominal Value of Rs.	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1 - 5000	17668	88.032	2432929	5.551
5001 - 10000	1460	7.275	1130049	2.578
10001 - 20000	554	2.760	813071	1.855
20001 - 30000	151	0.752	382304	0.872
30001 - 40000	56	0.279	199996	0.456
40001 - 50000	47	0.234	223940	0.511
50001 - 100000	68	0.339	489625	1.117
100001 & Above	66	0.329	38159336	87.060
Total	20070	100.000	43831250	100.000

Shareholding Pattern

CATEGORY	No. of Shares held	% age of Paid-up Capital
Promoters (including Persons Acting in Concert)	28056182	64.010
Institutional Investors	6159	0.014
Bodies Corporate	9948159	22.696
Individuals	5544538	12.650
NRI and OCBs	187573	0.428
Others (Clearing Members)	86389	0.197
(Trust)	2250	0.005
TOTAL	43831250	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, 2012, 4,28,85,082 equity shares, being 97.84% 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.



DECLARATION

J P AGARWAL

Chairman & Managing Director
DIRECTOR IDENTIFICATION NO. - 00041119

AUDITOR'S CERTIFICATE

(C.A. ANANDA SASTRY K.)
PARTNER F.C.A.
Membership No. 9980



AUDITORS' REPORT

The Members

1. We have audited the attached Balance Sheet of SURYA ROSHNI LIMITED as at 31st March, 2012 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 and 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 and 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, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 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, 2012;
- 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 & Co.
Chartered Accountants
(Firm Registration No. 000179N)

(C.A. ANANDA SASTRY K.)
PARTNER F.C.A.
Membership No. 9980

Place : **New Delhi**

Date : **28th May, 2012**

ANNEXURE TO THE AUDITORS' REPORT

(For the year ended 31-3-2012)

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 exceeding the value of Rupees Five lakhs 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, 2012 for a period of more than six months from the date they became payable.
 - iii) The disputed statutory dues aggregating to Rs. 2,29,30,777/- that have not been deposited on account of matters pending before appropriate authorities are as under:

Sr. No.	Name of the Statute	Nature of . Dues	Forum where dispute is pending	Amount in (Rs.)
1.	Central Excise Act, 1944	Excise Duty	CESTAT	1,33,93,777
2.	UPSEB	UPSEB Acts	High Court	41,27,000
3.	Sales Tax/VAT Acts	Taxes	Upto Commissioner Level	30,42,000
			High Court	23,68,000
			Total	2,29,30,777

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 54,75,000 Optionally Convertible Equity Warrants which are outstanding for conversion as on date of Balance Sheet.
19. The Company has no debentures as at 31st March, 2012.
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 & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No.000179N)

(CA. ANANDA SASTRY K.)
PARTNER F.C.A.
Membership No.9980

Place : **New Delhi**
 Date : **28th May, 2012**

**Balance Sheet as at 31st March , 2012**

Particulars	Note No.	As at 31st March,2012 (Rs.)	As at 31st March,2011 (Rs.)
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	43,83,12,500	43,83,12,500
Reserves and surplus	2	6,24,45,63,576	5,72,52,51,584
Money received against share warrant	1	15,19,31,250	15,19,31,250
		6,83,48,07,326	6,31,54,95,334
Non Current Liabilities			
Long Term Borrowings	3	3,54,76,04,326	3,37,65,30,860
Deferred Tax Liabilities (Net)	17	52,33,34,016	53,79,43,480
Other Long Term Liabilities	4	4,92,31,030	4,54,70,557
Long Term Provisions	5	12,89,64,312	12,32,49,949
		4,24,91,33,684	4,08,31,94,846
Current Libalibilities			
Short Term Borrowings	6	3,90,06,38,807	3,28,57,93,907
Trade Payables	7	75,54,01,072	46,05,94,937
Other Current Liabilities	8	1,03,71,02,227	1,15,71,49,368
Short Term Provisions	9	21,32,00,134	41,97,82,320
		5,90,63,42,240	5,32,33,20,533
Total		16,99,02,83,250	15,72,20,10,713
ASSETS			
Non Current Assest			
Fixed Assets	10		
Tangible assets		8,20,75,80,909	7,74,54,56,316
Capital work-in-progress		37,87,52,314	32,22,07,186
Non-Current Investments	11	50,18,00,000	50,22,45,000
		9,08,81,33,223	8,56,99,08,502
Current Assests			
Inventories	12	3,77,49,31,678	3,57,89,26,841
Trade receivables	13	3,35,63,48,971	2,69,92,48,132
Cash and cash equivalents	14	20,78,86,188	25,12,05,635
Short-term loans and advances	15	50,97,69,951	56,77,93,900
Other current assets	16	5,32,13,239	5,49,27,704
		7,90,21,50,027	7,15,21,02,212
Total		16,99,02,83,250	15,72,20,10,713
Significant Accounting Policies and Notes on Financial Statements	27 to 32		

As per our attached report of even date

For **SASTRY K. ANANDAM & CO.**
Chartered Accountants
Firm No.00179N

J P Agarwal
Chairman and
Managing Director

Arvind Bansal
Dy. Managing Director & CFO

Aloke Sengupta**B B Chadha****K K Narula****Ravinder K Narang****T S Bhattacharya**

Directors

CA ANANDA SASTRY K.
Partner FCA
Membership no. 9980

Place : New Delhi
Dated : 28th May , 2012

B B Singal
Vice President
& Company Secretary

Raju Bista
Dy. Managing Director



Profit & Loss Statement for the year ended 31st March 2012

Particulars	Note No.	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
INCOME			
Sale of Products;		27,53,70,05,523	24,42,76,66,116
Less: Internal Consumption		45,01,71,703	74,40,55,114
		27,08,68,33,820	23,68,36,11,002
Less: Excise Duty		1,54,23,91,653	1,51,54,62,360
Revenue from Operations	18	25,54,44,42,167	22,16,81,48,642
Other income	19	89,62,209	48,50,451
Total Revenue		25,55,34,04,376	22,17,29,99,093
Expenses :			
Cost of materials consumed		18,38,52,98,834	16,76,18,85,854
Less: Internal Consumption		45,01,71,703	74,40,55,114
Cost of materials consumed	20	17,93,51,27,131	16,01,78,30,740
Purchase of Stock-in-Trade	21	1,56,84,39,074	1,09,43,58,268
Change in inventories of finished goods,work-in-progress and Stock-in-Trade	22	(24,47,005)	(71,73,21,639)
Employee benefit expense	23	1,26,49,55,059	1,15,50,07,296
Finance Cost	24	93,81,88,535	60,53,95,799
Depreciation and amortization expenses	10	47,30,79,367	51,23,61,841
Other Expenses	25	2,81,99,48,695	2,80,38,39,985
Total Expenses		24,99,72,90,856	21,47,14,72,290
Profit before tax		55,61,13,520	70,15,26,803
Tax expense :			
Current tax		11,35,73,443	14,35,96,098
Deferred tax		(1,46,09,465)	(2,01,72,228)
MAT Credit Adjustment		(6,26,63,676)	(8,92,52,950)
Profit for the year		51,98,13,218	66,73,55,883
Earning per equity share of face value of Rs. 10/- each Basic & Diluted in Rs.	26	11.86	19.13
Significant Accounting Policies and Notes on Financial Statements	27 to 32		

As per our attached report of even date

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

Chartered Accountants

Firm No.00179N

J P Agarwal
Chairman and
Managing DirectorArvind Bansal
Dy. Managing Director & CFO

Aloke Sengupta

B B Chadha

K K Narula

Ravinder K Narang

T S Bhattacharya

Directors

CA ANANDA SASTRY K.
Partner FCA
Membership no. 9980B B Singal
Vice President
& Company SecretaryRaju Bista
Dy. Managing DirectorPlace : New Delhi
Dated : 28th May , 2012

**Notes on the Financial Statements****Note 1**

Disclosure pursuant to Note no. 6(A)(a,b & c) of Part I of Schedule VI to the Companies Act, 1956

(Amount in Rs.)

Share Capital	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of par value of Rs. 10/- each	4,98,00,000	49,80,00,000	4,98,00,000	49,80,00,000
Preference Shares of par value of Rs. 100/- each	6,20,000	6,20,00,000	6,20,000	6,20,00,000
Total		56,00,00,000		56,00,00,000
Issued				
Equity Shares of par value of Rs. 10/- each	4,38,31,250	43,83,12,500	4,38,31,250	43,83,12,500
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		43,83,12,500		43,83,12,500
Subscribed & fully paid up				
Equity Shares of par value of Rs. 10/- each	4,38,31,250	43,83,12,500	4,38,31,250	43,83,12,500
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		43,83,12,500		43,83,12,500
Subscribed but not fully Paid up				
Equity Shares of par value of Rs. 10/- each	-	-	-	-
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		-		-

(Amount in Rs.)

Equity Share Warrants	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Share Warrants of Rs. 27.75/- paid-up exercisable on or before 29th May, 2012 for one equity share of Rs. 10/- each fully paid-up @ Rs. 111/- per share	54,75,000	15,19,31,250	54,75,000	15,19,31,250

Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 1956

Particulars	As at 31 March 2012		As at 31 March 2011	
	Equity Shares	Preference Shares	Equity Shares	Preference Shares
Shares outstanding at the beginning of the year	4,38,31,250	-	4,38,31,250	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,38,31,250	-	4,38,31,250	-

Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956

Equity Shares in the Company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Lustre Merchants Private Limited	35,69,894	8.14	35,69,894	8.14
Diwakar Marketing Private Limited	43,00,000	9.81	43,00,000	9.81
Shreyansh Mercantile Private Ltd.	28,30,000	6.46	28,30,000	6.46
Cubitex Marketing Private Ltd.	43,00,000	9.81	43,00,000	9.81

Note No.	General Instructions	Disclosure
6A(e)	the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;	Not Applicable
6A(h)	shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts;	54,75,000 Equity shares of Rs. 10/ each fully paid-up reserved to be issued on or before 29th May, 2012 @ Rs.111/- against the optionally convertible warrants amount to Rs.60,77,25,000/-
6A(j)	Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date.	N. A.
6A(l)	Forfeited shares (amount originally paid up)	Nil

Notes on the Financial Statements

Note no. 2

Disclosure pursuant to Note no. 6(B) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Figures as at the end of the current reporting period				Figures as at the end of the previous reporting period			
	Balance as on 1-4-2011	Additions	Deductions	Balance as on 31-03-2012	Balance as on 1-4-2010	Additions	Deductions	Balance as on 31-03-2011
Reserves & Surplus	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Capital Reserve								
- Capital Subsidy	50,00,000	-	-	50,00,000	50,00,000		-	50,00,000
- Revaluation of Fixed Assets	1,86,09,53,881	-	5,01,226	1,86,04,52,655	97,17,234	1,85,17,37,873	5,01,226	1,86,09,53,881
Capital Redemption Reserve	3,00,00,000	-	-	3,00,00,000	3,00,00,000		-	3,00,00,000
Forfeiture Reserve	2,43,20,000	-	-	2,43,20,000	2,43,20,000		-	2,43,20,000
Securities Premium Reserve	1,40,95,19,175	-	-	1,40,95,19,175	35,11,99,175	1,05,83,20,000	-	1,40,95,19,175
General Reserve	33,00,98,030	7,00,00,000		40,00,98,030	26,00,98,030	7,00,00,000	-	33,00,98,030
Surplus	2,06,53,60,498	51,98,13,218	7,00,00,000	2,06,53,60,498	1,54,44,17,277	66,73,55,883	7,00,00,000	
Profit after Tax for the Year				51,98,13,218			7,00,00,000	
Less: Transfer to General Reserve				(7,00,00,000)			7,64,12,662	
Less: Proposed Dividend including dividend distribution tax				-				
Balance				2,51,51,73,716				2,06,53,60,498
Total	5,72,52,51,584	58,98,13,218	7,05,01,226	6,24,45,63,576	2,22,47,51,716	3,64,74,13,756	14,69,13,888	5,72,52,51,584

During the Year 2010-11, the Land has been revalued as follows :

Particulars	Rs.
Opening Balance	22,91,49,151
Revaluation amount	2,08,08,87,024
Increase in Book value & trf to Revaluation Reserve	1,85,17,37,873

**Notes on the Financial Statements****Note 3 Disclosure pursuant to Note no. 6C of Part I of Schedule VI to the Companies Act, 1956**

Long Term Borrowings	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Secured		
Term loans		
from banks	2,42,63,14,900	2,19,05,93,138
	2,42,63,14,900	2,19,05,93,138
Unsecured		
Term loans		
from banks	54,96,85,426	49,96,80,722
Deposits	57,16,04,000	68,62,57,000
	1,12,12,89,426	1,18,59,37,722
Total	3,54,76,04,326	3,37,65,30,860

Term Loans from Banks secured by deposit of title deeds relating to immovable assets of the company and further secured by hypothecation of all company's movable assets.

