

Sueryaa Knitwear Ltd.

CIN- L17115PB1995PLC015787



**24th
ANNUAL REPORT
2019-20**

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Rajiv Jain
Ms. Manisha Jain
Mr. Saurabh Tripathi
Mr. Pramod Kumar Jaiswal

Mr. Sanjay Sahni

Ms. Sunayana Puri

Managing Director
Whole Time Director * Resigned on 23.12.2019
Independent Director
Independent Director, *Appointed on 28.03.2019
** Resigned on 24.07.2020
Additional Director (Independent)
*Appointed on 24.07.2020
Additional Director, *Appointed on 01.07.2020

KEY MANAGERIAL PERSONNEL

Mr. Rajiv Jain
Ms. Manisha Jain (*Resigned on 23.12.2019)
Mr. Harpal Singh Virk
Ms. Sonam Singh (*resigned on 08.06.2019)
Mr. Dinesh Kumar Yadav
(*Appointed on 01.09.2019
**Resigned on 10.11.2019)
Ms. Shivangi Agarwal
(*Appointed on 30.12.2019
**Resigned on 27.01.2020)
Ms. Priyanka Ram (*Appointed on 25.07.2020)

Managing Director
Whole Time Director
Chief Financial Officer
Company Secretary
Company Secretary

Company Secretary

Company Secretary

SECRETARIAL AUDITOR

M/s. Ojha & Associates
Practicing Company Secretaries

STATUTORY AUDITOR

M/s. Sandeep Manuja & Associates,
Chartered Accountants
(Resigned w.e.f. 22.10.2020)

M/s. Sanjeev Bimla & Associates
Chartered Accountants
(Appointed w.e.f. 22.10.2020)

REGISTRAR & SHARE TRANSFER AGENT

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

CIN

L17115PB1995PLC015787

REGISTERED OFFICE

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

CORPORATE OFFICE

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

BANKERS

ICICI Bank Limited

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

Central Bank

G.T. Road, Miller Ganj, Ludhiana-141003

SHARES LISTED AT

BSE Limited

E-MAIL

sueryaa1995@gmail.com

WEBSITE

www.sueryaaknitwear.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th** Annual General Meeting of the members of **Sueryaa Knitwear Limited** (“the **Company**”) will be held on **Friday, 18th December, 2020** at **11:00 A.M.** through video conferencing(VC) or Other Audio Visual Means (OAVM) to transact the following business (es):-

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements for the financial year ended on 31st March, 2020

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director

To appoint a Director in place of **Mr.Rajiv Jain (DIN: 01029784)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

3. Appointment of M/s. Sanjeev Bimla& Associates, Chartered Accountants, (FRN: 008840N) as Statutory Auditors of the Company

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013,if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Sanjeev Bimla& Associates**, Chartered Accountants, (Firm Registration No. 008840N) be and are herebyappointed as the Statutory Auditors of the Company to hold the office for **five** consecutive years from the conclusion of this Annual General Meeting tillthe conclusion of 29th Annual General Meeting of the Company on such remuneration including out of pocket expenses and other expenses as may be mutuallyagreed by and between the Board of Directors and the Auditor.”

SPECIAL BUSINESS:

4. Appointment of Mr. Sanjay Sahni (DIN: 08364951) as a “Non-Executive Independent Director”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Sanjay Sahni (DIN: 08364951)** who was appointed as an Additional (Category: Independent) Director of the Company at the Board Meeting held on 24.07.2020, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company who is eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a term of five consecutive years commencing from December 18, 2020 to December 17, 2025, not liable to retire by rotation.”

5. Appointment of Mrs. Sunayana Puri (DIN: 05136792) as a Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. SunayanaPuri (DIN: 05136792)** be and is hereby appointed as Director of the Company, who is

eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director.”

6. Re-appointment of Mr. Saurabh Tripathi (DIN: 02828108) as an Independent Director

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Saurabh Tripathi (DIN: 02828108), who was appointed as an Independent Director of the Company for a term of five years up to September 27, 2020 in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of **five consecutive years** commencing from **September 28, 2020** upto **September 27, 2025**, not liable to retire by rotation.”

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

**Date:07.11.2020
Place:Ludhiana**

**Rajiv Jain
Managing Director
DIN: 01029784**

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is **being conducted through VC/OAVM** hereinafter called as 'e-AGM'.
2. The deemed venue for 24thAGM shall be the Registered Office of the Company at 408, Industrial Area-A, Ludhiana-141003.
3. The Company has appointed its RTA **M/s. Skyline Financial Services Pvt. Ltd.** as "Facilitator of VC/OAVM" to facilitate the conduct of AGM through VC/OAVM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, the facility of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email on cstanayojha@gmail.com through its registered email address and mark copy to Company's email id sueryaa1995@gmail.com & helpdesk.evoting@cDSLindia.com
6. Statement pursuant to Section 102 of the Act forms a part of this Notice for special business to be transacted at the 24thAGM.

7. Brief details of the director, who are eligible to be re-appointed in place of retiring director in 24th AGM, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 10:45 A.M. to 11:15 A.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, who are members of the Company are encouraged to attend and vote at the 24th AGM of the Company.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
11. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 24th e-AGM along with the Annual Report for FY 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at www.sueryaaknitwear.com; website of the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of RTA at <https://www.skylinerta.com/>. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address by communicating/writing to the Company or to our RTA, SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -1100 20. Ph.:- 011-41044923 Email :- info@skylinerta.com
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 408, Industrial Area-A, Ludhiana-141003.
 - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.

18. The Register of Members and Share Transfer Books will remain closed from **Saturday, 12th December, 2020 to Friday, 18th December, 2020 (both days inclusive)**.
19. The Shares of the Company are presently listed at **BSE Limited**.
20. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.sueryaaknitwear.com/investor-desk/sh-13-and-14-nomination>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday 11th December, 2020, such person may obtain the user id and password from by email request on evoting@cdsl.co.in.
23. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the Annual Report and Notice of AGM.
24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
25. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

In case shares are held in **physical mode** please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to sueryaa1995@gmail.com with a copy marked to RTA info@skylinerta.com

In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sueryaa1995@gmail.com with a copy marked to RTA info@skylinerta.com

26. Instructions for remote e-voting and joining the e-AGM are as follows:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The Board of Directors of the company has appointed **M/s. Ojha & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- ii. The voting period begins on <Tuesday December 15, 2020 from 09:00 A.M> and ends on < Thursday December 17, 2020 from 05:00 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < Friday 11th December, 2020 > may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website www.evotingindia.com.

- v. Click on “Shareholders” module.
- vi. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name <**SUERYAA KNITWEAR LIMITED.**> on which you choose to vote.
- xiv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to sueryaa1995@gmail.com in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sueryaa1995@gmail.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- xxi. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **sueryaa1995@gmail.com**(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com** or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Priyanka Ram
Designation	Company Secretary & Compliance Officer
Address	408, Industrial Area-A, Ludhiana-141003.
Contact	0161-4619272
E-mail	sueryaa1995@gmail.com

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

ITEM NO. 4

APPOINTMENT OF MR. SANJAY SAHNI (DIN: 08364951) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors had appointed **Mr. Sanjay Sahni (DIN: 08364951)** as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 w.e.f. 24.07.2020 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from **Mr. Sanjay Sahni** pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose himself as candidate for the office of Independent Director. In the opinion of Board, **Mr. Sanjay Sahni** fulfils the conditions as specified under Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company. Also, he is Independent of the management and hence the Board recommends him to be appointed for **five consecutive years** under section 149 of the Companies Act, 2013.

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore, the provisions relating to retirement by rotation shall not applicable to the proposed Independent Director.

So to comply with the relevant provisions of Companies Act, 2013, all Independent Directors need to be re-appointed on non-rotational basis up to a period of five year at a time.

In the opinion of the Board, the proposed Independent Director fulfills the condition for its appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also opined that the proposed Director possesses appropriate skill, experience and Knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from the proposed Independent Director that he meets the Criteria of Independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013.

The Board of Directors consider that in view of the background and immense experience **Mr. Sanjay Sahni**, it would be in the interest of the Company to appoint him as an Independent Director. The Board therefore, recommends the resolution for your approval. A brief profile of the proposed Director has been attached herewith.

Except **Mr. Sanjay Sahni**, none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

ITEM NO. 5

APPOINTMENT OF MRS. SUNAYANA PURI (DIN: 05136792) AS A DIRECTOR

Mrs. SunayanaPuri (DIN: 05136792) was appointed as an Additional Director on the Board of the Company on July 01, 2020.

The Company has received intimation in Form DIR-8 from Mrs. SunayanaPurithat, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his consent to continue as a Director.

The resolution seeks the approval of members for the appointment of Mrs. SunayanaPurias a Director of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. SunayanaPuri, the Board of Directors at its meeting held on July 01, 2020 approved the appointment of Mrs. SunayanaPuri as mentioned in the resolution.

For your information and record, Mrs. SunayanaPuri has vast experience in general management. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Mrs. SunayanaPuri:

(i) Directors: No other Director is interested

(ii) Every other Key Managerial Personnel: NIL

(iii) Relatives: NIL

ITEM NO. 6

RE-APPOINTMENT OF MR. SAURABH TRIPATHI (DIN:02828108) AS AN INDEPENDENT DIRECTOR

Mr. Saurabh Tripathi (DIN: 02828108) is proposed to be re-appointed as an Independent Director of the company. The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his/her involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Saurabh Tripathi as an Independent Director of the Company.

