

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2013.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The industry is showing some improvement & your Directors are expecting better industrial development in the coming years.

OPPORTUNITIES AND THREATS:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors. The company is taking maximum efforts to capitalize on business opportunities and further expect a better outlook in the coming years. The threats are pricing pressure arising due to competition and higher input cost.

RISKS AND CONCERNS:

Your company is taking adequate measures to safeguard against Risks & Concerns.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guidelines and policies adhere to the management instructions and policies to ensure improvements in the system. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

DATE: 2nd August, 2013
PLACE: Mumbai

By Order Of the Board
SURYAKRUPA FINANCE LIMITED

Sd/-
DIRECTOR

Sd/-
DIRECTOR

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DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

As the Executive Director of SURYAKRUPA FINANCE LIMITED and as required by Clause 49 (i) (d) (ii) of the Listing Agreement, I, Mr. Hemant B. Desai, Executive Director, hereby declare that all the Board Members and the Senior Management personnel of the Company have affirmed Compliance with the Company's Code of Business Conduct and Ethics, for the Financial Year 2012-13.

DATE: 2nd August, 2013
PLACE: Mumbai

By Order Of the Board
SURYAKRUPA FINANCE LIMITED

Sd/-
DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors presents the Corporate Governance Report for the year 2012- 13 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2013.

2. BOARD OF DIRECTORS:

The composition of Board of Directors and details of attendance of Directors at the Board Meetings and other details are given below:

Sr. No.	Name of Director	Category	No. of Board Meetings Attended	Attendance at Last AGM	No. of Directorship	No. of Other Committee membership in other Companies
1.	Mr. Ravindra Palkar Chairman	Non Executive & Non Independent	6	Yes	Nil	Nil
2.	Mr. Atulyabhai Y. Mafatlal Executive Director & CEO	Executive & Non Independent	6	Yes	Nil	Nil
3.	Mr. Hemant B. Desai Executive Director & CFO	Executive & Non Independent	6	Yes	Nil	Nil
4.	Mr. Sunilkumar Jain Director	Non Executive & Independent	6	Yes	Nil	Nil
5	Mr. Sureshkumar P. Bhandari Director	Non Executive & Independent	6	Yes	NIL	Nil
6	Mr. Ashvin R. Thumar Director	Non Executive & Independent	6	Yes	1	1

During the year, there were in total 6 (Six) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meeting were held are as follows:

Sr. No.	Board Meeting Date
1	16/04/2012
2	30/07/2012
3	01/09/2012
4	30/10/2012
5	14/02/2013
6	06/03/2013

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BOARD COMMITTEES:

Audit Committee:

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 & Clause 49 II of Listing Agreement, the composition of Audit Committee is as under:

Name of the Member	Status	No. of Meeting held
Mr. Ashvin Thumar	Chairman	Non Executive & Independent
Mr. Hemant B. Desai	Member	Executive & Non Independent
Mr. Sureshkumar Bhandari	Member	Non Executive & Independent

Mr. Ashvin Thumar – Non Executive & Independent : Chairman
Mr. Hemant Desai – Executive & Non Independent : Member
Mr. Sureshkumar Bhandari – Non Executive & Independent : Member

During the year, there were in total 4 (Four) Audit Committee Meetings were held on 16.04.2012, 30.07.2012, 30.10.2012 & 14.02.2013

The details of the attendance of the members at Audit Committee Meetings of the Board of Directors of the Company are as under:

Name of the Member	Status	No. of Meeting(s) held (after appointment)	No. of Meetings attended
Mr. Ashvin Thumar	Chairman	4	4
Mr. Hemant B. Desai	Member	4	4
Mr. Sureshkumar Bhandari	Member	4	4

B. Shareholders/Investors Grievance Committee

The composition of the Shareholders/Investors Grievance Committee as on 31st March, 2013 is as follows:

Mr. Sunilkumar Jain – Non Executive & Independent : Chairman
Mr. Ravindra Palkar – Non Executive & Independent : Member
Mr. Sureshkumar Bhandari – Non Executive & Independent : Member

During the year, there were in total 4 (Four) Shareholders/Investors Grievance Committee Meetings were held on 16.04.2012, 30.07.2012, 30.10.2012 & 14.02.2013.