Note no. 4

Disclosure pursuant to Note no. 6D of Part I of Schedule VI to the Companies Act, 1956

Other Long-term Liabilities	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Trade Deposits	4,92,31,030	4,54,70,557
Total	4,92,31,030	4,54,70,557

Note no. 5

Disclosure pursuant to Note no. 6E of Part I of Schedule VI to the Companies Act, 1956

Long-term provisions	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Provision for employee benefits		
Gratuity (unfunded)	11,06,47,260	10,11,25,126
Leave Encashment (unfunded)	1,83,17,052	2,21,24,823
Total	12,89,64,312	12,32,49,949

Note no. 6

Disclosure pursuant to Note no. 6F of Part I of Schedule VI to the Companies Act, 1956

Short Term Borrowings	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Secured		
Working Capital Loans from Banks	3,90,06,38,807	3,28,57,93,907
	3,90,06,38,807	3,28,57,93,907
Unsecured		
	-	-
Total	3,90,06,38,807	3,28,57,93,907

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.



Notes on the Financial Statements

Note no. 7

Trade Payables	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
Micro, Small and Medium Enterprises	4,00,47,981	4,77,14,901
Others	71,53,53,091	41,28,80,036
Total	75,54,01,072	46,05,94,937

7.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company as under:

Particulars	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(i) The Principal amount and the interest due thereon remaining unpaid to any supplier. Principal Amount : Interest :	4,00,47,981 Nil	4,77,14,901 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

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.

Note no. 8

Disclosure pursuant to Note no. 6G of Part I of Schedule VI to the Companies Act, 1956

Other Current Liabilities	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
Current maturities of long-term debt	87,71,07,270	94,61,31,731
Interest accrued but not due on borrowings	5,92,96,980	6,70,25,827
Unpaid dividends	31,73,362	36,01,144
Duties and Taxes Payable	7,11,09,792	5,13,15,956
Other liabilities	2,64,14,823	8,90,74,710
Total	1,03,71,02,227	1,15,71,49,368

Note no. 9

Disclosure pursuant to Note no. 6H of Part I of Schedule VI to the Companies Act, 1956

Short Term Provisions	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(a) Provision for employee benefits Salary & Reimbursements Leave Encashment (Unfunded)	9,77,72,242 18,54,449	19,65,54,403 32,19,157
(b) Others (Specify nature) Provision for Income Tax for Current Year Provision for Proposed equity dividend +DDT	11,35,73,443 -	14,35,96,098 7,64,12,662
Total	21,32,00,134	41,97,82,320

Notes on the Financial Statements

Note no. 10

Disclosure pursuant to Note no. I (i), (ii), (iii); Note no. J (i), (ii); Note no. J and Note no. L of Part I of Schedule VI to the Companies Act, 1956

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2011	Additions	Disposals	Revaluations/ (Impairments)	Balance as at 31st March 2012	Balance as at 1st April 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2012
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Tangible Assets										
Land	1,96,00,93,600	1,84,43,254	49,99,460	-	1,97,35,37,394	-	-	-	-	1,97,35,37,394
Assets under lease	12,07,93,424	1,15,72,994	-	-	13,23,66,418	-	-	-	-	13,23,66,418
Buildings	1,41,32,93,516	5,11,41,589	66,87,573	-	1,45,77,47,532	29,58,58,816	3,71,15,547	5,01,226	1,17,671	1,11,74,34,700
Plant and Equipment	8,02,60,59,138	84,95,33,406	2,51,79,370	-	8,85,04,13,174	3,65,44,95,993	41,00,16,303	-	1,73,45,492	4,04,71,66,804
Furniture and Fixtures	5,14,16,171	1,65,13,350	4,13,109	-	6,75,16,412	2,54,46,406	26,71,479	-	1,00,231	2,80,17,654
Vehicles	12,38,28,198	81,92,712	75,75,387	-	12,44,45,523	5,64,49,327	96,09,372	-	27,54,193	6,33,04,506
Office equipment	8,83,28,762	23,45,960	1,28,474	-	9,05,46,248	4,20,45,456	79,77,769	-	52,234	4,99,70,991
Air Conditioner & Coolers	94,06,248	4,50,824	-	-	98,57,072	38,46,110	4,17,099	-	-	42,63,209
Temporary Construction	1,50,55,565	-	-	-	1,50,55,565	1,50,55,565	-	-	-	1,50,55,565
Electric Equipments	72,84,089	-	-	-	72,84,089	41,63,258	2,51,667	-	-	44,14,925
Miscellaneous Assets	34,69,955	-	-	-	34,69,955	19,84,634	1,48,118	-	-	21,32,752
Computer	6,59,18,195	21,24,649	-	-	6,80,42,844	4,01,44,979	48,72,013	-	-	2,57,73,216
Total	11,88,49,46,861	96,03,18,738	4,49,83,373	-	12,80,02,82,226	4,13,94,90,544	47,30,79,367	5,01,226	2,03,69,821	7,74,54,56,316
Previous Year	8,29,00,52,288	1,82,75,29,910	8,43,73,211	1,85,17,37,873	11,88,49,46,861	3,68,91,73,135	51,23,61,843	5,01,226	6,25,45,655	4,13,94,90,549
Intangible Assets										
Total	-	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-	-
Capital Work In Progress										
Total	32,22,07,186	29,01,23,507	23,35,78,379	-	37,87,52,314	-	-	-	-	37,87,52,314
Previous Year	32,22,07,186	29,01,23,507	23,35,78,379	-	37,87,52,314	-	-	-	-	37,87,52,314
Intangible assets under Development										
Total	-	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-	-

Disclosure pursuant to Note no. I (iv) and J (iii) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Year 2010-11
Asset details:	Land
Balance as at 1 April	22,91,49,151
Revaluation	1,85,17,37,873
Balance as at 31 March	2,08,08,87,024



Notes on the Financial Statements

Note no. 11

Disclosure pursuant to Note no. K (i) of Part I of Schedule VI to the Companies Act, 1956

Non-Current Investments

	Particulars	As at 31 March 2012	As at 31 March 2011
		Rs.	Rs.
A	Trade Investments		
	Total (A)	-	-
B	Other Investments (Refer B below)		
		-	-
	Investment in Equity Instruments	50,18,00,000	50,22,45,000
	Total (B)	50,18,00,000	50,22,45,000
	Grand Total (A + B)	50,18,00,000	50,22,45,000
	Less : Provision for diminution in the value of Investments	-	-
	Total	50,18,00,000	50,22,45,000

	Particulars	2012	2011
		Amount	Amount
	Aggregate amount of quoted investments (Market value of Rs. NIL (Previous Year Rs. NIL))	NIL	NIL
	Aggregate amount of unquoted investments	50,18,00,000	50,22,45,000

B.	Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs)		Whether stated at Cost Yes / No	If Answer to column (9) is 'No', Basis of valuation
				As at 31.03.2012	As at 31.03.2011			As at 31.03.2012	As at 31.03.2011	As at 31.03.2012	As at 31.03.2011		
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
	Investment in Equity Instruments												
	1	Surya Global Steel & Gen Power Limited of Rs. 10/- each	Others	50,000	50,000	Unquoted	Fully Paid	41.67	41.67	5,00,000	5,00,000	Yes	NA
	2	Surya Global Cement Limited of Rs. 10/- each	Others	70,000	70,000	Unquoted	Fully Paid	48.28	48.28	7,00,000	7,00,000	Yes	NA
	3	Surya Global Infrastructure Limited of Rs. 10/- each	Others	50,000	50,000	Unquoted	Fully Paid	41.67	41.67	5,00,000	5,00,000	Yes	NA
	4	Surya Roadlink and Infra Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
	5	Surya Vijay Nagar Steel & Power Limited of Rs. 10/- each	Others	5,000	5,000	Unquoted	Fully Paid	10.00	10.00	50,000	50,000	Yes	NA
	6	Surya Chhatishgarh Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
	7	Surya Gujarat Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
	8	Surya Vijay Nagar Cement Limited of Rs. 10/- each	Others	5,000	5,000	Unquoted	Fully Paid	10.00	10.00	50,000	50,000	Yes	NA
	9	Surya Chhatishgarh Steel & Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
	10	Surya Shimoga Lighting Limited of Rs. 10/- each	Others	-	24,500	Unquoted	Fully Paid	-	49.00	-	2,45,000	Yes	NA
	11	Surya Global Steel Tubes Limited of Rs. 10/- each	Subsidiary	5,00,00,000	5,00,00,000	Unquoted	Fully Paid	53.73	53.73	50,00,00,000	50,00,00,000	Yes	NA
		Total		5,00,00,000				53.73		50,18,00,000	50,22,45,000		

Notes on the Financial Statements

Note no. 12

Disclosure pursuant to Note no.O (i), (ii) and (iii) of Part I of Schedule VI to the Companies Act, 1956

Particulars		As at 31st March, 2012		As at 31st March, 2011	
Inventories	Mode of Valuation	Rs.	Rs.	Mode of Valuation	Rs.
Raw Materials; <i>Goods-in-transit</i>	At Cost on FIFO Basis	1,07,70,01,244	1,07,70,01,244	At Cost on FIFO Basis	89,18,78,993
		-	-		-
Work-in-Progress; <i>Goods-in-transit</i>	At Cost or net realisable value, which ever is lower	23,25,80,861	23,25,80,861	At Cost or net realisable value, which ever is lower	36,10,05,420
		-	-		-
Finished goods; <i>Goods-in-transit</i>	At Cost or net realisable value, which ever is lower	2,19,27,60,082	2,19,27,60,082	At Cost or net realisable value, which ever is lower	2,06,50,91,399
		-	-		-
Stores and spares; <i>Goods-in-transit</i>	At Cost on FIFO Basis	23,91,58,655	23,91,58,655	At Cost on FIFO Basis	23,07,23,073
		-	-		-
Scrap and salvage <i>Goods-in-transit</i>	At Realisable Value	3,34,30,837	3,34,30,837	At Realisable Value	3,02,27,956
		-	-		-
Total			3,77,49,31,678		3,57,89,26,841

Note no.13

Disclosure pursuant to Note no.P (i), (ii), (iii) and (iv) of Part I of Schedule VI to the Companies Act, 1956

Trade Receivables	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Unsecured, considered good	3,35,63,48,971	2,69,92,48,132
Less: Bad and doubtful debts	-	-
	3,35,63,48,971	2,69,92,48,132
Total	3,35,63,48,971	2,69,92,48,132

Aggregate amount of Trade Receivables outstanding for a period exceeding six months from the date they are due for payment

1,22,80,580

54,00,686

**Notes on the Financial Statements****Note no.14**

Disclosure pursuant to Note no.Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule VI to the Companies Act, 1956

Cash and cash equivalents	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Balance with banks	1,72,36,974	9,35,39,124
Cheques, drafts on hand	13,26,59,844	12,94,00,195
Cash on hand	76,53,631	79,40,316
Fixed Deposit With Banks	5,03,35,739	2,03,25,999
Total	20,78,86,188	25,12,05,635

Cash and cash equivalents stated above includes :

Particulars	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Earmarked balances with banks for unpaid dividend	31,73,362	36,01,144