None of the Director(s) are interested in the said resolution.

Terms & Conditions:

1. Designation: Independent Director
2. Term: 5 Years
3. Salary: NIL

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Name	RAJIV JAIN	SANJAY SAHNI	SUNAYANA PURI	SAURABH TRIPATHI
Director Identification Number (DIN)	01029784	08364951	05136792	02828108
Date of Birth	11.09.1965	20.11.1969	13.12.1984	16.02.1982
Date of Appointment in the Board	13.02.1995	24.07.2020	01.07.2020	02.02.2015
Qualification	Graduate	Chartered Accountant	Company Secretary	Graduate
Experience	Administration	Finance	Legal, Finance and Management	Administration and Management
List of Directorship held in other companies	NIL	1. Super IP Resolution Team Private Limited	Chandra Credit Ltd.	Vishesh IT Services Private Limited
		2. DCM Financial Services Limited		
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	NIL	NIL	NIL
Relationship between Directors Inter-se	-	-	-	-

DIRECTORS' REPORT

To
The Shareholders of the Company,

Your Directors are pleased to present this 24th Annual Report together with the Audited Annual Financial Statements for the year ended March 31st, 2020.

COVID-19 PANDEMIC

The COVID-19 pandemic has caused a huge disruption creating an unprecedented impact on the financial well-being of nations, corporations and individuals. A detailed discussion on impact of COVID-19 on the business and operations of the Company is covered in the 'Management Discussion and Analysis Report.'

CIRCULATION OF ANNUAL REPORTS IN ELECTRONIC FORM

In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for FY2020.

Accordingly, the Annual Report of the Company for FY2020 is being sent only by email to the members, and all other persons/entities entitled to receive the same.

This Annual Report, along with other documents, is also available on the Company's website at <https://www.sueryaaknitwear.com>

FINANCIAL HIGHLIGHTS- AT A GLANCE

★ Overall Performance of your Company

The Financial Year 2019-20 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The net Loss of your Company has decreased to Rs (7,49,423.23) in the Financial Year 2019-20 from Rs. (39,74,575.89) in the Financial Year 2018-19.

★ The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rs.)

PARTICULARS	Standalone	
	2019-20	2018-19
Income from Business Operations	46,58,331.00	6,194,958.00
Other Income	-	7,889.00
Total Income	46,58,331.00	6,202,847.00
Less: Expenditure	57,97,227.89	(10,141,070.94)
Profit/Loss before Tax	(10,50,045.39)	4,268,153.94
Less: Tax related to earlier year	(12,850.00)	9,118.00
Add: Deferred Tax Asset	43,496.00	(33,757.00)
Net Profit/Loss after Tax	(10,80,691.39)	(42,43,514.94)
Earnings per share:		
Basic	(0.42)	(1.63)
Diluted	(0.42)	(1.63)

DIVIDEND

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

RESERVES

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

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2019-20.

As on 31st March, 2020, paid-up share capital of the Company stood at Rs. 2,59,78,000/- consisting of 25,97,800 Equity Share of Rs. 10/- each.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2020.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2019-20. A statement about Subsidiary / Joint Ventures / Associate Company in Form **AOC-I** is not applicable.

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

In the financial year 2019-20, company had not entered into contracts or arrangements with related party which are not at arm's length. Form AOC-2 is attached as **Annexure-A**.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form **MGT-9** is annexed herewith as "**Annexure B**".

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

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

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Ms. Sonam Singh	Company Secretary & Compliance Officer	Resignation	08.06.2019
2.	Mr. Dinesh Kumar Yadav	Company Secretary & Compliance Officer	Appointment	01.09.2019
3.	Mr. Dinesh Kumar Yadav	Company Secretary & Compliance Officer	Resignation	10.11.2019
4.	Ms. Manisha Jain	Whole Time Director	Resignation	23.12.2019
5.	Ms. Shivani Agarwal	Company Secretary & Compliance Officer	Appointment	30.12.2019
6.	Ms. Shivani Agarwal	Company Secretary & Compliance Officer	Resignation	27.01.2020

Note: Ms. Sunayana Puri was appointed as an Additional Director w.e.f. 01.07.2020.

Mr. Pramod Kumar Jaiswal resigned from the post of Director w.e.f. 24.07.2020 and Mr. Sanjay Sahni were appointed as an Additional Director (Category: Independent) w.e.f. 24.07.2020.

Ms. Priyanka Ram was appointed as a Company Secretary & Compliance Officer w.e.f. 25.07.2020

Mr. Rajiv Jain (DIN: 01029784), Managing Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of the Company at the ensuing Annual General Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

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

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

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

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The details of Board Meetings convened during the year and other details of Board Meetings held are given in Corporate Governance Report. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM

The Vigil Mechanism policy of the Company is framed in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and access of the same is given to Chairperson of Audit Committee.

BOARD ANNUAL EVALUATION

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

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

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

A. STATUTORY AUDITOR

The members at the Annual General Meeting held on Monday, 11th September, 2017 appointed **M/s Sandeep Manuja & Associates, Chartered Accountants (Firm Reg. No. 009525N)** as Statutory Auditors of the Company for a period of five years to hold office till the conclusion of 26th Annual General Meeting of the Company. The Auditors have resigned from their post w.e.f. 22.10.2020.

On recommendation of the Audit Committee, the Board of Directors has appointed **M/s. Sanjeev Bimla & Associates, Chartered Accountants (Firm Reg. No. 008840N)** to fill up the casual vacancy caused due to the resignation of the Auditors who shall hold office till the date of the ensuing annual general meeting.

The Board of Directors proposes to appoint **M/s. Sanjeev Bimla & Associates, Chartered Accountants (Firm Reg. No. 008840N)** as the Statutory Auditor of the Company for a consecutive five years, from the conclusion of the ensuing AGM till the conclusion of the 29th AGM of the Company.

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

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

B. SECRETARIAL AUDITOR

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

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

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

No adverse observation(s) have been recorded by the Secretarial Auditor for the year under review in its report.

INTERNAL AUDIT

The Company had appointed Internal Auditor of the Company to carry out the Internal Audit Functions. The Internal Auditor submits a “Quarterly Report” to the Audit Committee for its review.

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

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

All investments (if any) made during the year were within the stipulated limits of law.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

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

	Conservation of energy	
1.	the steps taken or impact on conservation of energy	The Company takes efforts to reduce its usage of energy and increase its production capacity.
2.	the steps taken by the company for utilizing alternate sources of energy	The Company hasn’t taken any step towards tapping the alternate sources of energy however the management is in talks to employ other sources of energy too.
3.	the capital investment on energy conservation equipment	The Company hasn’t made any investment on energy conservation equipments however the prospects of such investment are likely in the near future.
	Technology absorption	
1.	the efforts made towards technology absorption	The Company takes efforts towards technology absorption
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	NA
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
4.	the details of technology imported	NA
5.	the year of import	NA

6.	whether the technology been fully absorbed	NA
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
8.	the expenditure incurred on Research and Development	NA
	Foreign exchange earnings and Outgo	
1.	The Foreign Exchange earned in terms of actual inflows during the year	Nil
2.	The Foreign Exchange outgo during the year in terms of actual outflows	Nil

RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

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

CORPORATE GOVERNANCE REPORT

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2020 based on the internal control over financial reporting criteria established by the Company.

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

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

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

PERSONNEL RELATIONS

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

PARTICULARS OF EMPLOYEES

None of the employees of your Company is in receipt of remuneration requiring disclosure pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; hence no such particulars are annexed.

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

REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

FAMILIARIZATION POLICY

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

LISTING AGREEMENT

The shares of the Company are presently listed at BSE Limited.

All statutory dues including Annual Listing Fees for the Financial Year 2020-21 has been paid by the Company.