The details of the attendance of the members at Shareholders/Investors Grievance Committee Meetings of the Board of Directors of the Company are as under:

Name of the Member	Status	No. of Meeting held	No. of Meetings attended
Mr. Sunilkumar Jain	Chairman	4	4
Mr. Ravindra Palkar	Member	4	4
Mr.Sureshkumar Bhandari	Member	4	4

SURYAKRUPA FINANCE LIMITED

GENERAL BODY MEETINGS:

Details of last 3 (Three) Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2011-2012	29.09.12	01.30 p.m	Registered Office	No
2010-2011	30.09.11	03.30 p.m	Registered Office	No
2009-2010	30.09.10	03.30 p.m	Registered Office	No

The Company has not passed any shareholders resolution through postal ballot during the year under reference.

Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board of Directors has not adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director.

(e) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

REMUNERATION OF DIRECTORS

None of Directors have been paid during the year.

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GENERAL SHAREHOLDERS INFORMATION:

- i. The Annual General Meeting is scheduled to be held on Wednesday, the 25th September, 2013 at 01.30 p.m. at the Registered Office of the Company AT 5th Floor, Mafatlal House, H.T.Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400020.

Financial Year: The Financial Year is from 1st April 2013 to 31st March 2014.

Tentative Schedule

- | | | |
|---|---|-----------------------|
| Unaudited Results for quarter ending June 30, 2013 | : | End of July 2013 |
| Unaudited Results for quarter ending September 30, 2013 | : | End of October 2013 |
| Unaudited Results for quarter ending December 31, 2013 | : | End of January 2014 |
| Audited Results for year ending March 31, 2014 | : | End of July 2014 |
| AGM for year ending March 31, 2014 | : | End of September 2014 |
- ii. Book Closure dates are from Wednesday, the 18th Day of September, 2013 to Wednesday, the 25th Day of September, 2013 (both days inclusive).
- iii. Dividend payment: The Company has not declared any dividend.
- iv. The Company's shares are listed at Bombay Stock Exchange
Scrip Code: 511185
- v. Registrar and Transfer Agent : SYSTEM SUPPORT SERVICES
209, Shivai Ind Estate, 89,
Andheri Kurla Road, Saki Naka,
Andheri - (E), Mumbai – 400072.
Tel.: 02228500835
Fax: 022-28501438
Email: sysss72@yahoo.com
- vi. Share Transfer System
- Physical shares sent for transfers or dematerialization are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents
- vii. Dematerialization of securities
- The Company's shares currently are in physical mode but the Company is in the process of dematerialization of shares.
- viii. Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity. Nil

SURYAKRUPA FINANCE LIMITED

ix. Distribution of Shareholding and Shareholding Pattern as on 31st March, 2013:

(i) Distribution of Shareholding as on 31st March, 2013:

Share holding	Shareholders No.	% of holding	No. Share	% of Share
001 – 500	404	72.014	775320	7.532
501 – 1000	50	8.913	447300	4.730
1001 – 2000	18	3.209	229000	2.900
2001 – 3000	16	2.852	441900	4.190
3001 – 4000	1	0.178	33500	0.350
4001 – 5000	2	0.357	110000	1.000
5001 – 10000	56	9.982	5536150	53.615
Above 10001	14	2.496	2256830	25.683
Total	561	100.00	1000000	100

(ii) Shareholding pattern as at 31st March, 2013:

	No. of Shares held	% to Total Shares
Promoter Group*	143900	14.39
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	00	0.00
Corporate Bodies	13300	1.33
General Public	842800	84.29
NRIs/ OCBs	00	0.00
TOTAL	1000000	100.00

x. Address for correspondence:

Shareholders of the company can send correspondence at the Regd. office of the company situated at following address:

5th Floor, Mafatlal House,
H.T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai - 400020

Non-Mandatory Requirements:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

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CEO/CFO CERTIFICATE

To,
The Board of Directors
SURYAKRUPA FINANCE LIMITED

We do hereby certify that:

- (a) We have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:
 - (i.) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii.) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations,
- (b) There are to the best of our Knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committees.
 - (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

FOR SURYAKRUPA FINANCE LIMITED

Sd/-
Mr. Atulya Mafatlal
(CEO)

FOR SURYAKRUPA FINANCE LIMITED

Sd/-
Mr. Hemant Desai
(CFO)

DATE : 02nd August, 2013

PLACE: Mumbai

SURYAKRUPA FINANCE LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS OF THE COMPANY

To
The Members of:
SURYAKRUPA FINANCE LIMITED
5th Floor, Mafatlal House,
H.T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai - 400020

We have examined the compliance of conditions of corporate governance by Suryakrupa Finance Limited, for the year ended on 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of the corporate governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For **GUPTA SAHARIA & CO.**
Chartered Accountants

Sd/-
(**SANJAY J JAIN**)
Partner
Membership
No.112646
Firm No. 103446W

Place : Mumbai
Date: 02nd August, 2013