Note no.15

Disclosure pursuant to Note no.R (i), (ii), (iii) and (iv) of Part I of Schedule VI to the Companies Act, 1956

Short-term loans and advances	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Loans and advances to others		
Prepaid Taxes & Advances recoverable in cash or kind or for value to be received		
Unsecured, considered good	50,97,69,951	56,77,93,900
Less: Bad and doubtful debts	-	-
	50,97,69,951	56,77,93,900
Total	50,97,69,951	56,77,93,900

Note no. 16

Disclosure pursuant to Note no.S of Part I of Schedule VI to the Companies Act, 1956

Other current assets	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
Security Deposits	4,71,77,238	5,07,58,094
Earnest Money Deposits	60,36,000	41,69,609
Total	5,32,13,239	5,49,27,704

Note no. 17**Deferred Tax Liability (Net)**

Particulars	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
(a) Deferred Tax Liability		
Related to Fixed Assets	57,02,90,877	58,34,89,097
Total	57,02,90,877	58,34,89,097
(b) Deferred Tax Assets		
Gratuity	3,34,69,947	3,03,80,491
Leave Encashment	54,07,441	70,85,652
Transitional Provision under AS-15	80,79,474	80,79,474
Total	4,69,56,862	4,55,45,617
Deferred Tax Liability (Net)	52,33,34,016	53,79,43,480



Notes on the Financial Statements

Note no. 18

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
REVENUE FROM OPERATIONS		
Sale of Products;	27,53,70,05,523	24,42,76,66,116
Less: Internal Consumption	45,01,71,703	74,40,55,114
	27,08,68,33,820	23,68,36,11,002
Less: Excise duty	1,54,23,91,653	1,51,54,62,360
Total	25,54,44,42,167	22,16,81,48,642
PARTICULARS OF SALE OF PRODUCTS		
LIGHTING	8,04,05,67,286	7,50,20,23,641
STEEL	19,04,62,66,534	16,18,15,87,361
Total	27,08,68,33,820	23,68,36,11,002

Note no. 19

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
OTHER INCOME		
Interest :		
From Current Investments (TDS Rs.10,92,361/- Prev. Year Rs.3,08,590/-)	69,39,262	35,37,023
Other non-operating income	20,22,947	13,13,428
Total	89,62,209	48,50,451

Note no. 20

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
RAW MATERIAL CONSUMED		
Raw Material (Imported)	1,57,65,49,416	1,24,60,99,262
Raw Material (Indigenous)	16,52,68,36,676	15,16,93,00,449
Packing Material Consumed	28,19,12,742	34,64,86,143
	18,38,52,98,834	16,76,18,85,854
Less: Internal Consumption	45,01,71,703	74,40,55,114
Total	17,93,51,27,131	16,01,78,30,740
PARTICULARS OF MATERIALS CONSUMED		
LIGHTING	3,09,16,30,946	3,70,67,06,451
STEEL	15,29,36,67,888	13,05,51,79,403
Total	18,38,52,98,834	16,76,18,85,854



Notes on the Financial Statements

Note no. 21

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
PURCHASES OF STOCK-IN-TRADE		
Purchase	1,56,84,39,074	1,09,43,58,268
Total	1,56,84,39,074	1,09,43,58,268

Note no. 22

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
INCREASE/ (DECREASE) IN FINISHED GOODS AND WORK IN PROGRESS		
Opening Stock		
Finished Goods	2,09,53,19,355	1,20,91,74,340
Work-in-Progress	36,10,05,420	52,98,28,796
	2,45,63,24,775	1,73,90,03,136
Closing Stock		
Finished Goods	2,22,61,90,919	2,09,53,19,355
Work-in-Progress	23,25,80,861	36,10,05,420
	2,45,87,71,780	2,45,63,24,775
Change	(24,47,005)	(71,73,21,639)

Note no. 23

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
EMPLOYEE BENEFIT EXPENSES		
Salaries,Wages and Bonus	1,14,75,13,041	1,00,69,10,216
Contribution to provident and other funds	8,18,36,149	8,80,48,061
Workmen and Staff Welfare Expenses	3,56,05,869	6,00,49,019
Total	1,26,49,55,059	1,15,50,07,296

Note no. 24

Particulars	For the Year ended 31st March,2012 (Rs.)	For the Year ended 31st March,2011 (Rs.)
FINANCE COST		
Interest expenses	70,20,49,833	55,17,37,280
Other borrowing costs	6,02,03,102	4,35,22,010
Applicable net gain/loss on foreign currency transactions and translations	17,59,35,600	1,01,36,509
Total	93,81,88,535	60,53,95,799



Notes on the Financial Statements

Note no. 25
OTHER EXPENSES

Particulars	For the Year ended 31st March,2012 Rs.	For the Year ended 31st March,2011 Rs.
Manufacturing Expenses		
Consumption of stores and spare parts	14,48,15,169	17,64,36,673
Power and fuel	41,87,74,108	42,51,66,119
Water Charges	49,70,782	60,03,520
Repairs to buildings	76,20,721	90,07,018
Repairs to machinery	1,44,42,103	1,36,44,301
Repairs to other items	42,24,972	41,76,810
Miscellaneous manufacturing expenses	39,42,30,094	35,59,63,758
Excise Duties (including education Cess)	1,48,38,648	(21,91,701)
	1,00,39,16,597	98,82,06,498
Selling and Other Expenses		
Defective	36,50,99,712	29,82,80,517
Discount,Rebate and Allowances	32,05,44,624	34,48,98,786
Commission on Sales	7,70,75,762	6,82,80,766
Advertisement	4,79,67,055	9,97,27,602
Others	7,34,61,680	4,98,18,629
Outward Freight Charges	61,82,78,176	64,24,28,183
	1,50,24,27,009	1,50,34,34,483
Administrative Expenses		
Rent	4,96,84,334	3,45,55,505
Rates and taxes	13,97,568	8,93,805
Insurance	72,03,842	71,59,842
Postage,Telegraph and Telephone	2,19,27,452	1,95,70,370
Printing & Stationery	1,17,00,335	1,48,84,400
Travelling and Conveyance	8,31,35,026	8,75,52,736
Staff Recruitment and Training Expenses	37,57,964	41,04,529
Loss on sale/ write off of Fixed Assets (net)	8,45,541	3,32,332
Miscellaneous expenses	13,28,28,833	14,17,41,047
	31,24,80,895	31,07,94,566
Payment to Auditors		
Statutory Audit Fees	5,72,500	5,65,600
Cost Audit Fees	2,32,000	2,20,000
Income-Tax Audit Fees	1,62,500	1,55,000
Certification Fees	1,29,000	3,44,759
Reimbursement of expenses	28,194	1,19,079
	11,24,194	14,04,438
Total	2,81,99,48,695	2,80,38,39,985

Note no. 26

Disclosure pursuant to Note no.U of Part I of Schedule VI to the Companies Act, 1956

Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
DIVIDEND		
Equity Shares		
Proposed Dividend amount per share Rs.	-	1.50
No. of Shares	4,38,31,250	4,38,31,250
Proposed Dividend amount to be distributed Rs.	-	6,57,46,875

Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
EARNING PER SHARE (EPS)		
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	51,98,13,218	66,73,55,883
Number of Equity Shares	4,38,31,250	4,38,31,250
Weighted Average Number of Equity Shares used as denominator for calculating EPS	4,38,31,250	3,48,88,784
Basic and Diluted Earning per share (Rs.)	11.86	19.13
Face Value per equity share (Rs.)	10.00	10.00

Note : 54,75,000 Equity Shares to be issued against the conversion of 54,75,000 Optionally Convertible Warrants are fairly priced and are assumed to be neither dilutive nor anti-dilutive. Hence the same is not considered for computation of diluted earning per share.

NOTE NO. 27
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) in India and the provisions of the Companies Act, 1956, as adopted consistently by the Company.
- (b) The Company recognises income and expenditure on accrual basis except those of significant uncertainties.

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 at the rates and in the manner specified in Schedule XIV to 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 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 monetary items denominated in foreign currency are recognised in Profit & Loss Account.

5. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

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 plan assets with Life Insurance Corporation of India and SBI Life Insurance Company Limited.

- 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. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

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 production overheads.
- (iii) Semi-finished goods are valued at cost or net realisable value whichever is lower.
- (iv) Scrap and Salvage is valued at realisable value.
- (v) Excise duty is included in value of finished goods.

9. Revenue Recognition

Sale of goods are recognised where significant risk and reward in goods is passed to customers. In case of export sale are recognised on the basis of dates of Mate's Receipts and initially recorded at the relevant exchange rates prevailing on the date of transaction.

10. Taxation

The current charge for income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act including probable adjustments.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future. Deferred tax assets are reviewed at each balance sheet date for its realisability.

The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 8th February, 2011 and 21st February, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to the fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiary has been included in the Consolidated Financial Statements.

**Notes on the Financial Statements****Note no. 28**

Disclosure pursuant to Note no.T of Part I of Schedule VI to the Companies Act, 1956

Contingent Liabilities and commitments (to the extent not provided for)		
Particulars	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Contingent Liabilities		
Claims against the company not acknowledged as debt;	2,29,30,777	2,29,30,777
Guarantees;	28,49,86,993	26,20,59,274
Coporate Guarantee in favour of PNB and SBI for providing term loans to Subsidiary Company	1,35,00,00,000	1,35,00,00,000
Bonds executed by the Company to Custom Department against export obligation under EPCG Scheme	33,25,45,469	33,25,45,469
Other money for which the company is contingently liable	-	-
Total	1,99,04,63,239	1,96,75,35,520
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for;	-	2,50,97,765
Total	-	2,50,97,765

Note No. 29

CIF VALUE OF IMPORTS	As at March 31	
	2012	2011
	Rs.	Rs.
Raw materials and purchases for trading	1,78,06,71,733	1,41,56,22,869
Components and Spare parts;	1,78,06,914	3,80,56,291
Capital goods	6,72,08,149	12,61,94,567

Value of consumption of imported and indigenous raw material, stores, and spares and its percentage to total consumption	As at March 31			
	2012		2011	
	Rs.	%age	Rs.	%age
Raw Materials				
Imported	1,57,65,49,416	8.71	1,24,60,99,262	7.59
Indigenous	16,52,68,36,676	91.29	15,16,93,00,449	92.41
Total	18,10,33,86,092	100.00	16,41,53,99,711	100.00
Stores and Spares				
Imported	1,08,13,643	7.47	2,01,26,859	11.43
Indigenous	13,39,01,526	92.53	15,59,89,163	88.57
Total	14,47,15,169	100.00	17,61,16,022	100.00

Earning in foreign exchange	As at March 31	
	2012	2011
	Rs.	Rs.
Export of goods calculated on F.O.B. basis	3,11,68,86,721	2,54,13,18,891

Expenditure in Foreign Currency	As at March 31	
	2012	2011
	Rs.	Rs.
Professional and Consultation fee	23,07,634	9,13,418
Other matters	2,84,72,129	88,77,421

Dividend Amount paid to Non Residents

Particulars	During the Year	
	March 31	
	2012	2011
Number of non resident Shareholders	212	114
Number of equity shares held by them on which dividends were due	1,58,059	1,25,924
Year ended to which the dividend related	2010-11	2009-2010
Amount paid	Rs.2,37,088.50	Rs.2,51,848.00

Note : The Company has paid above said dividend amount only in Indian Currency .

**Notes on the Financial Statements****NOTE NO.30**

- 30.1 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.
- 30.2 Company had outstanding 54,75,000 Optionally Convertible Warrants (Series 3) as on 31st March, 2012.
- 30.3 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) Other Companies

- | | |
|--|--|
| 1. Surya Global Steel & Gen Power Limited | 7. Surya Chhatisgarh Steel & Power Limited |
| 2. Surya Global Cement Limited | 8. Surya Chhatisgarh Power Limited |
| 3. Surya Global Infrastructure Limited | 9. Surya Gujarat Power Limited |
| 4. Surya Roadlink and Infra Limited | 10. Surya Shimoga Lighting Limited |
| 5. Surya Vijay Nagar Steel & Power Limited | 11. Surya Shimoga Steel Pipes Limited |
| 6. Surya Vijay Nagar Cement 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 :

Surya Global Steel Tubes Ltd.