CODE OF CONDUCT

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

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

DISCLOSURE OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

With reference to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of Statement of Deviation(s) or Variation(s) as per the said regulation is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates, Bankers and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Board
Sueryaa Knitwear Limited**

**Rajiv Jain
Managing Director
DIN:01029784**

**Saurabh Tripathi
Director
DIN:02828108**

**Date:07.11.2020
Place:Ludhiana**

FORM NO. AOC.2**(Annexure-A)**

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

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

1 Details of contracts or arrangements or transactions not at Arm's Length basis		
a)	Name(s) of the related party and nature of relationship	None
b)	Nature of contracts/arrangements/ transactions	Not Applicable
c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
f)	Date(s) of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable
2 Detail of material contracts or arrangement or transactions at Arm's Length basis		
a)	Name(s) of the related party and nature of relationship	Kanchan Bala Jain Relative of KMP
b)	Nature of contracts/arrangements /transactions	Rent Paid
c)	Duration of the contracts/arrangements/ transactions	Continuing
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	24000
e)	Date(s) of approval by the Board, if any	Approval taken in Board Meeting dated 30.05.2018
f)	Amount paid as advances, if any	N/A

For and on behalf of the Board
Sueryaa Knitwear Limited

Rajiv Jain
Managing Director
DIN:01029784

Saurabh Tripathi
Director
DIN:02828108

Date:07.11.2020
Place:Ludhiana

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L17115PB1995PLC015787
2	Registration Date	13.02.1995
3	Name of the Company	Sueryaa Knitwear Limited
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	408, Industrial Area-A, Ludhiana- 141003 Contact: 0161-4619272, 09871124799
7	Whether listed company	Bombay Stock Exchange Limited Contact: 0161-4619272
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Skyline Financial Services Private Limited Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020 Ph.: 011-64732681-88 Email: admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturering of Fabrics	998821	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of sharesheld	Applicable Section
	NIL				

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	1,091,140	1,091,140	42.00	-	1,091,140	1,091,140	42.00	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	-	1,091,140	1,091,140	42.00	-	1,091,140	1,091,140	42.00	-
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	-	1,091,140	1,091,140	42.00	-	1,091,140	1,091,140	42.00	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	122,000	122,000	4.70	-	122,000	122,000	4.70	-
ii) Overseas	-	-	-	-	-	-	-	-	-

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	612,360	612,360	23.57	-	612,360	612,360	23.57	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	44,400	613,200	657,600	25.32	44,400	613,200	657,600	25.32	-
c) Others (specify)									-
i) Overseas Corporate Bodies									
ii) HUF	44,900	64,300	109,200	4.20	44,900	64,300	109,200	4.20	-
iii) Foreign Nationals	-	-	-	-	-	-	-	-	-
iv) Clearing Members	-	-	-	-	-	-	-	-	-
v) Trusts	-	-	-	-	-	-	-	-	-
vi) Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
vii) Non Resident Indians		5,500	5,500	0.21	-	5,500	5,500	0.21	-
Sub-total (B)(2):-	89,300	1,417,360	1,506,660	58.00	89,300	1,417,360	1,506,660	58.00	-
Total Public (B)	89,300	1,417,360	1,506,660	58.00	89,300	1,417,360	1,506,660	58.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	89,300	2,508,500	2,597,800	100.00	89,300	2,508,500	2,597,800	100.00	-

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the company	% of shares Pledged / encumbered to total shares	
1	Rajiv Jain	810,940	31.22	-	810,940	31.22	-	-
2	Manisha Jain	183,950	7.08	-	183,950	7.08	-	-
3	Archit Jain	66,250	2.55	-	66,250	2.55	-	-
4	Kanchan Bala Jain	30,000	1.15	-	30,000	1.15	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Rajiv Jain	810,940	31.22	810,940	31.22
2	Manisha Jain	183,950	7.08	183,950	7.08

3	Archit Jain	66,250	2.55	66,250	2.55
4	Kanchan Bala Jain	30,000	1.15	30,000	1.15
	No change during the year				
	At the end of the year				
1	Rajiv Jain	810,940	31.22	810,940	31.22
2	Manisha Jain	183,950	7.08	183,950	7.08
3	Archit Jain	66,250	2.55	66,250	2.55
4	Kanchan Bala Jain	30,000	1.15	30,000	1.15

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

S. No.	Name of Shareholders	Shareholding at the beginning of the year		Increase/(decrease) during the year	
		No. of shares	% of total shares	No. of Shares	% of total Shares
1	Flexicorp Solutions Private Limited	112,000	4.31	112,000	4.31
2	Sunny Kumar	39,900	1.54	39,900	1.54
3	Tilak Raj Dembla (HUF)	32,300	1.24	32,300	1.24
4	Meghna Dembla	32,100	1.24	32,100	1.24
5	Neeraj Gupta	32,000	1.23	32,000	1.23
6	Rajni Gupta	30,000	1.15	30,000	1.15
7	Hemant Kumar Dembla (HUF)	25,000	0.96	25,000	0.96
8	Dev Prasad Sharma	25,000	0.96	25,000	0.96
9	Mukhtar Singh (HUF)	7,000	0.27	25,000	0.96
10	Sunita	100	0.00	24,800	0.95

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year		-		-
	Rajiv Jain	810,940.00	31.22	810,940.00	31.22
	Manisha Jain*	183,950.00	7.08	183,950.00	7.08
	"Date wise Increase /"Decrease in Share holding during the"year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat"equity etc)"	No Change			
	At the end of the year		-		-
	Rajiv Jain	810,940.00	31.22	810,940.00	31.22
	Manisha Jain*	183,950.00	7.08	183,950.00	7.08

*Ms. Manisha Jain, Whole Time Director resigned from the post of Director w.e.f. 23.12.2019

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. Rupees)

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

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

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

*Ms. Manisha Jain, Whole Time Director resigned from the post of Director w.e.f. 23.12.2019

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rupees)
1	Independent Directors	Pramod Kumar Jaiswal *	Saurabh Tripathi	
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors			-
	Fee for attending board committee meetings			-
	Commission			-
	Others, please specify			-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration			-
	Overall Ceiling as per the Act			-

*Mr. Pramod Kumar Jaiswal, Director resigned from his post w.e.f. 24.07.2020

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
	Name	Harpal Singh Virk	Sonam Singh (resigned w.e.f. 08.06.2019)	Shivangi Agarwal *	
	Designation	CFO	CS	CS	
1	Gross salary	2000.00			2000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	2000.00

Note- * Ms. Shivani Agarwal has been appointed for the post of Company Secretary w.e.f. 30.12.2019 & resigned on 27.01.2020.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

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

**Rajiv Jain
Managing Director
DIN: 01029784**

**Saurabh Tripathi
Director
DIN: 02828108**

**Date: 07.11.2020
Place: Ludhiana**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

(Annexure-C)

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

To,
THE MEMBERS,
SUERYAA KNITWEAR LIMITED
408, INDUSTRIAL AREA-A,
LUDHIANA- 141003

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

Based on our verification of the **Sueryaa Knitwear Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Sueryaa Knitwear Limited** for the financial year ended on **31st March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable during period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018; **Not applicable for the period under review**
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 - **Not applicable for the period under review.**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review.**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

Regulations, 1993 regarding the Companies Act and dealing with client;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018- **Not applicable during the period under review.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952
- (viii) Industrial and Labour Laws
- (ix) The management has identified and confirmed the following laws as specifically applicable to the Company:
 - (a) National Textile Policy, 2000;
 - (b) The Textiles Committee Act, 1963;
 - (c) The Textile Undertakings (Nationalization) Act, 1995;
 - (d) Cotton Control (Amendment) orders, 1987;
 - (e) Cotton Control (Amendment) orders, 1994;
 - (f) Textiles (Development and Regulation) Order, 2001.

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

- (i) Secretarial Standards (SS-1 & SS-2) pursuant to section 118(10) of the Act, issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreement entered into by the Company with BSE Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors except in the position of Company Secretary & Compliance officer during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory

authorities including initiating actions for corrective measures, wherever found necessary.

- As informed, the Demat Accounts of the Company's Promoters have been freezeed by the Authority due to non-payment of Annual Listing Fees but after the payment of outstanding Annual Listing Fees, those Accounts have been de-freezed by Authority.

**For Ojha & Associates,
Company Secretaries**

**Tanay Ojha
Company Secretary
Memb. No.: 29658**

C P No.: 10790

UDIN : A029658B001228405

Date: 07.11.2020

Place: Kanpur

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2020]

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

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

**For Ojha & Associates,
Company Secretaries**

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

**Date: 07.11.2020
Place: Kanpur**

UDIN : A029658B001228405

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Sueryaa Knitwear Limited (the 'Company') for FY2020.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

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

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

II. BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. *Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting*

As on 31st March 2020, there were 3 Directors comprising 1 Executive Directors and 2 Non-Executive Independent Directors.

The Board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. None of the Director is a member of more than ten committees and Chairman of more than five Committees across all the Companies in which they are directors. All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31st March, 2020, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

Category and attendance of each of the Directors at the Board Meetings held during 2019-20 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2019-2020		Whether attended last AGM for FY 2018-19	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Rajiv Jain	Managing Director	8	8	Yes	-	2
2.	Manisha Jain**	Whole Time Director	8	4	Yes	-	-
3.	Saurabh Tripathi	Director	8	8	Yes	3	-
4.	Pramod K. Jaiswal*	Director	8	8	Yes	-	3

*Mr. PramodKumar Jaiswal has resigned from the post of Director (Independent Director) w.e.f. 24/07/2020.

** Ms. Manisha Jain has resigned from the post of Director w.e.f. 23.12.2019.

Ms. Sunayana Suri was appointed as an Additional Director w.e.f. 01.07.2020 and Mr. Sanjay Sahni has been appointed as Additional director (Category: Independent Director) w.e.f. 24.07.2020

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2020 (including the Company)

Sr. No.	Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairperson)	As chairperson
1.	Rajiv Jain	1	-	-	2	-
2.	Manisha Jain**	-	-	-	-	-
3.	Saurabh Tripathi	1	-	1	-	3
4.	Pramod Kumar Jaiswal*	1	-	-	3	-

*Mr. Pramod Kumar Jaiswal has resigned from the post of Director (Independent Director) w.e.f. 24/07/2020.

** Ms. Manisha Jain has resigned from the post of Director w.e.f. 23.12.2019.

- I) None of the director holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.
- II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.
- III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2020 (including the Company)

Sr. No.	Name of Director	Listed Entity	Category
1.	Rajiv Jain	Sueryaa Knitwear Limited	Managing Director
2.	Manisha Jain**	-	-
3.	Saurabh Tripathi	Sueryaa Knitwear Limited	Independent Director
4.	Pramod Kumar Jaiswal*	Sueryaa Knitwear Limited	Independent Director

*Mr. Pramod Kumar Jaiswal has resigned from the post of Director (Independent Director) w.e.f. 24/07/2020.

** Ms. Manisha Jain has resigned from the post of Director w.e.f. 23.12.2019.

Disclosure of relationships between Directors inter-se

Mr. Rajiv Jain & Ms. Manisha Jain are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

Number of meetings of the Board of Directors held and dates on which held

During the period, the Board of Directors of your Company met **8** times. The dates on which the meetings were held are **30th May, 2019, 08th June, 2019, 14th August, 2019, 05th November, 2019, 23rd December, 2019, 30th December, 2019, 27th January, 2020 and 14th February, 2020** and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Letters of appointment of Independent Directors & policy to familiarize them with the Company

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

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

B. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Non-Executive Director during the financial year 2019-20.

C. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programme.

D. Skill/Expertise/Competence of the Board of Directors

The Board of Directors along with Nomination & Remuneration Committee (NRC), identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:

- a) Expertise in Legal, Finance & Accountancy
- b) Human Resource.
- c) Risk Management
- d) Knowledge of the Industry
- e) Leadership
- f) Board Services & Corporate Governance
- g) Diversity
- h) Personal Values
- i) Functional & Managerial Experience

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies								
	Expertise in Legal, finance & Accountancy	Human Resource	Risk Management	Knowledge of the Industry	Leadership	Board Services & Corporate Governance	Diversity	Personal Values	Functional & Managerial Experience
Rajiv Jain	✓	✓	✓	✓	✓	✓	✓	✓	✓
Manisha Jain**	✓	✓	✓	✓	✓	✓	✓	✓	✓
Saurabh Tripathi	✓	✓	✓	✓	✓	✓	✓	✓	✓
Pramod Kumar Jaiswal*	✓	✓	✓	✓	✓	✓	✓	✓	✓

*Mr. Pramod Kumar Jaiswal has resigned from the post of Director (Independent Director) w.e.f. 24/07/2020.

** Ms. Manisha Jain has resigned from the post of Director w.e.f. 23.12.2019.

- E. In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.
- F. During the year, none of the Independent Director has resigned pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. *Mr. Pramod Kumar Jaiswal has resigned from the post of Director (Independent Director) w.e.f. 24/07/2020.*

III. COMMITTEES OF THE BOARD

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

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on 26th September, 2019 and was attended by Mr. Saurabh Tripathi, Chairperson of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Saurabh Tripathi	Chairperson	4	4
2.	Mr. Rajiv Jain	Member	4	4
3.	Pramod Kumar Jaiswal*	Member	4	4

*Mr. Pramod Kumar Jaiswal, Independent Director resigned from the office of Director of the Company w.e.f. 24.07.2020.

Mr. Sanjay Sahni has been appointed as Additional Director (Category- Non- Executive Independent Director) of the Company w.e.f. 24.07.2020.

- vi. Four Audit Committee meetings were held during the year 2019-20 on 30th May, 2019, 14th August, 2019, 05th November, 2019 and 14th February, 2020.
- vii. The necessary quorum was present for all the meetings.
- viii. The role of the **audit committee** includes the following:
1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigation by the internal auditors in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix.** The audit committee shall **mandatorily** review the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- x. Audit & other duties**
1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 2. Discussion with internal auditors of any significant findings and follow up there on.
 3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
 4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
 5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.
- B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)**

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

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Saurabh Tripathi	Chairperson	4	4
2.	Mr. Rajiv Jain	Member	4	4
3.	Pramod Kumar Jaiswal*	Member	4	4

*Mr. Pramod Kumar Jaiswal, Independent Director resigned from the office of Director of the Company w.e.f. 24.07.2020.

Mr. Sanjay Sahni has been appointed as Additional Director (Category- Non- Executive Independent Director) of the Company w.e.f. 24.07.2020.

- iii. 4 Stakeholders' Relationship Committee meetings were held during the year 2019-20 on 30th May, 2019, 14th August, 2019, 05th November, 2019 and 14th February, 2020.
- iv. The necessary quorum was present for all the meetings.

v. Functions and Terms of Reference:

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

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

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

vi. Name, designation and address of Compliance Officer:

Name	Ms. Priyanka Ram
Designation	Company Secretary & Compliance Officer
Address	60 B, Kitchlu Nagar, Ludhiana 141001

Ms. Shivani Agarwal, Company Secretary and Compliance Officer of the Company has resigned from her Office w.e.f. 27th January, 2020.

**Ms. Priyanka Ram has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 25.07.2020.

vii. Details of investor complaints received and redressed during the year 2019-20 are as follows:

No. of Complaints pending as on 01.04.2019	No. of Complaints received during the year 2019-20	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2020
Nil	Nil	NA	NA	NA

C. Nomination & Remuneration Committee

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has not duly constituted the Nomination & Remuneration Committee. The Chairman is Non-Executive Independent Director. The composition of Nomination & Remuneration Committee is as follows:

S. No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Saurabh Tripathi	Chairperson	3	3
2.	Ms. Manisha Jain*	Member	2	2
3.	Mr. Rajiv Jain**	Member	1	1
4.	Mr. Pramod Kumar Jaiswal***	Member	3	3

*Ms. Manisha Jain resigned w.e.f. 23.12.2019.

**Mr. Rajiv Jain appointed as member of the committee w.e.f. 23.12.2019

***Mr. Pramod Kumar Jaiswal, Independent Director resigned from the office of Director of the Company w.e.f. 24.07.2020.

Mr. Sanjay Sahni has been appointed as Additional Director (Category- Non- Executive Independent Director) of the Company w.e.f. 24.07.2020.

The Committee Meetings were held on 30thMay, 2019, 14thAugust, 2019 and 30thDecember, 2019.

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

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

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

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

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

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

IV. Remuneration of Directors

None of the Independent Directors were paid any sitting fees during the financial year 2019-20.

None of the Executive Directors were paid any Remuneration during the financial year 2019-20.

The Company had not given any stock options during the year 2019-20.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2019-20.

V. GENERAL BODY MEETING

a) Annual General Meeting

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

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2016-17	11.09.2017	408, Industrial Area A, Ludhiana, Punjab -141003	11:00 A.M.	Yes
2017-18	25.09.2018	408, Industrial Area A, Ludhiana, Punjab -141003	09:30 A.M.	No
2018-19	26.09.2019	408, Industrial Area A, Ludhiana, Punjab -141003	10:00 A.M.	No

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

VI. MEANS OF COMMUNICATION

Quarterly/ Half Yearly/ Annual Financial Results notice, advertisement and other official news are published both in vernacular language newspapers and English National newspapers regularly. The said results are also displayed/uploaded on the Company's website i.e.. www.sueryaaknitwear.com.

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting: Date & Time Deemed Venue	24th 18.12.2020 as on 11:00 A.M. 408, Industrial Area-A, Ludhiana- 141003
2.	Financial year	April 1, 2019 to March 31, 2020
3.	Financial Calendar 2020-21 Results for quarter/year ending : (a) 30th June, 2020 (b) 30th September, 2020 (Tentative Schedule) (c) 31st December, 2020 (d) 31st March, 2021	April 1, 2020 to March 31, 2021 On 14th day of September, 2020 On 7 th Day of November, 2020 On or before 14th day of February, 2021 Before end of 30th day of May, 2021
4.	Book Closure	December 12, 2020 to December 18, 2020
5.	Listed on	BSE Limited
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Code	BSE: 540318

VIII. NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available on the Company's website.

Nomination facility for shares held in electronic form is also available with depository participants.

IX. AGM THROUGH VC

Pursuant to MCA Circulars, the Company will provide video conferencing facility to the members for participating in the 24th AGM. Please refer the Notice of the 24th AGM for more details.

X. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method. The Company will also provide facility to members attending the AGM

through VC or OAVM to vote at the meeting in accordance with the Companies (Management and Administration) Rules, 2014 and MCA circulars for conducting AGM through VC or OVAM.

Shareholders who are attending the meeting through VC or OAVM and who have not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is Friday, 11th December, 2020 and the remote e-voting shall be open for a period of 3 (three) days, from Tuesday, 15th December, 2020 (9.00 a.m.) till Thursday, 17th December, 2020 (5.00 p.m.).

The Board has appointed **M/s. Ojha & Associates**, practicing company secretary, as Scrutinizer for the e-voting process.

Detailed procedure is given in the Notice of the 29th AGM and is also placed on the Company's website at www.sueryaaknitwear.com

Shareholders may get in touch with the Company Secretary at www.sueryaaknitwear.com for further assistance.

XI. DISCLOSURE

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.

Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report.