Investment :

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

Preference Share Application Money :

Particulars	Amount (Rs.)	
	This year	Previous year
Total application money at the beginning of the year	Nil	Nil
Application money paid during the year	Nil	28,35,00,000
Less Application money received back	Nil	(28,35,00,000)
Total Application money at the year end	Nil	Nil

**Unsecured Loans :**

Particulars	Amount (Rs.)	
	This year	Previous year
Total unsecured loan at the beginning of the year	Nil	Nil
Unsecured loan provided during the year	Nil	26,00,00,000
Less Amount received back	Nil	(26,00,00,000)
Total unsecured loan at the year end	Nil	Nil

Transactions:

Particulars	Amount (Rs.)	
	This year	Previous year
Sale of Material / Goods during the year	23,80,85,239	11,30,85,380
Purchase of RM / Store Items	32,23,85,264	29,07,45,782
Job Work	2,23,14,028	2,00,78,495
Job Work done by SGSTL	1,54,68,047	Nil
Sale of Fixed Assets during the year	65,31,264	1,39,00,249
Purchase of Fixed Assets	20,95,251	Nil
Sale of DEPB	Nil	1,40,68,258
Sale of Stores Item	Nil	8,77,160
Sale of car	Nil	9,57,620

ii) Others :**1. Surya Global Steel & Gen Power Ltd.****Investment:**

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

2. Surya Global Cement Ltd.**Investment:**

Particulars	Amount (Rs.)	
	This year	Previous year
Total Investment at the beginning of the year	7,00,000	5,00,000
Investment made during the year	NIL	2,00,000
Total investment at the year end	7,00,000	7,00,000

3. Surya Global Infrastructure Ltd.**Transaction :**

Particulars	Amount (Rs.)	
	This year	Previous year
Opening Balance outstanding against P.O	Nil	7,46,10,839
Advance Payment	Nil	1,39,75,001
Amount of New Contracts Awarded	Nil	48,93,697
Contracts Executed	Nil	9,34,79,537
Payments Made	Nil	7,95,04,536
Balance Outstanding	Nil	Nil

**Investment:**

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

4. Surya Roadlink and Infra Ltd.**Investment:**

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

5. Surya VijayNagar Steel & Power Ltd.**Investment:**

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

6. Surya VijayNagar Cement Ltd.**Investment:**

Particulars	Amount (Rs.)	
	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

7. Surya Chhatisgarh Steel & Power Ltd.**Investment:**

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

8. Surya Chhatisgarh Power Ltd.**Investment:**

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

**9. Surya Gujarat Power Ltd.****Investment:**

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

10. Surya Shimoga Lighting Ltd**Investment:**

Particulars	Amount (Rs.)	
	This year	Previous year
Total Investment at the beginning of the year	2,45,000	Nil
Investment made during the year	NIL	4,00,000
Sale of investment during the year	2,45,000	1,55,000
Total investment at the year end	Nil	2,45,000

iii) **Key Management Personnel & their Relatives :**

Remuneration for the year 2011-2012 :

- Sh. J.P.Agarwal (Chairman & Managing Director) Rs. 2,400

Sitting Fees for the year 2011-2012

Smt. Urmil Agarwal * (Director) Rs. Nil

* Resigned on 11th November, 2011

30.4. Disclosure of loans / advances and investment as per Clause 32 of the Listing Agreement with the Stock Exchanges :

Investment :**Equity share****Amount (Rs.)**

Subsidiary	As on 31 st March 2012	Maximum investment during the year ended 31 st March 2012
Surya Global Steel Tubes Ltd.	50,00,00,000	50,00,00,000

Amount (Rs.)

Other Companies	As on 31 st March 2012	Maximum investment during the year ended 31 st March 2012
Surya Global Steel & Genpower Ltd.	5,00,000	5,00,000
Surya Global Cement Ltd.	7,00,000	7,00,000
Surya Global Infrastructure Ltd.	5,00,000	5,00,000
Surya Roadlink & Infra Ltd.	Nil	50,000
Surya VijayNagar Steel & Power Ltd.	50,000	50,000
Surya Vijay Nagar Cement Limited	50,000	50,000
Surya Chhatisgarh Steel & Power Ltd.	Nil	50,000
Surya Gujarat Power Ltd.	Nil	50,000
Surya Chhatisgarh Power Ltd.	Nil	50,000
Surya Shimoga Lighting Ltd.	Nil	2,45,000

30.5 Disclosure of Foreign Exchange Transactions in terms of AS - 11

Amount (Rs.)

Particulars	This Year	Previous Year
i) Exchange rate fluctuation differences included in the net profit/ (loss) for the period.	(7,98,85,400)	(1,01,36,509)
ii) Exchange rate fluctuation differences in respect of forward exchange contracts to be recognised in next year profit & loss Account.	(98,50,750)	(46,61,273)

Notes on the Financial Statements

Note No. 31 Employee Benefits

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

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Discount rate	8.5%	8.5%	8.0%	7.5%
Future Salary Increase	4.00%	4.00%	3.50%	4.00%
Rate of return on plan assets	9.30%	N.A.	9.25%	N.A.
Average Working life in Years	19.64	19.64	20.43	20.13
Withdrawal rates for various age groups	1% to 3%	1% to 3%	1% to 3%	1% to 3%

(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	16,47,49,903	2,53,43,980	14,48,76,031	2,22,96,392
Interest Cost	1,40,03,742	21,54,238	1,15,90,082	17,83,711
Past Service Cost	-	-	36,11,346	-
Current Service Cost	1,10,77,161	35,56,463	1,34,14,126	50,26,832
Benefits paid	(4,17,60,696)	(1,79,29,062)	(55,94,914)	(98,40,274)
Actuarial (gain)/loss on obligations	(98,22,013)	70,45,882	(31,46,768)	60,77,319
Present value of obligation as at the end of period	13,82,48,097	2,01,71,501	16,47,49,903	2,53,43,980

(Amt. In Rs.)

Change in the fair value of plan assets	As at 31st March, 2012	As at 31st March, 2011
	Gratuity (funded)	Gratuity (funded)
Fair value of Plan Assets at the beginning of the period	6,36,24,775	5,88,09,936
Expected Return on plan assets	59,17,104	54,39,919
Contributions	10,33,424	50,00,000
Benefits paid	(4,17,60,696)	(55,94,914)
Actuarial (gain)/loss on plan assets	(12,13,770)	(30,166)
Fair value of Plan Assets at the end of the period	2,76,00,837	6,36,24,775
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	13,82,48,097	16,47,49,903
Fair value of Plan Assets at the end of the period	2,76,00,837	6,36,24,775
Present value of unfunded obligation as at end of the period	11,06,47,260	10,11,25,128
Unfunded Net Liability recognised in Balance Sheet	11,06,47,260	10,11,25,128

(Amt. In Rs.)

Expenses recognised in the Profit & Loss Account	As at 31st March, 2012		As at 31st March, 2011	
	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Current Service Cost	1,10,77,161	35,56,463	1,34,14,126	50,26,832
Interest Cost	1,40,03,742	21,54,238	1,15,90,082	17,83,711
Return on plan assets	(59,17,104)	-	(54,39,919)	-
Net actuarial (gain)/ loss recognized in the period	(86,08,243)	70,45,882	(31,16,602)	60,77,319
Total Expenses recognised in the Profit & Loss Account	1,05,55,556	1,27,56,583	1,64,47,687	1,28,87,862



Notes on the Financial Statements

Note No. 32

Segment Information for the year ended 31st March, 2012 and 31st March, 2011

The company has identified the following two **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 & related products

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

Primary Business Segments

Particulars	Lighting	Steel	Total
REVENUE			
External Sales	7,69,84,11,439	17,84,60,30,728	25,54,44,42,167
	7,22,12,73,445	14,94,68,75,197	22,16,81,48,642
Inter-segment Sales	-	-	-
	-	-	-
Total	7,69,84,11,439	17,84,60,30,728	25,54,44,42,167
	7,22,12,73,445	14,94,68,75,197	22,16,81,48,642

RESULT

Segment Result	81,59,85,855	66,93,53,991	1,48,53,39,846
(Profit+/-)/Loss(-) before tax & finance cost	73,95,15,258	56,25,56,893	1,30,20,72,151
Unallocable Corporate Expenditure			-
			-
Operating Profit			1,48,53,39,846
			1,30,20,72,151
Finance Cost			93,81,88,535
			60,53,95,799
Other Income	24,72,884	64,89,325	89,62,209
	20,71,666	27,78,785	48,50,451
Income Tax			3,63,00,302
			3,41,70,921
Profit from ordinary activities			51,98,13,218
			66,73,55,882
Net Profit after Tax			51,98,13,218
			66,73,55,882
Other Information			

Segment Assets

Fixed Assets	2,98,27,24,812	5,60,36,08,411	8,58,63,33,223
	2,93,82,35,042	5,12,94,28,460	8,06,76,63,502
Non-Current Investments	-	50,18,00,000	50,18,00,000
	2,45,000	50,20,00,000	50,22,45,000
Other Non-Current Assets	-	-	-
	-	-	-
Current Assets	3,26,12,99,853	4,64,08,50,174	7,90,21,50,027
	2,85,06,83,783	4,30,14,18,429	7,15,21,02,212
Total Segment Assets	6,24,40,24,665	10,74,62,58,585	16,99,02,83,250
	5,78,91,63,825	9,93,28,46,889	15,72,20,10,714
Unallocated Corporate Assets			-
			-
Total Assets			16,99,02,83,250
			15,72,20,10,714

Segment Liabilities

Liabilities except borrowings	1,20,63,84,107	97,75,14,668	2,18,38,98,775
	1,18,44,37,422	1,02,18,09,709	2,20,62,47,131
Total Segment Liabilities	1,20,63,84,107	97,75,14,668	2,18,38,98,775
	1,18,44,37,422	1,02,18,09,709	2,20,62,47,131
Unallocated Corporate Liabilities			52,33,34,015
			53,79,43,480
Total Liabilities			2,70,72,32,790
			2,74,41,90,612
Capital Employed	5,03,76,40,559	9,76,87,43,917	14,80,63,84,475
(Segment Assets- Segment Liabilities)	4,60,47,26,403	8,91,10,37,180	13,51,57,63,583
Borrowings	2,85,50,28,088	4,59,32,15,045	7,44,82,43,133
	2,68,54,56,057	3,97,68,68,710	6,66,23,24,767
Capital expenditure			1,01,68,63,866
			1,66,69,23,686
Depreciation and amortisation	28,20,74,758	19,10,04,609	47,30,79,367
	32,20,01,083	19,03,60,758	51,23,61,841
Non-cash expenses other than Depreciation	-	-	-
	-	-	-
Geographic Segment			
India			23,96,99,47,099
			21,14,22,92,111
Outside India			3,11,68,86,721
			2,54,13,18,891