- b) There have been no instances of non-compliance with any of the legal provisions of law made by the Company nor any penalty or restrictions imposed by the stock exchange or SEBI or any other statutory authority on any matter related to the capital markets during the last 3 years.
- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations.
- e) The Company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. www.sueryaaknitwear.com and web-link of the same is <http://www.sueryaaknitwear.com/wp-content/uploads/2016/01/Policy-on-Related-Party-Transactions.pdf>.
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- i) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 23,600/-

- i) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

XII. The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XIII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XIV. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information. The below table provides details of complaints received/disposed during the financial year 2019-20:

No. of Complaints Filed	No. of Complaints Disposed off	No. of Complaints Pending
NIL		

XV. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XVI. RISK MANAGEMENT

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

XVII. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 2 (Two) Independent Directors:

- i) Mr. Saurabh Tripathi
ii) Mr. Sanjay Sahni

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non Independent Directors and of the Board as a whole.

XVIII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate part on Management Discussion and Analysis is given in this Annual Report.

XIX. CEO/CFO CERTIFICATION

Mr.Harpal Singh Virk, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XX. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a Statutory Auditor of the Company is annexed herewith.

XXI. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.sueryaaknitwear.com.

XXII. MARKET PRICE DATA- HIGH, LOW DURING EACH MONTH OF THE FINANCIAL YEAR 2019-20:

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

XXIII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	406	53.14	71270	712700	02.74
5001-10000	200	26.18	182500	1825000	07.03
10001-20000	32	04.19	53400	534000	02.06
20001-30000	41	05.37	106500	1065000	04.10
30001-40000	12	01.57	40900	409000	01.57
40001-50000	8	01.05	37300	373000	01.44
50001-100000	19	02.49	143000	1430000	05.50
100001 & above	46	06.02	1962930	19629300	75.56
Total	764	100	2597800	25978000	100

Categories of Equity shareholders as on March 31, 2020

	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	i. Promoters		
	- -Indian Promoters	1091140	42%
	- Foreign Promoters	-	-
	ii. -Persons acting in concert	-	-
	Sub Total	1091140	42%
2.	Non Promoters Holding		
	i. Institutional Investor	-	-
	ii. Mutual Fund and UTI	-	-
	iii. Banks, Financial Institutions, Insurance Companies(Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	iv. FII's	-	-
	Sub Total	-	-
3.	Others		
	i. Corporate Bodies	112000	4.31%
	ii. Indian Public	1269960	48.88%
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Foreign Companies) Clearing Member	32300	1.24.%
	Sub Total	1506660	58%
	Grand Total	2597800	100%

XXIV. DEMATERIALIZATION OF SHARES AND LIQUIDITY

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

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

Number of shares held in dematerialized and physical mode as on **31st March 2020**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	57200	2.20%
Shares in dematerialized form with CDSL	32100	1.24%
Physical	2508500	96.56%
Total	2597800	100%

ISIN of the Company :INE249U01013

The names and addresses of the depositories are as under:

- 1. National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound,
SenapatiBapatMarg,
Lower Parel, Mumbai - 400 013
- 2. Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

XXV. Company Details:

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

PlantLocation : Same as Above

Addressfor communication : Same as Above

The phone numbers and e-mail addresses for communication are given below:

E-mail	Telephone Number
sueryaa1995@gmail.com	0161-4619272

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

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

Rajiv Jain

(Managing Director)

DIN: 01029784

Date: 07.11.2020

Place: Ludhiana

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities & Exchange Board of India
(Listing Obligations and Disclosure Requirement) Regulations, 2015 read with
Regulation 34(3) of the said Listing Regulations)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sueryaa Knitwear Limited, having CIN L17115PB1995PLC015787**, and having its registered office situated at **408, Industrial Area-A LUDHIANA-141003** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name	DIN	Date of Appointment	Date of Cessation
1.	Mr. Rajiv Jain	01029784	13/02/1995	-
2.	Mr. Saurabh Tripathi	02828108	02/02/2015	-
3.	Ms. Manisha Jain	02684080	15/06/2009	23.12.2019
4.	Mr. Pramod Kr. Jaiswal	08408615	28.03.2019	27.07.2020
5.	Ms. Sunayana Puri	05136792	01.07.2020	-
6.	Mr. Sanjay Sahni	08364951	24.07.2020	-

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ojha & Associates
Companies Secretaries**

(TanayOjha)
Company Secretary
C.P. No. 29658
M. No. 10790

Date: 07.11.2020
Place: Kanpur

UDIN : A029658B122008581

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

THE COVID-19 PANDEMIC AND LOCKDOWN

We are amidst unprecedented times. The COVID-19 pandemic has spread across the world — leading to well above 50 million confirmed infections, over 1.3 million deaths, enormous human suffering and a full stop on virtually all commercial and economic activities. Even India, apparently relatively fortunate up to now, has had more than 8 million confirmed cases and more than 125,000 deaths as per COVID-19 Situation Report of World Health Organisation (WHO). With lockdowns spreading across countries accounting for over 50% of the world’s gross domestic product (GDP), COVID-19 has caused disruptions on an unimaginable scale. Nobody really knows how long the pandemic will last; whether it will increase in the winter of 2020-21 and if so how, and what will be its final toll on lives and livelihood. With the impact of this pandemic still to play out, the scenario of eerily empty high streets, shut factories and stores, and literally millions being rendered unemployed together point to a single outcome — extreme stress for the global economy of the kind not seen since the Great Depression.

In response, Governments across the world have unleashed massive fiscal measures to protect economic activity and dramatically strengthen health services and testing. Central banks, too, have initiated multiple monetary and regulatory measures.

India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal GDP — which covered among others (i) direct cash transfers and food security for vulnerable sections of society, (ii) collateral free loans and concessional credit to farmers and street vendors, (iii) enhancement of systemic liquidity by the Reserve Bank of India (RBI), (iv) special liquidity and partial credit guarantee scheme to provide liquidity to NBFCs, HFCs, MFIs and mutual funds, (v) 100% credit guarantee scheme for aggregate Rs. 3 lakh crore of emergency credit lines by banks and NBFCs to their MSME borrowers and (vi) subordinated debt and equity support to MSMEs. The Government has also initiated compliance relief measures across various regulatory requirements. The RBI has also initiated several measures like reduction in policy rates, monetary transmission, credit flows to the economy and providing relief on debt servicing

TEXTILE INDUSTRY IN INDIA- STRUCTURE AND DEVELOPMENT

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

India accounts for good percentage of the world’s production of textile fibre & yarns. Fabric production in the country rose to millions. The industry is the second largest employer after agriculture, providing employment to over millions of people directly and indirectly. The Indian Textile Industry contributes a good percentage to India’s Gross Domestic Product (GDP), and overall Index of Industrial Production (IIP).

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

GDP growth for FY2020 was 4.2% — worst in the last 11 years.

OPPORTUNITIES

The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. The future outlook for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as

export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade.

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

1. The government had extended the duty drawback facility on all textile products & increased the rates in some cases to boost exports in the sector.
2. In the Union budget, a good amount has been allocated to the Ministry of Textiles in order to support various schemes covering the textile industry.
3. Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
4. India's growing population has been a key driver of textile consumption growth in the country.
5. The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand
6. Urbanization is expected to support higher growth due to change in fashion & trends.

THREATS

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

1. Intense competition between established brands and private label brands.
2. Low cost substitute products from other countries
3. Significant presence of small suppliers has reduced the bargaining power.
4. Major clothing brands have better bargaining power over textile manufacturers, as the product differentiation is low and numbers of players are high and fragmented.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

INTERNAL CONTROL SYSTEM

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

HUMAN RESOURCE DEVELOPMENT

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

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

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

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

**Date: 07.11.2020
Place: Ludhiana**

**Rajiv Jain
Managing Director
DIN: 01029784**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

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

To,
The Members,
Sueryaa Knitwear Limited
Ludhiana

We have examined the report of Corporate Governance presented by the Board of Directors of **Sueryaa Knitwear Limited** for the year ended **31st March, 2020** as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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

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

For Ojha & Associates
Company Secretary

Date:07.11.2020
Place: Kanpur
UDIN:A029658B001228669

CS Tanay Ojha
Membership No. 29658
C.P. No. 10790

CEO/CFO CERTIFICATION

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

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

For Sueryaa Knitwear Limited

Date: 07.11.2020
Place: Ludhiana

Harpal Singh Virk
Chief Financial Officer

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Rajiv Jain**, being Managing Director of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2020.

Date: 07.11.2020
Place: Ludhiana

Rajiv Jain
Managing Director
DIN:01029784

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
Sueryaa Knitwear Limited

Report on the Financial Statements

Opinion

We have audited the financial statements of **Sueryaa Knitwear Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. No key audit matter exist which needs to be specified here.

The Note No. 28 to the accompanying financial statements with regard to management's evaluation of uncertainty due to outbreak of COVID-19 and its impact on future operation of the Company. Our opinion is not modified in respect of this matter and we concur with the view of the management on the impact of COVID-19 on the company.

Information other than the financial Statements and Auditor Report Thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexure to the Boards Report, Business Responsibility Report, Corporate governance and Shareholders information, but does not includes the financial statements and our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the financial statements our responsibility is to read the other information and in doing so consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We cannot report on the same as the same was not provided to us.

Management's Responsibility for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.

- f) On the basis of the written representations received from the directors as on 31st Mar 2019 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st Mar 2020 from being appointed as a directors in terms of section 164(2) of the Act.
- g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) As informed to us the Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**(CA.SANDEEP MANUJA)
PROP
M.NO.087788**

PLACE: LUDHIANA

DATE: 31.07.2020

UDIN: 20087888AAAACH4841

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

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

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

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31-Mar-2020 for a period of more than six months from the date they became payable.
- b.) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.

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

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

(CA.SANDEEP MANUJA)
PROP
M.NO.087788

PLACE: LUDHIANA

DATE: 31.07.2020

UDIN: 20087888AAAACH4841

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

We have audited the internal financial controls over financial reporting of **Sueryaa Knitwear Limited** as of 31-Mar-2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence l/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2019.

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

**(CA.SANDEEP MANUJA)
PROP
M.NO.087788**

**PLACE: LUDHIANA
DATE: 31.07.2020
UDIN: 20087888AAAACH4841**

BALANCE SHEET AS AT 31st MARCH, 2020

Particulars	Note No.	As at 31st March 2020		As at 31st March 2019	
		Rs.	P.	Rs.	P.
ASSETS					
Non-current assets					
(a) Property Plant & Equipment	3	4,74,872.50		1,051,976.00	
(b) Capital work-in-progress			-		-
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible assets			-		-
(f) Intangible assets under development			-		-
(g) Biological Assets Other Than Bearer Plants					
(h) Financial Assets:-					
(i) Investments			-		-
(ii) Trade Receivables	4	151,08,752.26		11,750,607.26	
(iii) Loans			-		-
(iv) Others	4	1,48,500.00		148,500.00	
(i) Deferred tax assets (Net)		2,38,158.00		281,654.00	
(j) Other non-current assets					
Current Assets					
(a) Inventories	5			3,891,703.00	
(b) Financial Assets:-					
(i) Investments	6	45,23,277.50		4,192,009.34	
(ii) Trade receivables	7	42,14,521.00		3,273,330.00	
(iii) Cash and cash equivalents	8	9,52,373.69		396,078.69	
(iv) Bank Balance Other than (iii) Above	8	45,951.23		467,156.12	
(v) Loans			-		-
(vi) Others	9	2,60,000.00		1,274,130.00	
(c) Current Tax Assets			-		-
(d) Other Current Assets			-		-
TOTAL		259,66,406.18		26,727,144.41	

EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	10	247,47,746.18	25,497,169.41
(b) Other Equity		-	-
LIABILITIES			
Non-current Liabilities			
a) Financial Liabilities			
(i) Borrowings			
(ii) Trade Payables	11	11,19,056.00	1,206,375.00
(iii) Other Financial Liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities(Net)		-	-
(d) Other Long-term liabilities		-	-
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	12	-	-
(iii) Other Financial Liabilities			
(b) Other current liabilities	13	99,604.00	23,600.00
(c) Provisions			
(d) Current Tax Liabilities			
TOTAL EQUITY AND LIABILITIES		259,66,406.18	26,727,144.41
The notes are an integral part of these financial statements.	1 & 2		

FOR AND ON BEHALF OF THE BOARD

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

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

RAJIV JAIN
 DIN: 01029784
 Managing Director

SANJAY SAHNI
 DIN: 08364961
 Director

(CA SANDEEP MANUJA)
 PROP
 M.No. 087888

HARPAL VIRK
 CFO

Place :-Ludhiana
 Date:- 31.07.2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST' MARCH, 2020

Particulars	Note No.	Current Year		Previous Year	
		Rs.	P.	Rs.	P.
I. Revenue from operations(Gross)	13	46,58,331.00		6,194,958.00	
Less : Excise Duty			-		-
Revenue from operations(Net)		46,58,331.00		6,194,958.00	
II. Other income	14		-		7,889.00
III. Total Revenue (I+II)		46,58,331.00		6,202,847.00	
IV. EXPENSES :					
Cost of Materials consumed			-		-
Purchases of stock-in-trade		9,52,328.58		890,476.18	
Changes in inventories of finished goods work-in-progress and stock-in-trade	15	38,91,703.00		4,516,230.00	
Employee Benefits Expenses	16	57,998.00		80,000.00	
Financial Expenses	17	7,966.34		21,237.19	
Depreciation and amortization	3	1,66,955.00		332,959.00	
Other expenses	18	7,20,276.97		4,300,168.57	
Total Expenses					
Total		57,97,227.89		10,141,070.94	
V. Profit before exceptional and extraordinary items and tax(III-IV)		(11,38,896.89)		(3,938,223.94)	
VI. Exceptional items		(88,851.50)		329,930.00	
VII. Profit before extraordinary (V-VI)		(10,50,045.39)		(4,268,153.94)	
VIII. Extraordinary items			-		-
IX. Profit before Tax (VII-VIII)		(10,50,045.39)		(4,268,153.94)	
X. Tax expense:					
(1) Current tax			-		-
(2) Deferred tax		(43,496.00)		(33,757.00)	
(3) Taxes relating to earlier years		12,850.00		9,118.00	
XI. Profit(Loss)for the period from continuing operations (IX-X-XIV)		(10,80,691.39)		(42,43,514.94)	
XII. Profit(Loss) from discontinued operations			-		-
XIII. Tax expense of discontinued operations			-		-
XIV. Profit(Loss)from discontinuing operationis(XII-XIII)			-		-
XV. Profit for the period(XI-XIV)		(10,80,691.39)		(42,43,514.94)	
XVI Other Comprehensive Income					
(A) (i) Items that will not be reclassified to profit or loss		3,31,268.16		268,939.05	
(ii) Income tax relating to items that will not be reclassified to profit or loss			-		-

(B) (i) Items that will be classified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVII Total Comprehensive Income for the period (XV+XVI) (Comprising Profit (Loss) and Other Comprehensive Income for the Period)		(7,49,423.23)	(3,974,575.89)
XVIII Earnings per equity share (for continuing operation):			
(1) Basic		(0.42)	(1.63)
(2) Diluted		(0.42)	(1.63)
XIX Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XX Earnings per equity share (for discontinued & continuing operations)		(0.42)	(1.63)
(1) Basic		(0.42)	(1.63)
(2) Diluted		(0.42)	(1.63)
The notes are an integral part of these financial statements.	0		

FOR AND ON BEHALF OF THE BOARD

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

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

RAJIV JAIN
 DIN: 01029784
 Managing Director

SANJAY SAHNI
 DIN: 08364961
 Director

(CA SANDEEP MANUJA)
 PROP
 M.No. 087888

HARPAL VIRK
 CFO

Place :-Ludhiana
 Date:- 31.07.2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	As at 31.03.2019	As at 31.03.2020
(A) Cash Flow From operating activities		
Net Profit Before Tax	(39,99,214.89)	(7,18,777.23)
Adjustment for :-		
a) Depreciation & Amortisation Exp.	3,32,959.00	1,66,955.00
b) Interest Cost	21,237.19	7,966.34
Operating Profit before working capital changes	(36,45,018.70)	(5,43,855.89)
Adjustments for working capital changes :-		
a) (Increase)/Decrease in Inventories	45,16,230.00	38,91,703.00
b) (Increase)/Decrease in Trade Receivables	111,98,107.00	(9,41,191.00)
c) (Increase)/Decrease in Short Term Loans & Advances	28,68,812.32	14,35,334.89
e) (Increase)/Decrease in Other Current Assets		
f) Increase / (Decrease) in Long Term Provision	-	-
g) Increase/(Decrease) in Short Term Provision	-	-
h) Increase/(Decrease) in Trade Payables	(142,10,039.56)	-
i) Increase / (Decrease) in Other Current Liabilities	(6,89,631.48)	76,004.00
k) (Increase)/Decrease in Other long Term liabilities	10,55,689.00	-87,319.00
k) (Increase)/Decrease in long Term Loans & Advances	(18,09,924.34)	(33,58,145.00)
l) (Increase)/Decrease in Other non Current Assets	-	-
Cash generated from operations	(7,15,775.76)	4,72,531.00
Income Tax Paid	-9,118.00	12,850.00
Net Cash from operating activities	(7,24,893.76)	4,85,381.00
(B) Cash Flow From Investing Activities :-		
a) Purchase of Fixed Assets	-	-
b) Sale of Fixed Assets	9,24,930.00	4,10,148.50
c) Increase/decrease in Investments	(2,68,939.05)	(3,31,268.16)
d) Increase/Decrease in Investments		
Net Cash from investing activities	6,55,990.95	78,880.34
(C.) Cash Flow from Financing Activities :-		
a) Share capital		-
b) Long Term Borrowings (Net)		-
c) Short Term Borrowings (Net)	-	-
d) Interest Cost	-21,237.19	-7,966.34
e) Share Premium	-	-
Net Cash from financing activities	-21,237.19	-7,966.34
Net (Decrease)/Increase in cash & cash equivalents	-90,140.00	5,56,295.00
Opening balance of cash & cash equivalents	4,86,218.69	3,96,078.69
Closing balance of cash & cash equivalents	3,96,078.69	9,52,373.69

Notes :-

1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in AS - 3 issued by the ICAI.