CASH FLOW STATEMENT

	As At 31.03.2012		As At 31.03.2011	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		55,61,13,520		70,15,26,803
Adjustment for :				
Depreciation	47,30,79,367		51,23,61,841	
Interest Income	(69,39,262)		(35,37,023)	
Finance Costs	93,81,88,535		60,53,95,799	
Loss/(Profit) on Sale of Fixed Assets	8,45,541		(4,19,239)	
Other Non-Operating Income	(20,22,947)	1,40,31,51,234	(13,13,428)	1,11,24,87,950
Operating Profit before working capital changes		1,95,92,64,754		1,81,40,14,753
Adjustment for :				
Trade & Other Receivables	(59,73,62,425)		(1,01,93,10,115)	
Inventories	(19,60,04,837)		(76,51,56,250)	
Trade Payables	11,67,27,983	(67,66,39,280)	25,47,94,873	(1,52,96,71,492)
Cash Generated from Operations		1,28,26,25,474		28,43,43,261
Income Tax Paid	(11,35,73,443)	(11,35,73,443)	(14,35,96,098)	(14,35,96,098)
NET CASH FROM OPERATING ACTIVITIES		1,16,90,52,031		14,07,47,163
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	4,45,000		(5,45,000)	
Interest Received	69,39,262		35,37,023	
Purchases of Fixed Assets	(96,03,18,738)		(1,82,75,29,908)	
Capital Work in Progress	(5,65,45,128)		16,06,06,222	
Sale/Adjustments of Fixed Assets	2,37,68,011		2,22,46,795	
Other Non-Operating Income	20,22,947		13,13,428	
NET CASH USED IN INVESTING ACTIVITIES		(98,36,88,646)		(1,64,03,71,440)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) Long Term Borrowings	17,10,73,466		69,25,10,956	
Increase/(Decrease) Short Term Borrowings	61,48,44,899		32,54,77,620	
Issue/(Redemption) of Share Capital	-		1,30,28,43,750	
Finance Cost	(93,81,88,535)		(60,53,95,799)	
Dividend Paid	(7,64,12,662)		(6,49,07,345)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		(22,86,82,831)		1,65,05,29,182
Net Increase/(decrease) in cash & cash equivalents		(4,33,19,446)		15,09,04,904
Opening Cash & Cash equivalents		25,12,05,635		10,03,00,730
Closing Cash & Cash equivalents		20,78,86,188		25,12,05,635

J P Agarwal Chairman and Managing Director	Aloke Sengupta	} Directors
	B B Chadha	
B B Singal VP & Company Secretary	Arvind Bansal Dy. Managing Director & CFO	
	K K Narula	
	Ravinder K Narang	
Place : New Delhi Dated : 28th May , 2012	Raju Bista Dy. Managing Director	T S Bhattacharya

AUDITORS' REPORT

We have examined the above Cash Flow Statement of Surya Roshni Limited for the year ended 31st March, 2012. 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
Firm No. 00179N

Place : New Delhi
Dated : May 28, 2012

CA. ANANDA SASTRY K.
Partner, F.C.A.
Membership no. 9980



INTEREST IN SUBSIDIARY COMPANY

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, 2011 (1st October, 2010 to 30th September, 2011)
3.	Shares of the Subsidiary held by Surya Roshni Ltd. on the above date: (a) Number of Shares & face value (b) Extent of Holding	5,00,00,000 Equity Shares of Rs. 10/- each 53.73%
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, 2012 (b) Not Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2012	NIL Rs. 32,78,135/-
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, 2012 (b) Not Dealt with in the accounts of Surya Roshni Ltd. for the year ended 31st March, 2012	NIL Rs. 39,50,215/-
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.:	NIL
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.3,75,74,771/- Investments sold- Rs. NIL Lending - NIL Share Capital Change: Rs. 43,95,50,000/- Redeemable Optionally Convertible Preference Shares of Rs.100/-each
8.	Remarks	NIL

Arvind Bansal
Dy. Managing Director & CFO

J P Agarwal
Chairman and
Managing Director

Aloke Sengupta

B B Chadha

K K Narula

Ravinder K Narang

T S Bhattacharya

Directors

B B Singal
VP & Company Secretary

Place : New Delhi
Dated : 28th May , 2012

Raju Bista
Dy. Managing Director



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, 2012, 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, 2011 on which date its books of accounts are closed reflect fixed assets of Rs.33911.54 lakhs and current assets of Rs. 21091.16 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 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, we are of the opinion that :

- 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, 2012;
- 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
- 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
(Firm Registration No.000179N)

(CA. ANANDA SASTRY K.)
PARTNER F.C.A.
Membership No. 9980

Place : New Delhi
Dated : 28th May, 2012

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	As at 31st March,2012 (Rs.)	As at 31st March,2011 (Rs.)
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	43,83,12,500	43,83,12,500
Reserves and Surplus	2	6,25,80,16,258	5,73,26,03,329
Money received against share warrant	1	15,19,31,250	15,19,31,250
Share Application Money pending allotment (Preference)		43,95,50,000	
Minority Interest		43,05,50,000	44,05,00,000
Non-Current Liabilities			
Long Term Borrowings	3	6,19,65,25,286	4,98,25,25,354
Deferred Tax Liabilities (Net)	18	52,84,95,602	54,26,50,393
Other Long Term Liabilities	4	4,92,31,030	4,54,70,557
Long Term Provisions	5	13,29,39,481	12,52,65,030
Current Liabilities			
Short Term Borrowings	6	4,78,98,17,580	3,97,65,76,139
Trade Payables	7	1,26,19,98,434	60,54,32,355
Other Current Liabilities	8	1,10,41,03,051	1,17,64,14,034
Short-term Provisions	9	21,50,63,024	42,25,87,287
Total		21,99,65,33,495	18,64,02,68,228
ASSETS			
Non-Current Assets			
Fixed Assets	10		
Tangible assets		11,59,46,46,222	9,26,33,39,725
Capital work-in-progress		38,28,41,677	1,36,88,89,181
Non-Current Investments	11	20,45,000	26,45,000
Long term loans and advances	12	57,34,270	1,27,65,455
Current Assets			
Inventories	13	5,53,16,59,426	4,31,27,29,680
Trade receivables	14	3,43,31,38,173	2,99,22,55,869
Cash and cash equivalents	15	26,75,36,176	34,09,01,370
Short-term loans and advances	16	72,57,19,312	29,18,14,245
Other current assets	17	5,32,13,239	5,49,27,704
Total		21,99,65,33,495	18,64,02,68,229
Significant Accounting Policies and Notes on Financial Statements	28 to 31		

As per our attached report of even date

For **SASTRY K. ANANDAM & CO.**
Chartered Accountants
Firm No.00179N

CA ANANDA SASTRY K.
Partner FCA
Membership no. 9980

Place : New Delhi
Dated : 28th May , 2012

J P Agarwal
Chairman and
Managing Director

B B Singal
Vice President
& Company Secretary

Arvind Bansal
Dy. Managing Director & CFO

Raju Bista
Dy. Managing Director

Aloke Sengupta

B B Chadha

K K Narula

Ravinder K Narang

T S Bhattacharya

Directors



CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No.	As at 31st March, 2012 (Rs.)	As at 31st March, 2011 (Rs.)
INCOME			
Sale of Products;		32,32,55,78,998	25,33,87,26,082
Less: Internal Consumptions		45,01,71,703	74,40,55,114
		31,87,54,07,295	24,59,46,70,968
Less:			
Excise duty		1,61,82,28,039	1,53,50,15,921
Revenue from operations	19	30,25,71,79,256	23,05,96,55,047
Other income	20	89,76,837	48,76,926
Total Revenue		30,26,61,56,092	23,06,45,31,973
Expenses :			
Cost of materials consumed		21,08,16,06,678	17,31,66,85,023
Less: Internal Consumption :		45,01,71,703	74,40,55,114
	21	20,63,14,34,975	16,57,26,29,909
Purchase of Stock-in-Trade	22	3,25,14,91,990	1,44,60,68,873
Change in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(36,85,15,445)	(95,09,26,539)
Employee benefit expense	24	1,39,54,73,671	1,18,30,81,585
Finance Cost	25	1,15,54,40,814	67,12,21,535
Depreciation and amortization expenses	10	59,85,42,726	54,68,88,099
Other Expenses	26	3,03,96,18,230	2,88,19,83,052
Total Expenses		29,70,34,86,961	22,35,09,46,514
Profit before tax		56,26,69,132	71,35,85,459
Tax expense :			
Current tax		11,52,32,848	14,64,01,065
Deferred tax		(1,41,54,791)	(1,54,65,315)
MAT Credit Adjustment		(6,43,23,081)	(9,20,57,917)
Profit for the year		52,59,14,156	67,47,07,626
Earning per equity share of face value of Rs. 10/- each Basic & Diluted in Rs.	27	12.00	19.34
Significant Accounting Policies and Notes on Financial Statements	28 to 31		
<p>As per our attached report of even date</p> <p>For SASTRY K. ANANDAM & CO. Chartered Accountants Firm No.00179N</p> <p>CA ANANDA SASTRY K. Partner FCA Membership no. 9980</p> <p>Place : New Delhi Dated : 28th May , 2012</p> <p>J P Agarwal Chairman and Managing Director</p> <p>B B Singal Vice President & Company Secretary</p> <p>Arvind Bansal Dy. Managing Director & CFO</p> <p>Raju Bista Dy. Managing Director</p> <p>Aloke Sengupta B B Chadha K K Narula Ravinder K Narang T S Bhattacharya</p> <p style="text-align: right;">Directors</p>			



Notes on the Consolidated Financial Statements

Note 1

Disclosure pursuant to Note no. 6(A)(a,b & c) of Part I of Schedule VI to the Companies Act, 1956

(Amount in Rs.)

Share Capital	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of par value of Rs. 10/- each	4,98,00,000	49,80,00,000	4,98,00,000	49,80,00,000
Preference Shares of par value of Rs. 100/- each	6,20,000	6,20,00,000	6,20,000	6,20,00,000
Total		56,00,00,000		56,00,00,000
Issued				
Equity Shares of par value of Rs. 10/- each	4,38,31,250	43,83,12,500	4,38,31,250	43,83,12,500
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		43,83,12,500		43,83,12,500
Subscribed & fully paid up				
Equity Shares of par value of Rs. 10/- each	4,38,31,250	43,83,12,500	4,38,31,250	43,83,12,500
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		43,83,12,500		43,83,12,500
Subscribed but not fully Paid up				
Equity Shares of par value of Rs. 10/- each	-	-	-	-
Preference Shares of par value of Rs. 100/- each	-	-	-	-
Total		-		-

(Amount in Rs.)

Equity Share Warrants	As at 31 March 2012		As at 31 March 2011	
	Number	Amount	Number	Amount
Share Warrants of Rs. 27.75/- paid-up exercisable on or before 29th May, 2012 for one equity share of Rs. 10/- each fully paid-up @ Rs. 111/- per share	54,75,000	15,19,31,250	54,75,000	15,19,31,250

Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 1956

Particulars	As at 31 March 2012		As at 31 March 2011	
	Equity Shares	Preference Shares	Equity Shares	Preference Shares
Shares outstanding at the beginning of the year	4,38,31,250	-	4,38,31,250	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,38,31,250	-	4,38,31,250	-

Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956

Equity Shares in the Company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Lustre Merchants Private Limited	35,69,894	8.14	35,69,894	8.14
Diwakar Marketing Private Limited	43,00,000	9.81	43,00,000	9.81
Shreyansh Mercantile Private Ltd.	28,30,000	6.46	28,30,000	6.46
Cubitex Marketing Private Ltd.	43,00,000	9.81	43,00,000	9.81

Note No.	General Instructions	Disclosure
6A(e)	the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;	Not Applicable
6A(h)	shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts;	54,75,000 Equity shares of Rs. 10/ each fully paid-up reserved to be issued on or before 29th May, 2012 @ Rs.111/- against the optionally convertible warrants amount to Rs.60,77,25,000/-
6A(j)	Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date.	N. A.
6A(l)	Forfeited shares (amount originally paid up)	Nil

Notes on the Consolidated Financial Statements

Note no. 2

Disclosure pursuant to Note no. 6(B) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Figures as at the end of the current reporting period				Figures as at the end of the previous reporting period			
	Balance as on 1-4-2011 Rs.	Additions Rs.	Deductions Rs.	Balance as on 31-03-2012 Rs.	Balance as on 1-4-2010 Rs.	Additions Rs.	Deductions Rs.	Balance as on 31-03-2011 Rs.
Reserves & Surplus								
Capital Reserve								
- Capital Subsidy	50,00,000	-	-	50,00,000	50,00,000			50,00,000
- Revaluation of Fixed Assets	1,86,09,53,881	-	5,01,226	1,86,04,52,655	97,17,234	1,85,17,37,873	5,01,226	1,86,09,53,881
Capital Redemption Reserve	3,00,00,000	-	-	3,00,00,000	3,00,00,000			3,00,00,000
Forfeiture Reserve	2,43,20,000	-	-	2,43,20,000	2,43,20,000			2,43,20,000
Securities Premium Reserve	1,40,95,19,175	-	-	1,40,95,19,175	35,11,99,175	1,05,83,20,000		1,40,95,19,175
General Reserve	33,00,98,030	7,00,00,000		40,00,98,030	26,00,98,030	7,00,00,000		33,00,98,030
Surplus	2,07,27,12,243	52,59,14,155	7,00,00,000	2,07,27,12,243	1,54,44,17,277	67,47,07,628		
Profit after Tax for the Year				2,07,27,12,243				
Less: Transfer to General Reserve				52,59,14,155				
Less: Proposed Dividend including dividend distribution tax				(7,00,00,000)				
Balance				2,52,86,26,398				
Total	5,73,26,03,329	59,59,14,155	7,05,01,226	6,25,80,16,258	2,22,47,51,716	3,65,47,65,501	14,69,13,888	2,07,27,12,243

During the Year 2010-11, the Land has been revalued as follows :

Particulars	Rs.
Opening Balance	22,91,49,151
Revaluation amount	2,08,08,87,024
Increase in Book value & Irf to Revaluation Reserve	1,85,17,37,873

Note 3

Disclosure pursuant to Note no. 6C of Part I of Schedule VI to the Companies Act, 1956

Long Term Borrowings	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
	(Rs.)	(Rs.)
Secured		
Term loans		
from banks	4,71,52,35,860	3,79,65,87,632
Unsecured		
Term loans		
from banks	54,96,85,426	49,96,80,722
Deposits	57,16,04,000	68,62,57,000
Loans and Advances	36,00,00,000	-
Total	1,48,12,89,426	1,18,59,37,722
	6,19,65,25,286	4,98,25,25,354

**Notes on the Consolidated Financial Statements****Note no. 4**

Disclosure pursuant to Note no. 6D of Part I of Schedule VI to the Companies Act, 1956

Other Long-term Liabilities	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Trade Payables	4,92,31,030	4,54,70,557
Total	4,92,31,030	4,54,70,557

Note no. 5

Disclosure pursuant to Note no. 6E of Part I of Schedule VI to the Companies Act, 1956

Long-term provisions	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Provision for employee benefits		
Gratuity (unfunded)	11,31,00,929	10,22,04,436
Leave Encashment (unfunded)	1,98,38,552	2,30,60,594
Total	13,29,39,481	12,52,65,030

Note no. 6

Disclosure pursuant to Note no. 6F of Part I of Schedule VI to the Companies Act, 1956

Short Term Borrowings	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
<u>Secured</u>		
Working Capital Loans from Banks	4,78,98,17,580	3,97,65,76,139
Other loans and advances (specify nature)	-	-
	4,78,98,17,580	3,97,65,76,139
<u>Unsecured</u>		
	-	-
Total	4,78,98,17,580	3,97,65,76,139

Note no. 7

Trade Payables	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Micro, Small and Medium Enterprises	4,00,47,981	4,77,14,901
Others	1,22,19,50,453	55,77,17,454
Total	1,26,19,98,434	60,54,32,355



Notes on the Consolidated Financial Statements

7.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company as under:

Particulars	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(I) The Principal amount and the interest due thereon remaining unpaid to any supplier.		
Principal Amount :	4,00,47,981	4,77,14,901
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

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.

Note no. 8

Disclosure pursuant to Note no. 6G of Part I of Schedule VI to the Companies Act, 1956

Other Current Liabilities	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Current maturities of long-term debt	87,71,07,270	94,61,31,731
Interest accrued but not due on borrowings	5,92,96,980	6,70,25,827
Unpaid dividends	31,73,362	36,01,144
Interest and Bank Charges payable	2,16,91,424	54,64,909
Duties and Taxes Payable	7,18,15,120	5,29,75,673
Salary & Wages Payable	2,23,26,657	1,17,42,599
Advance received from Customers	2,15,12,917	-
Other liabilities	2,71,79,321	8,94,72,151
Total	1,10,41,03,051	1,17,64,14,034

Note no. 9

Disclosure pursuant to Note no. 6H of Part I of Schedule VI to the Companies Act, 1956

Short Term Provisions	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
(a) Provision for employee benefits		
Salary & Reimbursements	9,77,72,242	19,65,54,403
Leave Encashment (Unfunded)	20,47,252	32,19,157
(b) Others (Specify nature)		
Provision for Income Tax for Current Year	11,52,43,530	14,64,01,065
Provision for Proposed equity dividend +DDT	-	7,64,12,662
Total	21,50,63,024	42,25,87,287



Notes on the Consolidated Financial Statements

Note no. 10

Disclosure pursuant to Note no. I (i), (ii), (iii); Note no. J (i), (ii); Note no. J and Note no. L of Part I of Schedule VI to the Companies Act, 1956

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2011	Additions	Disposals	Revaluations/ (Impairments)	Balance as at 31st March 2012	Balance as at 1st April 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2012
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Tangible Assets										
Land	2,01,28,20,614	2,13,32,614	49,99,460	-	2,02,91,53,768	-	-	-	-	2,02,91,53,768
Assets under lease	12,07,93,424	1,15,72,994	-	-	13,23,66,418	-	-	-	-	13,23,66,418
Buildings	1,83,66,68,414	39,84,22,856	66,87,573	-	2,22,84,03,697	30,20,39,575	5,29,29,522	5,01,226	1,17,671	35,53,52,652
Plant and Equipment	9,03,80,46,535	2,41,35,63,002	2,51,79,370	-	11,42,64,30,167	3,68,16,14,308	50,94,18,120	-	1,73,45,492	4,17,36,86,936
Furniture and Fixtures	5,77,03,775	2,04,43,566	4,13,109	-	7,77,34,232	2,58,20,039	32,03,711	-	1,00,231	2,89,23,519
Vehicles	1,35,21,377	1,04,16,930	75,75,387	-	13,80,52,920	5,66,80,002	1,07,62,873	-	27,54,193	6,46,88,682
Office equipment	9,01,75,583	34,96,735	1,32,974	-	9,35,39,344	4,21,26,058	81,61,765	-	56,734	5,02,31,089
Air Conditioner & Coolers	1,14,89,182	21,28,984	-	-	1,36,18,166	39,00,914	5,48,809	-	-	44,49,723
Temporary Construction	1,52,03,065	-	-	-	1,52,03,065	1,52,03,065	-	-	-	1,52,03,065
Electric Equipments	4,67,96,589	4,67,95,632	-	-	9,35,92,221	53,69,385	46,81,140	-	-	1,00,50,525
Miscellaneous Assets	34,69,955	-	-	-	34,69,955	19,84,634	1,48,118	-	-	21,32,752
Computer	7,02,70,718	2,68,14,509	25,375	-	9,70,59,852	4,05,71,525	86,88,669	-	1,555	4,92,58,639
Total	13,43,86,49,231	2,95,49,87,822	4,50,13,248	-	16,34,86,23,805	4,17,53,09,505	59,85,42,721	5,01,226	2,03,75,876	4,75,39,77,582
Previous Year	8,31,54,95,449	3,35,59,89,117	8,45,73,211	1,85,17,37,873	13,43,86,49,229	3,68,94,16,198	54,79,58,352	5,01,226	6,25,66,272	4,17,53,09,504
Intangible Assets										
Total	-	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-	-
Capital Work In Progress										
Total	1,36,88,89,181	29,01,23,507	1,27,61,71,011	-	38,28,41,677	-	-	-	-	-
Previous Year	1,36,88,89,181	29,01,23,507	1,27,61,71,011	-	38,28,41,677	-	-	-	-	-
Intangible assets under Development										
Total	-	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-	-

Disclosure pursuant to Note no. I (iv) and J (iii) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Year 2010-11
Asset details:	Land
Balance as at 1 April	28,18,76,165
Revaluation	1,85,17,37,873
Balance as at 31 March	2,13,36,14,038

**Notes on the Consolidated Financial Statements**

Note no. 11 Disclosure pursuant to Note no. K (i) of Part I of Schedule VI to the Companies Act, 1956

Non-Current Investments

	Particulars	As at 31 March 2012 Rs.	As at 31 March 2011 Rs.
A	Trade Investments		
	Total (A)	-	-
B	Other Investments (Refer B below)		
	Investment in Equity Instruments	20,45,000	26,45,000
	Total (B)	20,45,000	26,45,000
	Grand Total (A + B)	20,45,000	26,45,000
	Less: Provision for diminution in the value of Investments	-	-
	Total	20,45,000	26,45,000

	Particulars	As at 31 March 2012 Amount	As at 31 March 2011 Amount
	Aggregate amount of quoted Investments (Market value of Rs. NIL (Previous Year - Rs. NIL)	NIL	NIL
	Aggregate amount of unquoted Investments	20,45,000	26,45,000

B.	Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs)		Whether stated at Cost Yes / No	If Answer to column (9) is No - Basis of valuation
				As at 31.03.2012	As at 31.03.2011			As at 31.03.2012	As at 31.03.2011	As at 31.03.2012	As at 31.03.2011		
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
	Investment in Equity Instruments												
1		Surya Global Steel & Gen Power Limited of Rs. 10/- each	Others	50,000	50,000	Unquoted	Fully Paid	41.67	41.67	5,00,000	5,00,000	Yes	NA
2		Surya Global Cement Limited of Rs. 10/- each	Others	70,000	70,000	Unquoted	Fully Paid	48.28	48.28	7,00,000	7,00,000	Yes	NA
3		Surya Global Infrastructure Limited of Rs. 10/- each	Others	50,000	50,000	Unquoted	Fully Paid	41.67	41.67	5,00,000	5,00,000	Yes	NA
4		Surya Roadlink and Infra Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
5		Surya Vijay Nagar Steel & Power Limited of Rs. 10/- each	Others	5,000	5,000	Unquoted	Fully Paid	10.00	10.00	50,000	50,000	Yes	NA
6		Surya Chhattisgarh Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
7		Surya Gujarat Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	50,000	Yes	NA
8		Surya Vijay Nagar Cement Limited of Rs. 10/- each	Others	5,000	5,000	Unquoted	Fully Paid	10.00	10.00	50,000	50,000	Yes	NA
9		Surya Chhattisgarh Steel & Power Limited of Rs. 10/- each	Others	-	5,000	Unquoted	Fully Paid	-	10.00	-	5,000	Yes	NA
10		Surya Shimoga Lighting Limited of Rs. 10/- each	Others	-	24,500	Unquoted	Fully Paid	-	49.00	-	2,45,000	Yes	NA
11		Surya Shimoga Steel Pipes Limited of Rs. 10/- each	Others	24,500	40,000	Unquoted	Fully Paid	49.00	80.00	2,45,000	4,00,000	Yes	NA
		Total								20,45,000	26,45,000		

Note no. 12

Disclosure pursuant to Note no. L (i)(ii) and (iii) of Part I of Schedule VI to the Companies Act, 1956

	For the Year ended 31.03.2012 Rs.	For the Year ended 31.03.2011 Rs.
Long Term Loans and Advances		
Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	57,34,270	1,27,65,455
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	57,34,270	1,27,65,455
Total	57,34,270	1,27,65,455



Note no. 13

Disclosure pursuant to Note no. O (i), (ii) and (iii) of Part I of Schedule VI to the Companies Act, 1956

Particulars	As at 31st March, 2012			As at 31st March, 2011		
	Mode of Valuation	Rs.	Rs.	Mode of Valuation	Rs.	Rs.
Inventories						
Raw Materials; Goods-in-transit	At Cost on FIFO Basis	2,18,59,65,438	2,18,59,65,438	At Cost on FIFO Basis	1,35,98,29,656	1,35,98,29,656
Work-in-Progress; Goods-in-transit	At Cost or net realisable value, which ever is lower	42,75,95,453	42,75,95,453	At Cost or net realisable value, which ever is lower	47,73,11,282	47,73,11,282
Finished goods; Goods-in-transit	At Cost or net realisable value, which ever is lower	2,56,32,15,664	2,56,32,15,664	At Cost or net realisable value, which ever is lower	2,17,51,90,554	2,17,51,90,554
Stores and spares; Goods-in-transit	At Cost on FIFO Basis	28,72,48,869	28,72,48,869	At Cost on FIFO Basis	26,29,70,349	26,29,70,349
Scrap and salvage Goods-in-transit	At Realisable Value	6,76,34,003	6,76,34,003	At Realisable Value	3,74,27,839	3,74,27,839
Total			5,53,16,59,426			4,31,27,29,680