2) Figures in Brackets indicate cash outflow

3) Previous Year figures have been regrouped/ rearranged wherever necessary

FOR AND ON BEHALF OF THE BOARD

This is the Balance Sheet referred to in our report of even date
FOR SANDEEP MANUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 009525N

RAJIV JAIN
DIN: 01029784
Managing Director

SANJAY SAHNI
DIN: 08364961
Director

(CA SANDEEP MANUJA)
PROP
M.No. 087888

HARPAL VIRK
CFO

Place :-Ludhiana
Date:- 31.07.2020

NOTES TO FINANCIAL STATEMENTS

1. GENERAL INFORMATION

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Conventions:

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

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

B. Revenue Recognition

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

C. Fixed Assets:

Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidental expenses related to acquisition net of capital subsidy relating to specific fixed assets.

Capital work in progress/Intangible assets under development includes cost of assets at site, advances made for acquisition of capital assets and pre operative expenditure pending allocation to fixed assets.

D. Inventory Valuation

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

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

E. Depreciation

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

F. Taxes on Income

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

G. Employee Benefits

- i) Contribution to Provident Fund and other funds are made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- ii) Provision for leave encashment is made on the basis of leave accrued to the employees during the financial year.
- iii) The company has a defined benefit gratuity plan. Provision for gratuity has not been made as company does not have any employee which is covered under gratuity Act

H. Excise Duty

- Excise duty is not applicable on the company during year.
- I. Foreign Currency Transaction
Transactions in Foreign Currency are recorded at the rate of exchange prevailing at the date of transactions. All current assets and liabilities are translated at the relevant rates of exchange prevailing at the year end. The translation/settlement differences are recognized in the profit & Loss Account.
- J. Impairment of Assets
As at Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceed its recoverable amount is provided in the books of account.
- K. Provisions, Contingent Liabilities and Contingent Assets
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.
- L. Investments
- 1 Long term investments are considered "at Cost" on individual investment basis, unless there is a decline other than temporary in value thereof, in which case adequate provision is made against such diminution in the value of investments.
 - 2 Current investments are valued at lower of cost or market value.
- M. Borrowing Cost
Borrowing cost that are directly attributable to acquisition or construction of qualifying assets or treated as part of cost of capital assets. Other borrowing cost or treated as expenses for the period in which they are incurred.
- N. Earning Per Share
Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.
- O. Cash and Cash Equivalent
In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three or less.
- P. Lease
Lease under which the company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, which is lower. Lease payment under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss account over the lease term.
- Q. Intangible Assets
Intangible assets are stated at acquisition cost, net accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.
- R. Use of Estimates
The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income tax, the useful lives of depreciable fixed assets and provision for impairment.

Note : 3 SCHEDULE OF PROPERTY PLANT & EQUIPMENT

(Amount in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2019 Rs.	Additions during the Year Rs.	Sales/ Adjustment Rs.	As at 31.03.2020 Rs.	Upto 31.03.2019 Rs.	Depreciation during the Year Rs.	Adjustment Rs.	Upto 31.03.2020 Rs.	As at 31.03.2020 Rs.	As at 31.03.2019 Rs.
(A) TANGIBLE ASSETS										
Air Conditioner	234,494.00	-	2,34,494.00	-	222,769.00	-	222,769.00	-	-	11,725.00
Car	1,490,869.00	-	-	14,90,869.00	1,294,100.00	78,669.00	-	13,72,72,769.00	1,18,100.00	196,769.00
Computer	107,400.00	-	1,07,400.00	-	102,030.00	-	102,030.00	-	-	5,370.00
Electric Filing	453,838.00	-	4,53,838.00	-	398,054.00	-	398,054.00	-	-	55,784.00
Fans	103,977.00	-	1,03,977.00	-	98,882.00	-	98,882.00	-	-	5,095.00
Fire Extinguishers	125,801.00	-	1,25,801.00	-	119,511.00	-	119,511.00	-	-	6,290.00
Furniture & Fixture	170,664.21	-	1,70,664.21	-	162,134.21	-	162,134.21	-	-	8,530.00
Generator	487,500.00	-	-	4,87,500.00	319,794.00	32,494.00	-	3,52,288.00	1,35,212.00	167,706.00
Lift Goods	217,800.00	-	2,17,800.00	-	207,882.00	-	207,882.00	-	-	9,918.00
P B X Exchange	63,800.00	-	63,800.00	-	60,610.00	-	60,610.00	-	-	3,190.00
Photostat Machine	130,201.00	-	1,30,201.00	-	127,960.00	-	127,960.00	-	-	2,241.00
Plant & Machinery	1,365,973.00	-	6,82,986.50	6,82,986.50	811,268.00	55,792.00	4,05,634.00	4,61,426.00	2,21,560.50	554,705.00
Scooter	166,696.00	-	1,66,696.00	-	152,827.00	-	152,827.00	-	-	13,869.00
T V & Camera	79,520.00	-	79,520.00	-	77,908.00	-	77,908.00	-	-	1,612.00
Telephone Set	102,700.00	-	1,02,700.00	-	97,568.00	-	97,568.00	-	-	5,132.00
Vacuum Cleaners	56,050.00	-	56,050.00	-	54,902.00	-	54,902.00	-	-	1,148.00
Vehicle	97,881.00	-	97,881.00	-	95,549.00	-	95,549.00	-	-	2,332.00
Welding Set	11,194.00	-	11,194.00	-	10,634.00	-	10,634.00	-	-	560
Total	5,466,358.21	-	28,05,002.71	26,61,355.50	4,414,382.21	1,66,955.00	23,94,854.21	2,186,483.00	4,74,872.50	1,051,976.00
Intangible										
Capital Work In Progress										
TOTAL	5,466,358.21	-	28,05,002.71	26,61,355.50	4,414,382.21	1,66,955.00	23,94,854.21	21,86,483.00	4,74,872.50	1,051,976.00
Previous Year	12,272,296.21	-	68,05,938.00	54,66,358.21	9,962,431.21	3,32,959.00	58,81,008.00	44,14,382.21	10,51,976.00	2,309,865.00

M/S SUERYAA KNITWEAR LIMITED

NON CURRENT ASSETS:-

FINANCIAL ASSETS RECIEVABLE & LOANS AND ADVANCES

NOTE 4

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) Capital Advances		-		-
(b) Security Deposits				
i) Secured, considered good				
ii) Unsecured, considered good		148,500.00		148,500.00
iii) Doubtful				
(c) Loan and advances to related parties				
(d) Other Receivables, loans and advances (Specify nature)				
i) Secured, considered good		151,08,752.26		11,750,607.26
ii) Unsecured, considered good				
iii) Doubtful				
TOTAL		152,57,252.26		11,899,107.26

INVENTORIES

NOTE 5

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) STOCK & STORES				
(Taken as valued and certified by the Management)				
Raw Materials		-		-
Work In Process		-		-
Finished Goods		-		3,891,703.00
Consumable Stores & Spares		-		-
TOTAL		-		3,891,703.00

Inventories are valued at cost or realizable value whichever is less. The cost formula used in respect of various type of inventories is as under:-

In respect of raw material and stores and spares have been valued at cost or market price which ever is lower on FIFO basis. In respect of work in process is valued at cost of raw material plus conversion cost.

Finished goods are valued on retail sale price less GP% method or market price which ever is lower

FINANCIAL ASSETS:- INVESTMENTS

NOTE 6

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) ICICI MUTUAL FUNDS	45,23,277.50		4,192,009.34	
Investment made in 15068.671 units of ICICI Prudential Floating Interest fund growth scheme @ 229.160/unit Between 3.02.2016 to 16.8.2016.				
The NAVof the said fund as on 31.03.2019 is 300.1776 unit. Total market valaue of investmnet as on 31.3.2020 is Rs. 4523277.50				
TOTAL	45,23,277.50		4,192,009.34	

TRADE RECEIVABLES

NOTE 7

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
Trade Reveivables				
i) Outstanding for a period exceding six months from the date they are due	26,44,358.00		3,273,330.00	
ii) Other Debts				
a) Secured,consider good				
b) Unsecured,consider good	15,70,163.00		-	
c) Doubtful				
Less : Provision for bad and doubtful Capital Advances				
TOTAL	42,14,521.00		3,273,330.00	

CASH AND CASH EQUIVALENTS

NOTE 8

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) i) Balances with Scheduled Banks in C/A	45,951.23		336,660.57	
i) Balances with Scheduled Banks in Term Deposits	-		130,495.55	
(b) Cheques/ Drafts In Transit	-		-	
(c) Cash in Hand & Imprest Balances	9,52,373.69		396,078.69	
(d) Others Imprest Balances	-		-	
TOTAL	9,98,324.92		863,234.81	

OTHER CURRENT FINANCIAL ASSETS

NOTE 9

PARTICULARS

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) Advance to Suppliers	2,60,000.00		1,229,326.00	
(b) Prepaid Taxes		-		-
(c) SGST/CGST/IGST		-	44,804.00	
(d) others		-		-
TOTAL	2,60,000.00		1,274,130.00	

SHARE CAPITAL

NOTE 10

PARTICULARS

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) AUTHORISED				
3500000 (Previous Year 3500000) Equity Shares of Rs. 10/-each	35,000,000.00		35,000,000.00	
(b) ISSUED, SUBSCRIBED & PAID UP				
2597800 (Previous Year 2597800) Equity Shares of Rs.10/- each.(fully paid up)	25,978,000.00		25,978,000.00	
		-		-
Total	25,978,000.00		25,978,000.00	

PARTICULAR	As on 31st March 2020		As on 31st March 2019	
	No. of Shares	Amounts Rs.	No. of Shares	Amounts Rs.
(c) Opening Equity Shares	2597800	25,978,000.00	2597800	25,978,000.00
Less:-Call in Arrears		-		-
Addition during the year.		-		-
Closing Equity Shares	2,597,800	25,978,000.00	2,597,800	25,978,000.00
(d) Shares held by holding and subsidiary of holding company.		-	0.00	-
(e) Shareholders holding more than 5% of share capital.				

Name of Shareholder	As on 31st March 2020		As on 31st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
i) Smt.Manisha Jain	183950	7.08	183950	7.08
ii) Rajiv Jain	810940	31.22	810940	31.22
(f) Shares reserved for issue under options	-	-	-	-
(g) Shares allotted as fully paid up by way of bonus shares	-	-	-	-
(h) Shares allotted as fully paid up pursuant to contracts without payment being received in cash. (during 5 years immediately preceeding years)	-	-	-	-
(i) Terms of securities convertible into equity shares	-	-	-	-
TOTAL	2597800	25,978,000.00	2597800	25,978,000.00

RESERVES & SURPLUS

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) Capital Reserves				
Balance as at the beginning of the year	3,000,000.00		3,000,000.00	
Add: Addition During the year		-		-
Less : Deduction during the year		-		-
Balance as at the end of the year	3,000,000.00		3,000,000.00	
(b) Share Forfeiture account	2,326,500.00		2,326,500.00	
(c) Securities Premium Reserve		-		-
(d) Debenture Redemption Reserve		-		-
(e) Revaluation Reserve		-		-
(f) Share Options Outstanding Account		-		-
(g) Amalgamation Reserve		-		-
(h) General Reserve		-		-
(i) Surplus				
Balance as at the beginning of the year	(58,07,330.59)		(1,832,754.70)	
Add: Addition During the year	(7,49,423.23)		(3,974,575.89)	
Less : Deduction during the year		-		-
Balance as at the end of the year	(66,56,753.82)		(5,807,330.59)	
TOTAL	(12,30,253.82)		(4,80,830.59)	
GRAND TOTAL			29,471,745.30	

OTHER LONG TERM LIABILITIES

Note 11

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) Trade Payables				
i) Acceptances		-		-
ii) Sundry Creditors				
- Total Outstanding to Small,Medium & Micro enterprises		-		-
- Total Outstanding to other than Small,Medium & Micro enterprises	11,19,056.00		1,206,375.00	
(b) Others				
TOTAL	11,19,056.00		1,206,375.00	

OTHER CURRENT LIABILITIES

NOTE 12

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
(a) Current maturities of long-term debt				-
(b) Current maturities of finance lease obligations				-
(c) Interest accrued but not due on borrowings				-
(d) Interest accrued and due on borrowings				-
(e) Income received in advance				
(f) Unpaid Dividends				
(g) Refundable application money				
(h) Unpaid matured deposits and interest accrued thereon				
(i) Unpaid matured debentures and interest accrued thereon				
(j) Other Payables				
i) Statutory Duties & Taxes	52,404.00			
ii) Advance from Customer				
iii) Other Expenses Payable	47,200.00		23,600.00	
TOTAL	99,604.00		23,600.00	

REVENUE FROM OPERATIONS

NOTE 13

PARTICULARS

PARTICULARS	AS AT		AS AT	
	31/3/2020		31/3/2019	
	Rs.	P.	Rs.	P.
Sale of products				
Finished Goods				
Sale Cloth	46,58,331.00		6,194,958.00	
Sale Fabrication		-		-
other operating income		-		-
	46,58,331.00		6,194,958.00	
Less: GST		-		-
TOTAL	46,58,331.00		6,194,958.00	

OTHER INCOME

NOTE 14

PARTICULARS

Interest received

TOTAL

Current Year		Previous Year	
Rs.	P.	Rs.	P.
	-	7,889.00	
	-	7,889.00	

CHANGE IN INVENTORIES

NOTE 15

PARTICULARS

(a) OPENING STOCK

Stock In Trade

Work in progress

Finished Goods

Total (a)

(b) CLOSING STOCK

Stock of stock in trade

Work in progress

Finished Goods

Total (b)

Current Year		Previous Year	
Rs.	P.	Rs.	P.
	-		-
	-		-
38,91,703.00		8,407,933.00	
38,91,703.00		8,407,933.00	
		3,891,703.00	
	-		-
	-		-
	-	3,891,703.00	

EMPLOYEE BENEFITS EXPENSE

NOTE 16

PARTICULARS

Employee Welfare Expenses

Employees Provident Fund

Salaries

TOTAL

Current Year		Previous Year	
Rs.	P.	Rs.	P.
1,550.00			-
4,448.00			-
52,000.00		80,000.00	
57,998.00		80,000.00	

FINANCE COST

NOTE 17

PARTICULARS

Bank Charges
Interest on
- Term Loans
- Interest on TDS

TOTAL

Current Year		Previous Year	
Rs.	P.	Rs.	P.
4,563.345		2,897.67	
	-	17,990.52	
3,403.00		349	
7,966.34		21,237.19	

OTHER EXPENSES

NOTE 18

PARTICULARS

Manufacturing Expenses

Fabrication Charges

Total**Repair & Maintainance**

Car Repair & Maintainance

Total**Administrative Expenses**

Audit Fees

Conveyance

Freight

Fee & Taxes

GST W/OFF

Insurance

VAT Demand

Miscellaneous Expenses

Rent

Telephone Expenses

Rebate & Discount

Total

TOTAL

Current Year		Previous Year	
Rs.	P.	Rs.	P.
	-	551,464.00	
	-	551,464.00	
3,050.00		22,637.13	
3,050.00		22,637.13	
		-	
23,600.00		23,600.00	
2,050.00		-	
2,550.00		-	
6,35,358.42		28,346.85	
	-	3,061.67	
	-	48,400.00	
24,144.00		-	
1,505.00		-	
24,000.00		24,000.00	
	-	4,040.00	
4,019.55		3,594,618.92	
7,17,226.97		3,726,067.44	
7,50,276.97		4,300,168.57	

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

Particulars	Deferred Tax Asset (Liabilities) As at 01.04.2019 Rs.	Current Year Rs.	Deferred Tax Asset (Liabilities) As at 31.03.2020 Rs.
<i>Deferred Tax Liability (net):</i>			
- Difference between book & Tax W.D.V	281654.00	-43496.00	238158.00
For Disallowance of Expenses	0.00	0.00	0.00
TOTAL	281654.00	-43496.00	238158.00

Pursuant to Accounting Standard (AS-22) accounting for Taxes on income. The impact of additional deferred tax asset of Rs. 33757/- for the year ended 31.03.2020 has been debited to Profit & Loss A/c.

- 23 Earning Per Share- The numerators and denominators used to calculate Basic and Diluted Earning per Share.

PARTICULARS	AS AT 31.03.2020 (Rupees)	AS AT 31.03.2019 (Rupees)
1 Profit Attributable to the Equity Shareholders before extraordinary items (A)	-1080691.39	-4243514.94
2 Profit Attributable to the Equity Shareholders after extraordinary items (B)	-1080691.39	-4243514.94
3 Basic No. of Equity Shares outstanding during the year (C)	2597800.00	2597800.00
4 Weighted average no. of Equity Shares outstanding during the year (D)	2597800.00	2597800.00
5 Nominal Value of Share Rs.	10.00	10.00
6 Basic EPS before extraordinary items Rs. (A)/(C)	-0.42	-1.63
7 Diluted EPS before extraordinary items Rs. (A)/(D)	-0.42	-1.63
8 Basic EPS after extraordinary items Rs. (B)/(C)	-0.42	-1.63
9 Diluted EPS after extraordinary items Rs. (B)/(D)	-0.42	-1.63

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

A Transactions with the related parties

(In Rs.)

Name of Transactions	Associate during the year	Key Management Personnel	Relatives of Key Management Personnel
Salary		2000	
Rent Paid	171000	—	24000

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

1. Key Management Personnel: Harpal Singh
2. Relatives of Key Management Personnel : Kanchan Bala Jain

B. Associates:

1. Associates Concern : M/s. Surya Knitwear

26 Segment Reporting:

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

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

- 28** The COVID -19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of all plants and offices following nationwide lockdown by the Government of India. The Company has resumed operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial results as at 31st March 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

DETAIL OF SALE OF PRODUCTS AS ON 31ST MARCH 2019

PARTICULARS	Amounts	
	Rs.	P.
(A) Details of Sales (Finished goods)		
Sale Finished Products	46,58,331.00	
Sale Scrap		-
Total	46,58,331.00	

FOR AND ON BEHALF OF THE BOARD

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

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

RAJIV JAIN
 DIN: 01029784
 Managing Director

SANJAY SAHNI
 DIN: 08364961
 Director

(CA SANDEEP MANUJA)
 PROP
 M.No. 087888

HARPAL VIRK
 CFO

Place :-Ludhiana
 Date:- 31.07.2020