Note no. 14

Disclosure pursuant to Note no. P (i), (ii), (iii) and (iv) of Part I of Schedule VI to the Companies Act, 1956

Trade Receivables	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Unsecured, considered good Less: bad and doubtful debts	3,43,31,38,173	2,99,22,55,869
Total	3,43,31,38,173	2,99,22,55,869

Aggregate amount of Trade Receivables outstanding for a period exceeding six months from the date they are due for payment

1,22,80,580 54,18,477

Note no. 15

Disclosure pursuant to Note no. Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule VI to the Companies Act, 1956

Cash and cash equivalents	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
	(Rs.)	(Rs.)
Balance with banks	1,74,02,096	9,39,56,758
Cheques, drafts on hand	13,26,59,844	12,94,00,195
Cash on hand;	82,08,797	79,94,217
Fixed Deposit With Banks	10,92,65,439	10,95,50,199
Total	26,75,36,176	34,09,01,370

Cash and cash equivalents stated above includes :

Particulars	As at 31 March 2012 (Rs.)	As at 31 March 2011 (Rs.)
	(Rs.)	(Rs.)
Earmarked balances with banks for unpaid dividend	31,73,362	36,01,144

**Notes on the Consolidated Financial Statements****Note no.16**

Disclosure pursuant to Note no.R (i), (ii), (iii) and (iv) of Part I of Schedule VI to the Companies Act, 1956

Short-term loans and advances	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Loans and advances to others		
Prepaid Taxes & Advances recoverable in cash or kind or for value to be received		
Unsecured, considered good	72,57,19,312	29,18,14,245
Less: Bad and doubtful debts	-	-
Total	72,57,19,312	29,18,14,245

Note no.17

Disclosure pursuant to Note no.S of Part I of Schedule VI to the Companies Act, 1956

Other current assets	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Security Deposits	4,71,77,238	5,07,58,094
Earnest Money Deposits	60,36,000	41,69,609
Total	5,32,13,239	5,49,27,704

Note no.18

Deferred Tax Liability (Net)

Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
(a) Deferred Tax Liability		
Related to Fixed Assets	57,87,32,514	59,08,57,516
Total	57,87,32,514	59,08,57,516
(b) Deferred Tax Assets		
Gratuity	3,42,28,131	3,07,39,011
Leave Encashment	59,37,161	73,96,492
Transitional Provision under AS-15/Other	1,00,71,620	1,00,71,620
Total	5,02,36,912	4,82,07,123
Deferred Tax Liability (Net)	52,84,95,602	54,26,50,393

Note no.19

REVENUE FROM OPERATIONS		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Sale of Products	32,32,55,78,998	25,33,87,26,082
Less: Internal Consumptions	45,01,71,703	74,40,55,114
	31,87,54,07,295	24,59,46,70,968
Less:		
Excise duty	1,61,82,28,039	1,53,50,15,921
Total	30,25,71,79,256	23,05,96,55,047
PARTICULARS OF SALE OF PRODUCTS		
LIGHTING	8,04,05,67,286	7,50,20,23,641
STEEL	23,83,48,40,009	17,09,26,47,327
Total	31,87,54,07,295	24,59,46,70,968



Notes on the Consolidated Financial Statements

Note no. 20

OTHER INCOME		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Interest :		
From Current Investments (TDS Rs.10,92,361/- Prev. Year Rs.3,08,590/-)	69,39,262	35,37,023
Other non-operating income	20,37,575	13,39,903
Total	89,76,837	48,76,926

Note no.21

RAW MATERIAL CONSUMED		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Raw Material (Imported)	1,57,65,49,416	1,24,60,99,262
Raw Material (Indigenous)	19,22,31,44,520	15,72,40,99,618
Packing Material Consumed	28,19,12,742	34,64,86,143
	21,08,16,06,678	17,31,66,85,023
Less: Internal Consumption	45,01,71,703	74,40,55,114
Total	20,63,14,34,975	16,57,26,29,909
PARTICULARS OF MATERIALS CONSUMED		
LIGHTING	3,09,16,30,946	3,70,67,06,451
STEEL	17,98,99,75,732	13,60,99,78,572
Total	21,08,16,06,678	17,31,66,85,023

Note no. 22

PURCHASES OF STOCK-IN-TRADE		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Purchase	3,25,14,91,990	1,44,60,68,873
Total	3,25,14,91,990	1,44,60,68,873

Note no.23

INCREASE/ (DECREASE) IN FINISHED GOODS AND WORK IN PROGRESS		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Opening Stock		
Finished Goods	2,21,26,18,393	1,20,91,74,340
Work-in-Progress	47,73,11,282	52,98,28,796
Total	2,68,99,29,675	1,73,90,03,136
Closing Stock		
Finished Goods	2,63,08,49,667	2,21,26,18,393
Work-in-Progress	42,75,95,453	47,73,11,282
Total	3,05,84,45,120	2,68,99,29,675
Change	(36,85,15,445)	(95,09,26,539)



Notes on the Consolidated Financial Statements

Note no.24

EMPLOYEE BENEFIT EXPENSES		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Salaries, Wages and Bonus	1,26,72,81,737	1,03,23,29,239
Contribution to provident and other funds	8,71,12,578	8,93,10,964
Workmen and Staff Welfare Expenses	4,10,79,356	6,14,41,382
Total	1,39,54,73,671	1,18,30,81,585

Note no.25

FINANCE COST		
Particulars	As at 31 March 2012	As at 31 March 2011
	(Rs.)	(Rs.)
Interest expenses	89,89,97,766	61,00,56,098
Other borrowing costs	8,05,07,448	5,10,28,928
Applicable net gain/loss on foreign currency transactions and translations	17,59,35,600	1,01,36,509
Total	1,15,54,40,814	67,12,21,535

Note no. 26

OTHER EXPENSES		
Particulars	As at 31 March, 2012 Rs.	As at 31 March, 2011 Rs.
Manufacturing Expenses		
Consumption of stores and spare parts	17,19,49,210	17,91,11,635
Power and fuel	49,05,75,598	42,91,54,607
Water Charges	60,96,825	63,10,171
Repairs to buildings	84,92,124	90,61,486
Repairs to machinery	1,48,06,258	1,36,44,301
Repairs to other items	43,38,102	41,85,860
Job Work Charges	43,69,683	2,00,78,495
Miscellaneous manufacturing expenses	39,68,31,795	35,60,40,846
Excise Duties (including education Cess)	1,48,38,648	(21,91,701)
	1,11,22,98,243	1,01,53,95,700
Selling and Other Expenses		
Defective	36,50,99,712	29,82,80,517
Discount, Rebate and Allowances	32,05,44,624	34,48,98,786
Commission on Sales	8,26,53,367	6,96,19,399
Advertisement	4,91,20,583	9,97,67,245
Others	8,16,05,332	5,18,46,756
Outward Freight Charges	68,34,43,488	67,06,16,193
	1,58,24,67,106	1,53,50,28,896
Administrative Expenses		
Rent	5,21,22,494	3,55,07,481
Rates and taxes	16,92,178	9,46,173
Insurance	84,14,665	72,95,065
Postage, Telegraph and Telephone	2,32,33,432	1,98,45,361
Printing & Stationery	1,25,07,498	1,50,83,370
Travelling and Conveyance	9,83,82,315	9,21,84,817
Staff Recruitment and Training Expenses	42,41,884	43,32,827
Loss on sale/ write off of Fixed Assets (net)	8,45,541	3,91,718
Preliminary Expenses write off	-	66,63,642
Miscellaneous expenses	14,21,57,380	14,78,87,285
	34,35,97,387	33,01,37,739
Payment to Auditors		
Statutory Audit Fees	6,57,500	5,73,018
Cost Audit Fees	2,32,000	2,20,000
Income-Tax Audit Fees	2,02,500	1,55,000
Certification Fees	1,29,000	3,44,759
reimbursement of expenses	34,494	1,27,940
	12,55,494	14,20,717
Total	3,03,96,18,230	2,88,19,83,052

**Notes on the Consolidated Financial Statements**

Note no. 27

EARNING PER SHARE (EPS)		
Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	52,59,14,156	67,47,07,626
Number of Equity Shares	4,38,31,250	4,38,31,250
Weighted Average Number of Equity Shares used as denominator for calculating EPS	4,38,31,250	3,48,88,784
Basic and Diluted Earning per share (Rs.)	12.00	19.34
Face Value per equity share (Rs.)	10.00	10.00

Note no. 28

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, 2012	Extent of Holding (%) as on March 31, 2011
Surya Global Steel Tubes Ltd.	India	53.73	53.73

Financial Information of Subsidiary Company as on its Financial Year ending 30th September, 2011
(Rs. in lakh)

Particulars	Amount (Rs.)
Capital	9305.50
Reserves	134.53
Total Assets	55062.50
Total Liabilities	55062.50
Investments	2.45
Turnover / Total Income	50247.01
Profit before Taxation (PBT)	65.56
Provision for Taxation	4.55
Profit after Taxation (PAT)	61.01
Proposed Dividend	Nil

3. The consolidated financial statements comprise that of the parent company up to 31.03.2012 and its subsidiary up to 30.09.2011 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 01.10.2011 to 31.03.2012	As on 31st March 2012 (Rs.)	As on 30th Sept. 2011 (Rs.)	Net Transactions during the period Rs.
Investment	2,45,000	2,45,000	Nil
Fixed Assets	345,52,74,958	339,11,54,677	6,41,20,281
Lending	Nil	Nil	Nil
Equity Share Capital	93,05,50,000	93,05,50,000	Nil
Preference Share Capital	43,95,50,000	Nil	43,95,50,000

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. 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) Other Companies :**

- | | |
|---|--|
| 1. Surya Global Steel & Gen Power Limited | 7. Surya Chhatisgarh Steel & Power Limited |
| 2. Surya Global Cement Limited | 8. Surya Chhatisgarh Power Limited |
| 3. Surya Global Infrastructure Limited | 9. Surya Gujarat Power Limited |
| 4. Surya Roadlink and Infra Limited | 10. Surya Shimoga Lighting Ltd. |
| 5. Surya VijayNagar Steel & Power Limited | 11. Surya Shimoga Steel Pipes Limited |
| 6. Surya VijayNagar Cement 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) Others :

1. Surya Global Steel & Gen Power Ltd.**Investment:**

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

2. Surya Global Cement Ltd.**Investment:**

Particulars	Amount (Rs.)	
	This year	Previous year
Total Investment at the beginning of the year	7,00,000	5,00,000
Investment made during the year	NIL	2,00,000
Total investment at the year end	7,00,000	7,00,000

3. Surya Global Infrastructure Ltd.**Investment:**

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

Transaction with Surya Roshni Limited

Particulars	Amount (Rs.)	
	This year	Previous year
Opening Balance outstanding against P.O	Nil	7,46,10,839
Advance Payment	Nil	1,39,75,001
Amount of New Contracts Awarded	Nil	48,93,697
Contracts Executed	Nil	9,34,79,537
Payments Made	Nil	7,95,04,536
Balance Outstanding	Nil	Nil

Transaction with Surya Global Steel Tubes Limited

Particulars	Amount (Rs.)	
	As on 30th September, 2011	Previous year
Material Purchased	Nil	10,42,55,211
Balance Outstanding	Nil	57,52,249

4. Surya Roadlink and Infra Ltd.**Investment:**

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

5. Surya VijayNagar Steel & Power Ltd.**Investment:**

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

6. Surya VijayNagar Cement Ltd.**Investment:**

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

7. Surya Chhatisgarh Steel & Power Ltd.**Investment:**

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

**8. Surya Chhatisgarh Power Ltd.****Investment:**

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

9. Surya Gujarat Power Ltd.**Investment:**

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

10. Surya Shimoga Lighting Ltd**Investment:**

Particulars	Amount (Rs.)	
	This year	Previous year
Total Investment at the beginning of the year	2,45,000	NIL
Investment made during the year	NIL	4,00,000
Sale of investment during the year	2,45,000	1,55,000
Total investment at the year end	Nil	2,45,000

11. Surya Shimoga Steel Pipe Ltd**Investment by Surya Global Steel Tubes Limited.:**

Particulars	Amount (Rs.)	
	This year	Previous year
Opening Balance	4,00,000	NIL
Investment made during the year	NIL	4,00,000
Total investment at the year end	4,00,000	4,00,000

iii) **Key Management Personnel & their Relatives :**

Remuneration for the year 2011-2012 :

- Sh. J.P. Agarwal (Chairman & Managing Director)

Rs. 2,400

Sitting Fees for the year 2011-2012

Smt. Urmil Agarwal * (Director) Rs. Nil

* Resigned on 11th November, 2011

6. Minority Interest

Particulars	Amount (Rs.)	
	As on 31st March, 2012	As on 31st March, 2011
Equity Capital	43,05,50,000	43,05,50,000
Add : Application money	NIL	99,50,000
Total	43,05,50,000	44,05,00,000

Note no. 29**Disclosure pursuant to Note no.T of Part I of Schedule VI to the Companies Act, 1956****Contingent Liabilities and commitments (to the extent not provided for)**

Particulars	As at 31.03.2012 (Rs.)	As at 31.03.2011 (Rs.)
Contingent Liabilities		
Claims against the company not acknowledged as debt	2,29,30,777	2,29,30,777
Guarantees	44,91,14,862	35,45,03,024
Coporate Guarantee in favour of PNB and SBI for providing term loans to Subsidiary Company	1,35,00,00,000	1,35,00,00,000
Bonds executed by the Company to Custom Department against export obligation under EPCG Scheme	33,25,45,469	33,25,45,469
Other money for which the company is contingently liable	-	35,43,050
Total	2,15,45,91,108	2,06,35,22,320
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for;	-	28,00,71,855
Total	-	28,00,71,855

Note No. 30 - Employee Benefits

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

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Discount rate	8.5%	8.5%	8.0%	7.5%
Future Salary Increase	4.00%	4.00%	3.50%	4.00%
Rate of return on plan assets	9.30%	N.A.	9.25%	N.A.
Average Working life in Years	19.64	19.64	20.43	20.13
Withdrawal rates for various age groups	1% to 3%	1% to 3%	1% to 3%	1% to 3%



(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	16,59,63,453	2,64,47,824	14,51,44,511	2,26,32,538
Interest Cost	1,52,43,861	27,64,697	1,16,00,150	17,96,316
Past Service Cost	-	-	36,11,346	-
Current Service Cost	1,10,77,161	35,56,463	1,42,97,561	58,03,367
Benefits paid	(4,17,60,696)	(1,79,29,062)	(55,94,914)	(98,81,504)
Actuarial (gain)/loss on obligations	(98,22,013)	70,45,882	(30,95,201)	60,97,107
Present value of obligation as at the end of period	14,07,01,766	2,18,85,804	16,59,63,453	2,64,47,824

(Amt. In Rs.)

	As at 31st March, 2012	As at 31st March, 2011
Change in the fair value of plan assets	Gratuity (funded)	Gratuity (funded)
Fair value of Plan Assets at the beginning of the period	6,36,24,775	5,88,09,936
Expected Return on plan assets	59,17,104	54,39,919
Contributions	10,33,424	50,00,000
Benefits paid	(4,17,60,696)	(55,94,914)
Actuarial (gain)/loss on plan assets	(12,13,770)	(30,166)
Fair value of Plan Assets at the end of the period	2,76,00,837	6,36,24,775

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	14,07,01,766	16,59,63,453
Fair value of Plan Assets at the end of the period	2,76,00,837	6,36,24,775
Present value of unfunded obligation as at end of the period	11,31,00,929	10,23,38,678
Unfunded Net Liability recognised in Balance Sheet	11,31,00,929	10,23,38,678

(Amt. In Rs.)

	As at 31st March, 2012		As at 31st March, 2011	
Expenses recognised in the Profit & Loss Account	Gratuity (funded)	Leave Encashment (Unfunded)	Gratuity (funded)	Leave Encashment (Unfunded)
Current Service Cost	1,10,77,161	35,56,463	1,42,97,561	58,03,367
Interest Cost	1,52,43,861	27,64,697	1,16,00,150	17,96,316
Return on plan assets	(59,17,104)	-	(54,39,919)	-
Net actuarial (gain)/ loss recognized in the period	(86,08,243)	70,45,882	(30,65,035)	60,97,107
Total Expenses recognised in the Profit & Loss Account	1,17,95,675	1,33,67,042	1,73,92,757	1,36,96,790

Note No. 31

Segment Information for the year ended 31st March, 2012 and 31st March, 2011

The company has identified the following two **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 & related products

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

Primary Business Segments

Particulars	Lighting	Steel	Total
REVENUE			
External Sales	7,69,84,11,439	22,55,87,67,817	30,25,71,79,256
	7,22,12,73,445	15,83,83,81,602	23,05,96,55,047
Inter-segment Sales	-	-	-
	-	-	-
Total	7,69,84,11,439	22,55,87,67,817	30,25,71,79,256
	7,22,12,73,445	15,83,83,81,602	23,05,96,55,047

RESULT

Segment Result	81,59,85,855	89,31,47,254	1,70,91,33,109
(Profit+)/Loss(-) before tax & finance cost	73,95,15,258	64,04,14,810	1,37,99,30,068
Unallocable Corporate Expenditure			-
			-
Operating Profit			1,70,91,33,109
			1,37,99,30,068
Finance Cost			1,15,54,40,814
			67,12,21,535
Other Income	24,72,884	65,03,953	89,76,837
	20,71,666	28,05,260	48,76,926
Income Tax			3,67,54,976
			3,88,77,834
Profit from ordinary activities			52,59,14,156
			67,47,07,625
Net Profit after Tax			52,59,14,156
			67,47,07,625
Other Information			

Segment Assets

Fixed Assets	2,98,27,24,812	8,99,47,63,087	11,97,74,87,899
	2,93,82,35,042	7,69,39,93,864	10,63,22,28,906
Non-Current Investments	-	20,45,000	20,45,000
	2,45,000	24,00,000	26,45,000
Other Non-Current Assets	-	-	-
	-	-	-
Current Assets	3,26,12,99,853	6,74,99,66,473	10,01,12,66,326
	2,85,06,83,783	5,14,19,45,085	7,99,26,28,868
Total Segment Assets	6,24,40,24,665	15,74,67,74,560	21,99,07,99,225
	5,78,91,63,825	12,83,83,38,949	18,62,75,02,774
Unallocated Corporate Assets			-
			-
Total Assets			21,99,07,99,225
			18,62,75,02,774



Segment Liabilities			
Liabilities except borrowings	1,20,63,84,107	1,55,69,50,913	2,76,33,35,020
	1,18,44,37,422	1,19,07,31,841	2,37,51,69,263
Total Segment Liabilities	1,20,63,84,107	1,55,69,50,913	2,76,33,35,020
	1,18,44,37,422	1,19,07,31,841	2,37,51,69,263
Unallocated Corporate Liabilities			52,84,95,602
			54,26,50,393
Total Liabilities			3,29,18,30,622
			2,91,78,19,657
Capital Employed	5,03,76,40,559	14,18,98,23,647	19,22,74,64,205
(Segment Assets- Segment Liabilities)	4,60,47,26,403	11,64,76,07,108	16,25,23,33,511
Borrowings	2,85,50,28,088	8,13,13,14,778	10,98,63,42,866
	2,68,54,56,057	6,27,36,45,436	8,95,91,01,493
Capital expenditure			1,96,89,40,318
			5,52,23,79,819
Depreciation and amortisation	28,20,74,758	31,64,67,968	59,85,42,726
	32,20,01,083	22,48,87,016	54,68,88,099
Non-cash expenses other than Depreciation	-	-	-
	-	-	-
Geographic Segment			
India			28,10,19,07,421
			21,69,10,77,830
Outside India			3,77,34,99,874
			2,90,35,93,138

Consolidated Cash Flow Statement

	As At 31.03.2012		As At 31.03.2011	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		56,26,69,132		71,35,85,459
Adjustment for :				
Depreciation	59,85,42,726		54,68,88,099	
Interest Income	(69,39,262)		(35,37,023)	
Finance Costs	1,15,54,40,814		67,12,21,535	
Loss on Sale of Fixed Assets	8,45,541		3,91,718	
Other Non-Operating Income	(20,37,575)	1,74,58,52,244	(13,39,903)	1,21,36,24,426
Operating Profit before working capital changes		2,30,85,21,376		1,92,72,09,885
Adjustment for :				
Trade & Other Receivables	(80,17,18,640)		(1,01,45,11,179)	
Inventories	(1,21,89,29,746)		(1,49,81,18,113)	
Trade Payables	46,45,78,419	(1,55,60,69,968)	4,68,45,587	(2,46,57,83,705)
Cash Generated from Operations		75,24,51,408		(53,85,73,820)
Current Tax	(11,52,32,848)		(14,64,01,065)	
		(11,52,32,848)		(14,64,01,065)
NET CASH FROM OPERATING ACTIVITIES		63,72,18,560		(68,49,74,885)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments	6,00,000		27,40,55,000	
Interest Received	69,39,262		35,37,023	
Purchases of Fixed Assets	(2,95,49,87,822)		(3,35,59,89,117)	
Capital Work in Progress	98,60,47,504		16,81,60,583	
Sale/Adjustments of Fixed Assets	2,37,91,831		2,23,66,795	
Miscellaneous Expenditure	-		(67,4729)	
Other Non-Operating Income	20,37,575		13,39,903	
NET CASH USED IN INVESTING ACTIVITIES		(1,93,55,71,650)		(2,88,72,04,542)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) Long Term Borrowings	1,21,39,99,932		2,02,10,86,504	
Increase/(Decrease) Short Term Borrowings	81,32,41,440		96,72,88,516	
Share Application Money Received/ (refunded)	43,95,50,000		-	
Issue/(Redemption) of Share Capital	-		1,30,28,43,750	
Minority Interest	(99,50,000)		24,09,24,729	
Interest on borrowings	(1,15,54,40,814)		(67,12,21,535)	
Dividend Paid	(7,64,12,662)		(6,49,07,345)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		1,22,49,87,897		3,79,60,14,619
Net Increase/(decrease) in cash & cash equivalents		(7,33,65,194)		22,38,35,191
Opening Cash & Cash equivalents		34,09,01,370		11,70,66,179
Closing Cash & Cash equivalents		26,75,36,176		34,09,01,370

Arvind Bansal Dy. Managing Director & CFO	J P Agarwal Chairman and Managing Director	Aloke Sengupta
B B Singal VP & Company Secretary	Raju Bista Dy. Managing Director	B B Chadha
		K K Narula
		Ravinder K Narang
		T S Bhattacharya
Place : New Delhi Dated : 28th May , 2012		Directors

AUDITORS' REPORT

We have examined the above Cash Flow Statement of Surya Roshni Limited for the year ended 31st March, 2012. 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
 Firm No. 00179N

CA. ANANDA SASTRY K.
 Partner, F.C.A.
 Membership no. 9980

Place : New Delhi
 Dated : May 28, 2012



SURYA ROSHNI LIMITED

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

ATTENDANCE SLIP

Member's Name.....

(In Block Letters).....

.....

I hereby record my presence at the Thirty Ninth Annual General Meeting of Surya Roshni Limited being held at Prakash Nagar, Sankhol, Bahadurgarh - 124507 (Haryana) on Friday the 28th September 2012.

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

Name of Proxy

(If attending for Member)

I Certify that I am a Registered Member of the Company and hold Shares in the Company.

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 Ninth

Annual General Meeting of the Company to be held on Friday, the 28th September, 2012 and at any adjournment thereof.

Signed thisday of2012

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.